

CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars unless otherwise indicated)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of World Class Extractions Inc.

Opinion

We have audited the consolidated financial statements of World Class Extractions Inc. (the "Company"), which comprise the consolidated statement of financial position as at April 30, 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2021, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a net loss of \$4,486,318 during the year ended April 30, 2021 and, as of that date, had an accumulated deficit of \$60,574,718. 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.

Other Matter

The financial statements of the Company for the year ended April 30, 2020, were audited by another auditor who expressed an unmodified opinion on those statements on August 31, 2020.

Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, 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, 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 Financial Statements

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

In preparing the financial statements, management is responsible for assessing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or
 error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is
 sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement
 resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery,
 intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business
 activities within the Company to express an opinion on the financial statements. We are responsible for the
 direction, supervision and performance 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 audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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.

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

DALE MATHESON CARR-HILTON LABONTE LLP CHARTERED PROFESSIONAL ACCOUNTANTS

MCL,

Vancouver, BC

August 30, 2021



CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

| | | April 30, 2021 | April 30, 2020 |
|-------------------------------|----------|----------------|----------------|
| AS AT | Note | \$ | \$ |
| ASSETS | | | |
| Current assets | | | |
| Cash | | 2,377,635 | 5,632,160 |
| Accounts receivable | 6 | 1,760,325 | 1,255,621 |
| Sales tax receivable | 7 | 15,349 | 483,274 |
| Loans receivable | 8 | - | 360,018 |
| Inventory | 9 | 100,000 | 322,376 |
| Prepaid expenses and deposits | 10 | 362,036 | 450,465 |
| Total current assets | | 4,615,345 | 8,503,914 |
| Non-current assets | | | |
| Goodwill | 4, 12 | 8,767,399 | 8,767,399 |
| Right-of-use assets | 21 | 613,346 | 937,867 |
| Property and equipment (net) | 11 | 971,851 | 1,150,650 |
| Intangible assets (net) | 12 | 678,089 | 851,225 |
| Total non-current assets | | 11,030,685 | 11,707,141 |
| | | | |
| TOTAL ASSETS | <u> </u> | 15,646,030 | 20,211,055 |

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

| | | April 30, 2021 | April 30, 2020 |
|---|-------|----------------|----------------|
| AS AT | Note | \$ | \$ |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | - | |
| LIABILITIES | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | 13 | 1,014,802 | 1,302,058 |
| Customer deposits | 14 | 341,211 | 490,412 |
| Due to related parties | 28 | 437,991 | 375,759 |
| Current portion of lease obligations | 22 | 191,706 | 174,853 |
| Convertible debt | 17 | 2,255,249 | 1,996,405 |
| Derivative liabilities | 17 | 633,950 | 1,021,729 |
| Loans payable | 15 | 143,750 | 125,000 |
| Liabilities of discontinued operations | 30 | 8,878 | 7,201 |
| Total current liabilities | | 5,027,537 | 5,493,417 |
| Non-current liabilities Non-current portion of lease obligations | 22 | 782,340 | 840,866 |
| Government grant | 16 | 95,618 | 80,000 |
| Total non-current liabilities | | 877,958 | 920,866 |
| Total liabilities | | 5,905,495 | 6,414,283 |
| SHAREHOLDERS' EQUITY | | | |
| Share capital | 18 | 61,756,937 | 61,756,937 |
| Reserves | 19,20 | 3,374,192 | 7,517,342 |
| Deficit | | (60,574,718) | (60,914,506) |
| Equity attributable to holders of the parent | | 4,556,411 | 8,359,773 |
| Non-controlling interest | 4, 31 | 5,184,124 | 5,436,999 |
| | | 9,740,535 | 13,796,772 |
| Total shareholders' equity | | 3,740,333 | 13,730,772 |

Nature of operations and going concern (Note 1) Commitments (Note 32) Subsequent events (Note 34)

APPROVED BY THE BOARD:

| Signed "Chand Jagpal", Director | Signed "Michael Galloro". Director |
|---------------------------------|------------------------------------|
| | |

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

| | | For the year ended | | |
|--|------------|--------------------|----------------|--|
| | | April 30, 2021 | April 30, 2020 | |
| | Note | \$ | \$ | |
| Sales | 23 | 9,642,757 | 1,108,292 | |
| Cost of Sales | 23 | (6,818,968) | (584,963) | |
| Gross Profit | | 2,823,789 | 523,329 | |
| - Cross Front | | 2,023,703 | 323,323 | |
| Operating expenses | | | | |
| Selling expenses | 24 | 33,579 | 1,005,170 | |
| General and administrative expenses | 24 | 5,487,467 | 9,293,522 | |
| Impairment loss | 24 | 1,597,438 | 35,212,172 | |
| Depreciation and amortization | 11, 12, 21 | 643,903 | 2,375,327 | |
| | | | | |
| Total operating expenses | | 7,762,387 | 47,886,191 | |
| | | () | (| |
| Loss before other expenses | | (4,938,598) | (47,362,862) | |
| Other income (expenses) | | | | |
| Acquisition fees | 4 | (67,500) | (1,226,606) | |
| Unrealized loss on fair value of warrants | 4 | (67,500) | (493,139) | |
| | 15 16 17 | - (E16 172\ | | |
| Interest expenses and bank charges Gain on forbearance | 15,16, 17 | (516,173) | (51,077) | |
| | 17 | - | 218,496 | |
| Unrealized gain on conversion feature | 17 | 504,975 | 35,014 | |
| Write-off of accounts payable | 25 | 53,553 | - | |
| Other income | 25 | 477,425 | 520,679 | |
| Total other income (expenses) | | 452,280 | (996,633) | |
| Loss from continuing operations | | (4,486,318) | (48,359,495) | |
| Loss from discontinued operations | 30 | - | (204,028) | |
| Net loss and comprehensive loss for the year | | (4,486,318) | (48,563,523) | |
| | | | | |
| Attributable to: | | | | |
| Equity holders of the Parent | | (4,241,047) | (48,539,965) | |
| Non-controlling Interests | | (245,271) | (23,558) | |
| Net loss and comprehensive loss for the year | | (4,486,318) | (48,563,523) | |
| | | | | |
| Weighted average number of common shares | | | | |
| outstanding - basic and diluted | | 625,196,572 | 582,157,676 | |
| | | | | |
| Loss per share for net loss attributable to | | | | |
| equity holders of the parent | | | | |
| From continuing operations | | (0.01) | (0.08) | |
| From discontinued operations | | (0.00) | (0.00) | |
| Basic and diluted loss per share | | (0.00) | (0.08) | |

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Dollars)

| | _ | Į. | quity attributa | ble to holders o | of the Parent | | | |
|--|--------|-------------------------------|------------------------|------------------|----------------|---------------|---------------------------------------|--|
| | | ISSUED C | APITAL | | RESERVES | | | |
| | Note | Number of Common Shares | Share Capital \$ | Options \$ | Warrants \$ | Deficit \$ | Non- controlling Interest \$ | Total Shareholders' Equity \$ |
| Balance, April 30, 2019 | | 451,180,147 | 40,349,053 | 1,864,786 | 1,440,887 | (12,374,541) | - | 31,280,185 |
| Shares issued for acquisition of Quadron | | | | | | | | |
| Cannatech Corp. ("Quadron") | 4a, 18 | 143,300,894 | 20,062,125 | - | - | - | - | 20,062,125 |
| Shares issued to financial advisors as | | | | | | | | |
| success fees | 4a, 18 | 5,015,531 | 702,175 | - | - | - | - | 702,175 |
| Options issued for acquisition of Quadron | 4a, 19 | - | - | 1,011,295 | - | - | - | 1,011,295 |
| Warrants issued for acquisition of | | | | | | | | |
| Quadron | 4a, 20 | - | - | - | 805,727 | - | - | 805,727 |
| Stock options exercised | 18, 19 | 700,000 | 143,584 | (73,584) | - | - | - | 70,000 |
| Shares issued for acquisition of Pineapple | | | | | | | | |
| Express Delivery Inc. (PED) | | 25,000,000 | 500,000 | - | - | - | - | 500,000 |
| Value of non-controlling interest at date | | | | | | | | |
| of acquisition | | - | - | - | - | - | 5,460,557 | 5,460,557 |
| Share-based payments | 19 | - | - | 2,468,231 | - | - | - | 2,468,231 |
| Net loss for the year | | - | - | - | - | (48,539,965) | (23,558) | (48,563,523) |
| Balance, April 30, 2020 | | 625,196,572 | 61,756,937 | 5,270,728 | 2,246,614 | (60,914,506) | 5,436,999 | 13,796,772 |
| PED shares issued for settlement of debt | | - | - | - | - | - | 24,896 | 24,896 |
| PED shares issued for finders' fees | 4b, 28 | - | - | - | - | - | 67,500 | 67,500 |
| PED shares purchased from related party | | - | - | - | - | - | (100,000) | (100,000) |
| Cancellation or expiry of stock options | 19 | - | - | (3,929,746) | - | 3,929,746 | - | - |
| Expiry of warrants | 20 | - | - | - | (651,089) | 651,089 | - | - |
| Share-based payments | 19 | - | - | 437,685 | - | - | - | 437,685 |
| Net loss for the year | | _ | _ | | | (4,241,047) | (245,271) | (4,486,318) |
| Balance, April 30, 2021 | | 625,196,572 | 61,756,937 | 1,778,667 | 1,595,525 | (60,574,718) | 5,184,124 | 9,740,535 |

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)

| | For the year | r ended |
|---|----------------|----------------|
| | April 30, 2021 | April 30, 2020 |
| | \$ | \$ |
| Cash flows from (used in) operating activities: | | |
| Net loss for the year | (4,486,318) | (48,563,523) |
| Items not involving cash: | | |
| Bad debts | 66,204 | 47,318 |
| Write-off of accounts payable | 53,553 | |
| Depreciation and amortization | 643,903 | 2,375,327 |
| Acquisition fees | 67,500 | 702,175 |
| Non-cash adjustment for leases | - | 36,407 |
| PED shares issued for settlement of debt | 3,700 | - |
| Impairment loss | 1,597,353 | 35,212,173 |
| Foreign exchange loss | 35,350 | (16,250) |
| Lease interest | 146,342 | · · · - |
| Share-based payments | 437,685 | 2,468,231 |
| Gain on forbearance | , <u>-</u> | (218,496) |
| Loss on sale of equipment | 19,999 | - |
| Unrealized loss on warrants | - | 493,139 |
| Unrealized gain on convertible loan | (81,998) | (45,558) |
| Unrealized gain on derivative liability | (422,987) | (35,014) |
| Financing costs | (1==)==1 | 72,666 |
| Interest | 462,718 | (198,118) |
| Other income | (39,026) | (130,110, |
| Change in non-cash operating working capital: | (33,020) | |
| Short term investments | _ | 275,500 |
| Accounts receivable | (570,908) | (545,095) |
| Accounts payable and accrued liabilities | (266,803) | 79,902 |
| Due to related parties | (68,463) | 134,595 |
| Sales tax receivable | 467,925 | (76,262) |
| Inventory | (266,849) | (2,197,328) |
| Liabilities of discontinued operations | 1,677 | 7,201 |
| Prepaid expenses | (78,178) | 477,261 |
| Customer deposits | (149,201) | 68,233 |
| customer deposits | | |
| | (2,426,822) | (9,445,516) |
| Cash flows from (used in) investing activities: | | |
| Net cash acquired in acquisition of QCC | - | 603,964 |
| Net cash paid for PED acquisition | (100,000) | (708,471) |
| Payment for loan receivable | - | (331,500) |
| Issuance of loan to Cobra | (2,500,000) | - |
| Disposition of loan receivable | 2,500,000 | - |
| Disposal of equipment | 588 | - |
| Purchase of property and equipment | (448,287) | (414,493) |
| | (547,699) | (850,500) |
| Cash flows from (used in) financing activities: | | |
| Government grant | 40,000 | 80,000 |
| Loans payable | , <u>-</u> | (223,975) |
| Proceeds from the issuance of common shares | - | 69,999 |
| Repayment of lease obligation | (320,004) | - |
| L. 1 | (280,004) | (73,976) |
| Chango in each for the year | | |
| Change in cash for the year | (3,254,525) | (10,369,992) |
| Cash, beginning of the year | 5,632,160 | 16,002,152 |
| Cash, end of the year | 2,377,635 | 5,632,160 |

Supplemental cash flow information (Note 29)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

World Class Extractions Inc. ("World-Class" or "WCE" or "the Company") was incorporated under the laws of British Columbia on December 2, 1965. The head office of the Company is located at Suite 308 - 9080 University Crescent, Burnaby, BC, V5A 0B7. The registered office is located at 2200 - 885 W Georgia St. Vancouver, BC, V6C 3E8.

On June 17, 2019, the Company and Quadron Cannatech Corporation ("Quadron" or "QCC") completed a plan of arrangement (the "Arrangement"), pursuant to which the Company acquired all of the common shares of Quadron following Quadron's amalgamation with the Company's wholly-owned subsidiary, 1212476 B.C. Ltd. to form a new wholly-owned subsidiary of the Company continuing as "Quadron Cannatech Corporation" ("Amalco") (Note 4(a)).

On March 27, 2020, the Company signed a definitive investment agreement with Pineapple Express Delivery Inc. ("Pineapple Express Delivery" or "PED"), a privately held, Burlington-based company offering different types of legal delivery services (including same day and next day) to the cannabis sector in Canada. Under the terms of the acquisition, the Company purchased 8,333,333 units (the "Units") of PED, at a price of \$0.06 per Unit for aggregate gross proceeds of \$500,000. Each Unit consists of one common share and one half of one share purchase warrant, with each full warrant exercisable at \$0.30 for a period of two years. The 8,333,333 common shares of PED held by the Company represented approximately 21.55% of the current issued and outstanding share capital of PED. However, through the execution of voting trust agreements with significant shareholders of PED, the Company acquired a total voting interest of 80%. As part of the transaction, PED utilized a portion of the financing proceeds to purchase 25,000,000 common shares of World-Class at a price of \$0.02 per share. These shares were subject to a statutory hold period which expired on August 1, 2020 (Note 4(b)). As at April 30, 2021, the Company holds approx. 25.32% of the current issued and outstanding share capital of PED (Note 31).

The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol "PUMP", the Frankfurt Stock Exchange under the symbol "WCF" and "WKN:A2PF9C", and the OTCQB Venture Market, under the symbol: "WCEXF".

The Company, previously focused on research and development, is an innovation-driven company with a focus on the evolving cannabis and hemp industries. With the recent acquisition of PED, the Company offers compliant and secure delivery of government regulated products including medical and recreational cannabis in Ontario, Manitoba and Saskatchewan, and liquor delivery in certain jurisdictions in Saskatchewan.

The Company operates through its wholly-owned subsidiary Soma Labs Scientific Inc. ("Soma Labs" or "Soma") based in the Lower Mainland of British Columbia and its partially-owned subsidiary, PED based in Burlington, Ontario.

Soma Labs incorporated under the *Business Corporations Act* of the Province of British Columbia on January 8, 2016, is a designer, manufacturer, and supplier of extraction and processing equipment and solutions. Soma Labs works with industry partners to design and establish extraction and processing facilities for cannabis and hemp oil production.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

➤ PED incorporated under the Business Corporations Act on February 15, 2018, specializes in compliant and secure delivery of government regulated products, including legal cannabis delivery within select provinces in Canada and liquor delivery in certain jurisdictions in Saskatchewan.

Going Concern

The Company incurred a net loss of \$4,486,318 for the year ended April 30, 2021. As at April 30, 2021, the Company had a history of losses and an accumulated deficit of \$60,574,718. Total cash used in operations for the year ended April 30, 2021 amounted to \$2,426,822.

The ability of the Company to continue as a going concern is dependent on achieving profitable operations, positive operating cash flows and obtaining the necessary financing to develop the current products. The outcome of these matters cannot be predicted at this time. The Company will continue to review the prospects of raising additional debt and equity financing to support its operations until such time that its operations become self-sustaining, to fund its operating activities and to ensure the realization of its assets and discharge of its liabilities. While the Company is exerting its best efforts to achieve the above plans, there is no assurance that any such activity will generate sufficient funds for future operations. These factors indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future rather than a process of forced liquidation. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments could be material.

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. This is causing significant financial market and social dislocation. The pandemic has affected Soma Labs by posing significant delays to deploy and implement its extraction and processing facilities and the ability to procure new opportunities in deploying and implementing extraction systems. This has also resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on the Company's future financial results. Due to recent COVID-19 prevention measures, the pandemic has affected PED by potentially increasing the recreational delivery segment through geographical expansion. It is difficult to reliably measure the sustainability of the current revenue growth.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

Statement of Compliance and Presentation

These consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"), and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies set out in Note 3 have been applied consistently to all periods presented in these consolidated financial statements.

These consolidated financial statements are presented in Canadian dollars (CAD), except where otherwise indicated. CAD is the Company's and its subsidiaries' functional currency.

The consolidated financial statements were approved by the Board of Directors of the Company on August 30, 2021.

Basis of Measurement

The consolidated financial statements have been prepared on the historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, share-based compensation, consideration and acquisitions, which are stated at their fair value.

Significant Estimates, Assumptions and Judgments

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. Estimates and associated assumptions applied in determining asset or liability values are based on historical experience and various other factors including other sources that are believed to be reasonable under the circumstances but are not necessarily readily apparent or recognizable at the time such estimates or assumptions are made. Actual results may differ from these estimates.

The information about significant areas of estimates considered by management in preparing the consolidated financial statements is as follows:

Income taxes

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in the consolidated statement of loss and comprehensive loss both in the period of change, which would include any impact on cumulative provisions, and in future periods. Deferred tax assets (if any) are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets as well as the amounts recognized in profit or loss in the period in which the change occurs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

Significant Estimates, Assumptions and Judgments (continued)

Stock options and warrants

Determining the fair value of warrants and stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

Fair value of financial instruments

Certain of the Company's assets and liabilities are measured at fair value. In estimating fair value the Company uses market-observable data to the extent it is available. In applying the valuation technique, management is required to determine and make assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield and forfeiture rate. Such assumptions are inherently uncertain and changes in these assumptions affect the fair value estimates.

Convertible debt conversion option

The identification of convertible debt components is based on interpretations of the substance of the contractual arrangement and therefore requires judgment from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent measurement of interest on the liability component. The determination of fair value of the liability is also based on a number of assumptions, including contractual future cash flows, discount rates, and the presence of any derivative financial instruments. Additionally, significant judgment is required when accounting for the redemption, conversion or modification of these instruments.

Inventory

Net realizable value for inventory is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provisions are made in the statement of loss and comprehensive loss in the period for any difference between book value net realizable value.

The impairment loss of inventory assessment requires a degree of estimation and judgment. The level of the provision is assessed by taking into account recent sales experience, the ageing of inventories, damaged, obsolete, slow moving inventories and other factors that affect inventory obsolescence.

Useful lives of property and equipment, right-of-use assets, and intangible assets

The estimated useful lives of assets are reviewed by management and adjusted if necessary. To estimate the useful life, management must use its past experience with the same or similar assets and may review engineering estimates and industry practices for similar pieces of equipment and assets and apply statistical methods to assist in its determination of useful life.

For intangible assets, the useful lives have been determined based on management estimated attrition rates related to the associated asset. Any subsequent change in these estimates would affect the amount of amortization recorded over future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (continued)

Significant Estimates and Judgments (continued)

Impairment of non-financial assets

Determining the amount of impairment of non-financial assets requires an estimation of the recoverable amount, which is defined as the higher of fair value less the cost of disposal or value in use. Many of factors used in assessing recoverable amounts are outside of the control of management and it is reasonably likely that assumptions and estimates will change from period to period. These factors include economic and market conditions, discount rates, growth rates and the future cash flows of the cash generating units (CGU's) to which the asset belongs to. The changes may result in future impairments in the Company's long-term assets.

Goodwill and intangible assets are reviewed annually for impairment, or more frequently when there are indicators that impairment may have occurred, by comparing the carrying value to their recoverable amount. When impairment indicators are present, the recoverable amount of the CGU or the group of CGUs, which is the higher of its estimated fair value less costs to sell and its value in use, is determined. Significant judgment is involved in estimating the model inputs used to determine the recoverable amount of the CGUs, in particular future cash flows, discount rates and terminal growth rates, due to the uncertainty in the timing and amount of cash flows and the forward-looking nature of these inputs. Future cash flows are based on financial plans agreed by management, which are estimated based on forecast results, business initiatives, planned capital investments and returns to shareholders. The use of different assumptions and estimates could influence the determination of the existence of impairment and the valuation of goodwill.

Determination of CGUs

CGUs are determined based on the smallest identifiable group of assets that generate cash inflows that are largely independent of cash inflows from other assets or groups of assets. Management judgment is required to identify the cash generating units ("CGU") of the Company.

Allowance for expected credit loss (ECL)

The Company recognizes an impairment loss allowance for ECL on accounts receivable, using a probability-weighted estimate of credit losses. In its assessment, management estimates the expected credit losses based on actual credit loss experience and informed credit assessment, taking into consideration forward-looking information. If actual credit losses differ from estimates, future earnings would be affected.

Leases

The application of IFRS 16 Leases, requires the Company to make judgments and estimates that affect the measurement of right-of-use assets and liabilities. In determining the lease term, all facts and circumstances that create an economic incentive to exercise renewal options (or not exercise termination options) are considered. Assessing whether a contract includes a lease also requires judgment. Estimates are required to determine the incremental borrowing rate to measure liabilities where the interest rate in the lease is not readily available.

Business combinations

Business combinations require management to exercise judgment in measuring the fair value of assets acquired and liabilities and contingent liabilities incurred or assumed. Judgment is also required in determining what qualifies as part of consideration paid.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

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2. BASIS OF PRESENTATION (continued)

Significant Estimates and Judgments (continued)

Intangible assets

Management uses judgment in estimating the fair value of intangible assets, such as software and technology, acquired in a business combination and uses internally developed valuation models that consider various factors and assumptions including forecasted cash earnings, growth rates and discount rates. Management also uses judgment in estimating customer attrition rates to determine the appropriate amortization period for the software and technology.

The information about significant areas of judgment considered by management in preparing the consolidated financial statements is as follows:

- i. the determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management;
- ii. the determination if an acquisition meets the definition of business or whether assets are acquired;
- iii. the determination of whether non-controlling interest is material for purposes of IFRS 12, *Disclosure* of Interest in Other Entities;
- iv. assessing control and significant influence over an investee;
- v. the determination of functional currency;
- vi. the assessment of whether a contract is or contains a lease, whether the Company obtains substantially all the economic benefits from the use of that asset and whether the Company has the right to direct the use of the asset; and
- vii. the Company's assessment of its ability to continue as a going concern requires judgments about the Company's ability to execute its strategy by funding future working capital requirements (Note 1). The Company's objectives are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funding to support its ongoing operations and development such that it can continue to provide returns to shareholders and benefits for other stakeholders.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and cash equivalents

Cash and cash equivalents include cash on deposit and highly liquid short-term interest-bearing variable rate investments which are readily convertible into a known amount of cash. Cash and cash equivalents are held with Canadian financial institutions.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries of which it has control. All significant intercompany balances, transactions and any unrealized gains and losses arising from intercompany transactions, have been eliminated. The Company's subsidiaries are as follows:

| Entity | Country of Incorporation | Operations | Effective Interest |
|---------------------------------|-----------------------------|--|-----------------------|
| Soma Labs Scientific Inc. | Canada | Commercialization of the Company's extraction and processing systems utilizing various technologies to effectively produce extracts and concentrates from cannabis and hemp and isolate essential compounds found in the plant material; Development and deployment of extraction equipment, technology and services | 100% |
| Pineapple Express Delivery Inc. | Canada | Delivery of medical and recreational cannabis | 25.32% |
| 1230167 BC Ltd. | Canada | Inactive | 100% |

On November 16, 2017, 1141588 BC Ltd. was incorporated to facilitate the development of new extraction systems: Alcohol Extraction System, Pressure Assisted Filtration System, Distillation System, and Hydrocarbon Extraction System. On April 9, 2020, this subsidiary was dissolved.

On January 22, 2020, Soma Labs Scientific Inc. and Cybernetic Control Systems Inc. amalgamated to form Soma Labs Scientific Inc., the amalgamated Company.

On March 6, 2020, Quadron Cannatech Corporation, World Class Extractions (Subco) Inc. and World Class Extractions, Inc. ("WCE"), the amalgamated Company.

On December 23, 2020, Greenmantle Products Limited, a company that had sales of premium disposable vaporizer cartridges, pens and related materials, was dissolved.

On October 21, 2019, Cobra was incorporated as a 100% wholly owned subsidiary, to serve as a holding company for new business ventures of WCE. During the year ended April 30, 2021, an arm's length party purchased a 50% equity investment in Cobra. During the year ended April 30, 2021, the Company entered into a share purchase agreement, whereby World-Class sold its remaining 50% equity investment in Cobra to the arm's length party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Consolidation (continued)

Control

The Company controls an investee if and only if the Company has:

- Power over an investee (i.e. existing rights that give it the current ability to direct the relevant
 activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support the presumption and when the Company has less than a majority of the voting rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over the investee, including:

- the contractual arrangements with the other vote holders of the investee
- rights arising from other contractual arrangements
- the Company's voting rights and potential voting rights

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control over the subsidiary. Assets, liabilities, revenues and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of WCE and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Company's accounting policies. All intra-Company asset, liabilities, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

Non-controlling Interests

Non-controlling interests represent the portion of profit or loss and net assets not held by the Company. Non-controlling interests are presented separately in the consolidated statement of loss and comprehensive loss and within equity in the consolidated statement of financial position and consolidated statement of changes in equity, separate from equity attributable to equity holders of the Company.

c) Business combination

Business combinations are accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values at the date of acquisition, of assets transferred, liabilities incurred or assumed, and equity instruments issued by the Company. The acquiree's identifiable assets and liabilities assumed are recognized at their fair value at the acquisition date. Acquisition related costs are recognized in consolidated statement of loss and comprehensive loss as incurred. The excess of the consideration over the fair value of the net identifiable assets and liabilities acquired is recorded as goodwill. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities. Evaluation of components of consideration requires management judgment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Goodwill

Goodwill is initially measured as the excess of the aggregate of the consideration transferred over the fair value of net identifiable assets acquired and liabilities assumed. Separately recognized goodwill is tested for impairment on an annual basis or when there is an indication of impairment. Impairment losses on goodwill are not reversed.

For the purpose of impairment testing, goodwill is allocated to the CGU or CGUs which are expected to benefit from the synergies of the combination.

e) Property and equipment

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Property and equipment are subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in the statements of loss and comprehensive loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statements of loss and comprehensive loss during the financial period in which they occurred. Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net within other income in the statements of loss and comprehensive loss.

Depreciation is recognized in the statements of loss and comprehensive loss and is based on the estimated useful lives of the assets is provided as follows:

Facility equipment 20% declining balance
Computer software and equipment 30% - 55% declining balance
Leasehold improvements and office furniture 20% declining balance
Automobile 20% declining balance

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Revenue recognition

The Company's revenue is comprised of the delivery of cannabis. Revenues are recognized when delivery of cannabis has occurred and are accepted by the customer. The Company recognizes revenue in an amount that reflects the consideration the Company expects to receive taking into account any variation that may result from rights of return. Areas of judgment include identifying the customer per the definition within IFRS 15 Revenue from Contracts with Customers and determining whether control has passed to the customer.

The Company uses the following five-step contract-based analysis of transactions to determine if, when and how much revenue can be recognized:

- 1. Identify the contract with a customer;
- 2. Identify the performance obligation(s) in the contract;
- 3. Determine the transaction price;
- 4. Allocate the transaction price to the performance obligation(s) in the contract; and
- 5. Recognize revenue when or as the Company satisfies the performance obligation(s).

Sale of vaporizer pens and cartridge and delivery of cannabis. These revenue-generating activities of the Company have a single performance obligation and revenue is recognized at the point in time when control of the product transfers and the Company's obligations have been fulfilled. This generally occurs when the product is shipped or delivered to the customer, depending upon the method of distribution and shipping terms set forth in the contract. Revenue is measured as the amount of consideration the Company expects to receive in exchange for the services rendered by the Company.

g) Inventory

Inventory is recorded at the lower of cost and net realizable value. Cost is determined using the weighted average cost method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

All inventories are periodically reviewed for impairment due to slow-moving and obsolete inventory. The provisions for obsolete, slow-moving or defective inventories are recognized in statement of loss and comprehensive loss. Previous write-downs to net realizable value are reversed to the extent there is a subsequent increase in the net realizable value of the inventories.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Leases

At inception of a contract, the Company assesses whether the 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.

The Company recognizes a lease liability and a right-of-use asset at the lease commencement date. The lease liability is initially measured as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the Company expects to exercise an option to terminate the lease.

The lease liability is subsequently measured by:

- increasing the carrying amount to reflect interest on the lease liability;
- reducing the carrying amount to reflect the lease payments made; and
- remeasuring the carrying amount to reflect any reassessment or lease modifications.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the following:

- the amount of the initial measurement of the lease liability; any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Company; and
- an estimate of costs to be incurred by the Company in dismantling and removing the
 underlying asset, restoring the site on which it is located or restoring the underlying asset to
 the condition required by the terms and conditions of the lease, unless those costs are
 incurred to produce inventories.

The right-of-use asset is subsequently measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. It is depreciated in accordance with the depreciation requirements of IAS 16 Property, from the commencement date to the earlier of the end of its useful life or the end of the lease term. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to net earnings over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Foreign currencies

Transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of the relevant transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Translation gains and losses are included in foreign exchange gain (loss) of the period in which they occur. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The carrying amounts of the Company's long-lived assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its related cash-generating unit ("CGU") exceeds its estimated recoverable amount.

i) Impairment of non-financial assets

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less cost to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit. For the purpose of impairment testing, assets that cannot be individually tested are grouped together into the smallest Company of assets that generate cash inflows or CGUs.

Impairment losses are recognized in impairment in the statement of loss and comprehensive loss for the period. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the assets in the CGU on a pro rata basis. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimated recoverable.

amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

j) Related party transactions

Parties are considered to be related if one party has control or joint control over the Company, has significant influence over the Company or is a member of key management personnel of the Company. 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.

k) Share-based payments

The stock option plan allows the directors, officers, employees and consultants of the Company to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in shareholders' equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from share-based payment reserve to share capital.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Share-based payments (continued)

In situations where equity instruments are issued to non-employees and some or all of the services received by the entity as consideration cannot be specifically identified, they are all measured at the fair value of the share-based payments, otherwise, measured at the fair value of the services received.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest. When vested options are forfeited or are not exercised at the expiry date, the amount previously recognized in share-based payments is transferred to accumulated losses (deficit).

I) Financial instruments

(i) Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") and at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition. A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets and collect contractual cash flows, its contractual terms give rise on specified dates that are solely payments of principal and interest on the principal amount outstanding, and it is not designated as FVTPL.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, the Company can make an irrevocable election (on an instrument by-instrument basis) on the day of acquisition to designate them as at FVTOCI.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the statement of loss and comprehensive loss in the period in which they arise. None of the Company's financial assets are classified at FVTPL.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. None of the Company's financial assets are classified as FVTOCI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

n) Financial instruments (continued)

(i) Financial assets (continued)

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value (including transaction costs) and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. The Company's financial assets at amortized cost comprise cash and cash equivalents, short-term investments, accounts receivable and loans receivable.

Transaction costs that are directly attributable to the acquisition or issuance of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities at fair value through profit or loss are immediately recognized in the consolidated statements of loss and comprehensive loss.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in the statement of loss and comprehensive loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

| | Classification | | |
|---|----------------|----------------|--|
| Financial Assets April 30, 2021 April 30, 202 | | April 30, 2020 | |
| Cash | Amortized cost | Amortized cost | |
| Accounts receivable | Amortized cost | Amortized cost | |
| Due from related parties | Amortized cost | - | |
| Loans receivable | - | Amortized cost | |

(ii) Financial liabilities and equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A financial liability is defined as any contractual obligation to deliver cash or another financial asset to another entity. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL as is the case for held for trading or derivative instruments. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or they expire.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

n) Financial instruments (continued)

(ii) Financial liabilities and equity instruments (continued)

| | Clas | Classification | | | |
|------------------------|----------------|----------------|--|--|--|
| Financial Liabilities | April 30, 2021 | April 30, 2020 | | | |
| Accounts payable | Amortized cost | Amortized cost | | | |
| Due to related parties | Amortized cost | Amortized cost | | | |
| Loans payable | Amortized cost | Amortized cost | | | |
| Government grant | Amortized cost | Amortized cost | | | |
| Convertible debt | Amortized cost | Amortized cost | | | |
| Derivative liability | FVTPL | FVTPL | | | |

(iii) Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For interest receivables and loans receivable the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decreases can be objectively related to an event occurring after the impairment was recognized.

(iv) Compound financial instruments

Convertible debentures are compound financial instruments whose components may be allocated between a financial liability component and an equity instrument component. The identification of such components embedded within a convertible debenture requires significant judgement given that it is based on the interpretation of the substance of the contractual arrangement. Where the conversion option is fixed, the financial liability, represents the discounted obligation to repay the cash component and is initially measured at fair value and subsequently measured at amortized cost. The residual amount is recognized in equity. Where the conversion option is variable, the derivative liability is measured first and carried at fair value and the residual balance represents the financial liability measured at amortized cost. Transaction costs are apportioned to the debt liability and equity components in proportion to the allocation of proceeds.

Interest related to the financial liability is recognized in statement of loss and comprehensive loss. On conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognized.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Loss per share

Basic loss per share represents the loss for the period, divided by the weighted average number of common shares issued and outstanding during the period. Diluted earnings represents the profit or loss for the period, divided by the weighted average number of common shares issued and outstanding during the period plus the weighted average number of dilutive shares that could result from the exercise of stock options, warrants and other similar instruments where the inclusion of these items would not be anti-dilutive. When a loss per share calculation based on the fully diluted number of shares would be less than the loss per share calculated on the basic number of shares, diluted loss per share is anti-dilutive and accordingly, the diluted loss per share would be the same as basic loss per share.

n) Income tax

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in statement of loss and comprehensive loss except to the extent that it relates to items recognized directly in shareholders' equity, in which case it is recognized in shareholders' equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Company does not provide for temporary differences relating to investments in subsidiaries and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date applicable to the period in which realization or settlement can reasonably be expected.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

n) Income tax (continued)

IFRIC 23, Uncertainty Over Income Taxes - In June 2017, the IASB issued a new IFRIC interpretation to specify how to reflect the effects of uncertainty in accounting for income taxes. IAS 12 Income Taxes provides requirements on the recognition and measurement of current or deferred income tax liabilities and assets. However, it does not provide a specific requirement for the accounting for income tax when the application of tax law to a particular transaction or circumstance is uncertain. As a result, the interpretation aims to reduce the diversity in how entities recognize and measure a tax liability or tax asset when there is uncertainty over income tax treatments. The new interpretation is effective for annual periods beginning on or after January 1, 2019. Management has concluded that there is no impact on the adoption of this guidance because there is no significant uncertainty in accounting for income taxes of the Company.

o) Share capital

Common shares are classified as shareholders' equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from share capital.

The proceeds from the issuance of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to common shares based on the fair value of a common share at the issuance date of the unit offering and any residual remaining is allocated to common share purchase warrants. Subsequent to the initial recognition of warrants, any modification to the original terms of the warrants attached to units that were initially recognized in accordance with the residual value approach does not result in a re-measurement adjustment.

p) Intangible assets

Expenditures on the research phase of projects are recognized as an expense as incurred.

Development costs not meeting the criteria for capitalization are expensed as incurred.

Directly attributable costs include employee costs incurred on equipment and machine development along with an appropriate portion of relevant overheads and borrowing costs.

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

Subsequent expenditures on the maintenance of developed assets are expensed as incurred.

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

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3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p) Intangible assets (continued)

Amortization is calculated using the following terms and methods:

Intellectual property 5 years straight-line Software and technology 5 years straight-line

Patent application costs straight-line, based on the life of the patent

q) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of WCE acts as the chief operating decision maker which assesses the financial performance and position of the Company and makes strategic decisions with inputs from top management which consists of the Chief Executive Officer (CEO), the Chief Financial Officer (CFO) and the President.

r) Discontinued Operations

The Company classifies disposal groups as discontinued operations if their carrying amounts will be recovered principally through a sale rather than through continuing use. Such disposal groups are measured at the lower of their carrying amount and fair value less costs to sell.

A disposal Company qualifies as discontinued operations if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations
- Is a subsidiary acquired exclusively with a view to re-sell

Loss from discontinued operations are excluded from Net loss from continuing operations and are presented as a single amount under "loss from discontinued operations" account in the consolidated statement of loss and comprehensive loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent accounting pronouncements

Certain pronouncements were issued by the International Accounting Standards Board ("IASB") or the International Financial Reporting Interpretation Committee ("IFRIC") that are mandatory for accounting periods commencing on or after January 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded..

IAS 1 – Presentation of Financial Statements ("IAS 1") and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted. Management has concluded that there was no material impact on the adoption of these amendments.

IFRS 3 - In October 2018, the IASB issued "Definition of a Business (Amendments to IFRS 3)". The amendments clarify the definition of a business, with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendment provides an assessment framework to determine when a series of integrated activities is not a business. The amendments are effective for business combinations occurring on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. Management has concluded that there was no material impact on the adoption of these amendments.

4. ACQUISITIONS

(a) Quadron

On June 17, 2019, the Company purchased 100% of the issued and outstanding shares of Quadron, which was incorporated under the BCBCA on November 7, 2011. Quadron, through its wholly- owned subsidiaries, provides turn-key extraction and processing solutions for the cannabis and hemp industry including proprietary industrial grade equipment, custom build processing facilities, ancillary products, and scientific services. The combined entities will leverage Quadron's technical expertise, and seasoned management team with the Company's unique patent-pending technology and strong cash position resulting from the private placements (Note 18). Quadron shares, options and warrants were exchanged at a ratio of 1 to 2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

4. ACQUISITIONS (continued)

(a) Quadron (contined)

On closing, 143,300,894 common shares were issued to former shareholders of Quadron at a price of \$0.14 for consideration of \$20,062,125. 13,405,000 replacement options and 21,438,716 replacement warrants were granted to former Quadron options and warrants holders. The fair value of the common shares issued as consideration for the transaction was based on June 17, 2019 closing price of the Company on the CSE of \$0.14 per share. The fair value of the options was estimated to be \$1,463,151 using a Black-Scholes model, whereby \$1,011,295 has been included as consideration paid as it related to pre-combination services and the residual \$451,856 fair value will be recognized as stock compensation expense over the post-combination vesting period. The fair value of the warrants was estimated to be \$805,727 using a Black-Scholes model, where this value has been included as consideration paid. In addition, the incremental fair value of \$25,641 was immediately included in the post-combination income statement. In connection to this acquisition, the Company incurred a cash payment of \$392,448 and issued 5,015,531 common shares at a price of \$0.14 to financial advisors as well as legal fees totaling \$131,983. These were expensed as acquisition fees.

Part of the consideration transferred is a loan previously extended to QCC by WCE. The loan principal amounted to \$2,750,000 and accrued interest thereon totaled \$14,073. No gain or loss was recognized on the settlement.

The fair value of the net assets acquired approximated their book values at acquisition date, except for Technology which fair value was determined using the cost approach in accordance with IFRS 13 Fair Value Measurement. The technology acquired relates to the extraction and processing of cannabis equipment. It includes all costs incurred necessary to develop the asset to achieve commercial viability. The table below summarizes the valuation techniques and significant inputs for the valuation of the identifiable assets and liabilities acquired from QCC:

| Identifiable Assets and Liabilities | Valuation technique | Significant Inputs | |
|-------------------------------------|--------------------------------|--|--|
| Working Capital | Cost/carrying value | Book value at date of acquisition | |
| Property and equipment | Cost/carrying value | Book value at date of acquisition | |
| Technology | Fair Value using cost approach | All development costs attributable to the technology including cost of materials, cost of labor and allocated support costs for the technology | |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

4. ACQUISITIONS (continued)

(a) Quadron (continued)

Total Consideration

Purchase price allocation

Goodwill

Net identifiable assets acquired

The following tables summarize the fair value of the consideration transferred and the estimated fair values assigned to each major class of assets acquired and liabilities assumed at June 17, 2019 acquisition date:

| Common shares to Quadron shareholders | \$ 20,062,125 |
|--|------------------|
| Fair value of options issued | 1,011,295 |
| Fair value of warrants issued | 805,727 |
| Bridge Loans | 2,757,767 |
| Total Consideration | \$ 24,636,914 |
| | |
| Net identifiable assets acquired (liabilities assumed) | |
| Cash and cash equivalents | \$ 1,603,965 |
| Accounts receivable | 165,644 |
| Inventory | 1,531,463 |
| GST recoverable | 217,718 |
| Prepaid expenses and other | 87,597 |
| Deposits | 36,115 |
| Plant and equipment | 253,737 |
| Right-of-use asset | 468,918 |
| Accounts payable | (274,129) |
| Customer deposits | (422,179) |
| Related party | (6,177) |
| Lease liability | (484,187) |
| Technology | 1,007,739 |
| Net assets acquired | \$ 4,186,224 |

Goodwill arose in the acquisition as the cost of acquisition included a control premium. The consideration paid for the acquisition reflected the benefit of expected revenue growth, existing QCC technologies, synergies with technologies in research and development, management know how and future market development. These benefits were not recognized separately from goodwill, as they do not meet the recognition criteria for identifiable intangible assets. Goodwill primarily related to the acquisition of management and engineering teams who were seasoned in research and development of extraction technologies. None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes. During the year ended April 30, 2020, as a result of a downturn in the cannabis market, declining extraction equipment sales and uncertainty of future economic benefits, management assessed uncertainty in the recoverability of goodwill pursuant to the business combination. As such, the Company fully impaired the goodwill and recorded an impairment loss amounting to \$20,450,690 (Note 12).

4,186,224

20,450,690

\$

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

4. ACQUISITIONS (continued)

(a) Quadron (continued)

Also, during the year ended April 30, 2020, management determined that the fair value less costs of disposal of the technology acquired with QCC amounted to \$Nil. Due to a downturn in the cannabis market and declining extraction equipment sales, there is uncertainty in the recoverability of costs related to the technology. As a result, the asset's carrying value was brought down to \$Nil and an impairment loss of \$899,687 (\$1,007,739 less accumulated amortization of \$108,052) was recognized during the year ended April 30, 2020.

In the period from June 17, 2019 to April 30, 2020, the operations of Quadron contributed revenues of \$288,361 and a net loss of \$7,107,641. If the acquisition had occurred on May 1, 2019, management estimates that the contributed revenues would have been \$329,565 and contributed net loss would have been \$8,249,952 for the year ended April 30, 2020 and loss per share would have been \$0.01.

(b) PED

On March 27, 2020, WCE signed a definitive investment agreement outlining the terms and conditions with respect to the acquisition of PED, an arm's length, privately held, Burlington-based company offering different types of legal delivery services (including same day and next day) to the cannabis sector in Canada. Given PED's inputs in the form of net assets, operations and favorable economic results, PED is considered to have met the definition of a business and the transaction was accounted for as a business combination.

On March 31, 2020 ("acquisition date") the Company acquired 8,333,333 units (the "Units") of PED, at a price of \$0.15 per Unit in exchange for total consideration of \$1,500,000 consisting of 25,000,000 WCE shares valued at \$0.02 per share (market value on acquisition date), cash, and debt forgiveness. Each Unit consists of one common share and one half of one share purchase warrant, with each full warrant exercisable at \$0.30 for a period of two years. The 8,333,333 common shares of PED held by World-Class represent approximately 21.55% of the current issued and outstanding share capital of PED.

Pursuant to a definitive investment agreement, \$1,000,000 of the above consideration was exchanged for secured convertible debentures ("Convertible Debentures") from PED, convertible at the option of the Company at \$0.15 per common share of PED. The Convertible Debentures have a two-year term and bear interest at 12% per annum, compounded monthly in advance.

The Company also acquired options to acquire up to additional 24,046,182 common shares (the "Option") of PED from significant shareholders, in addition to any additional common shares of PED they acquire during the term of the Option, through option agreements with existing holders of unsecured debts of PED.

The Option is exercisable during a 60-day period, starting two years from the closing of the Acquisition, based on a valuation of PED of one time its annualized revenue during the last quarter of the period. The exercise price per common share of PED is payable in common shares of World-Class, based on the 20-day Volume Weighted Average Price (VWAP) of World-Class' share price prior to the end of the two-year period. The Option was deemed to have no value. World-Class also entered into a voting trust with the significant shareholders of PED, entitling World-Class to vote such shares for a period of two years.

Assuming the conversion of the Convertible Debentures and exercise of the Option by World-Class, the Company would hold 39,046,182 common shares of PED representing approximately 86.1% of the then issued and outstanding share capital of PED.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

4. ACQUISITIONS (continued)

(b) PED (continued)

The Convertible Debentures will rank pari-passu with PED's existing secured debt. Subject to certain conditions, the current holder of secured debt of PED has agreed, on the maturity of such debt, to assign the debt to World-Class in exchange for common shares of World-Class based on the 20-day VWAP of World-Class' share price, calculated on the maturity date of the secured debt. The financial guarantee is not deemed to represent a liability to the Company and is considered an anti-dilution feature in the business combination, deemed to have no value.

In addition to the Option agreements, the significant shareholders of PED also signed voting trust agreements with an effective date of March 31, 2020 with WCE giving them at least 80.43% control on PED's operations. The voting interest effectively gives WCE the right to control business decisions of PED that can directly affect the return of its investment. Given this evidence of control over PED and that PED is deemed to have met the definition of a business, the acquisition is to be accounted for as business combination in accordance with IFRS 3 Business Combinations and PED's financials will be consolidated to WCE in accordance with IFRS 10 Consolidated Financial Statements.

The consideration paid amounted to \$1,500,000 for the 21.55% economic interest.

The fair value of the consideration paid for the net assets at 21.55% was grossed up to yield the deemed value of the whole Company on acquisition date. The value at 100% then less the amount paid by WCE for the 21.55% is thereby assigned as the fair value of non-controlling interest. As at March 31, 2020, the fair value of non-controlling Interest was determined as \$5,460,557.

During the year ended April 30, 2021, PED issued 450,000 shares valued at \$67,500 as finders' fees in accordance with the Agreement.

The Company sought assistance to value PED's net assets as at March 31, 2020. PED's working capital were all valued based on their carrying values as carrying value was deemed to approximate fair value as at March 31, 2020. PED's identifiable intangible asset (software and technology) was valued based on a discounted cash flow model using the forecasted future cash flows from these assets and the applicable discount rate. The convertible debt was valued based on present value of all cash outflows discounted at the applicable market rate for similar instruments which was determined to be 20% and the derivative liability component was valued using a Black-Scholes model. The valuations yielded a total net liabilities acquired of \$1,806,842 as at March 31, 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

4. ACQUISITIONS (continued)

(b) PED (continued)

The table below summarizes the valuation techniques and significant inputs for the valuation of the identifiable assets and liabilities acquired from PED:

| Identifiable Assets and Liabilities | Valuation technique | Significant Inputs | |
|--|--------------------------|--|--|
| Working Capital and Property and Equipment | Cost/carrying value | Book value at date of acquisition | |
| Software | Discounted cash flows | The value of the software and technology was determined based on the following key assumptions: 1) Compounded annual growth rate – 10.4% 2) Percentage of revenue from technology – 20-100% 3) Pre-tax royalty savings – 5% 4) Tax amortization benefit percentage – 26.5% 5) Capital cost allowance rate on intangibles – 5% 6) Accelerated investment incentive factor – 1.1 | |
| Loans and convertible debts | Discounted cash flows | The present value of the interest and principal payments were determined using an applicable market interest rate of 20% for similar instruments issued on the respective agreement dates then adjusted to the carrying value as at acquisition date. Convertible debts were deemed to have a derivative liability component and were valued using a Black-Scholes model (Note 17). | |

Goodwill amounting to \$8,767,399 was recorded from the excess of the fair value of the consideration over the net liabilities acquired. Goodwill represents the value of the assembled workforce that came along with PED. It also reflects the value of expected growth and profitability of the acquired business.

In the period from March 31, 2020 to April 30, 2020, the operations of PED contributed revenues of \$819,931 and a net loss of \$30,038. If the acquisition had occurred on May 1, 2019, management estimates that the consolidated revenue would have been \$1,937,670 and contributed net loss would have been \$2,325,606 for the year ended April 30, 2020 and loss per share would still be \$0.08.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

4. ACQUISITIONS (continued)

(b) PED (continued)

The following table summarizes the fair value of the consideration transferred and the fair values assigned to each major class of assets acquired and liabilities assumed on March 31, 2020 acquisition date:

| Total Consideration | |
|---|-------------------|
| WCE common shares | \$ 500,000 |
| Convertible Debt | 1,000,000 |
| Fair value of non-controlling interest | 5,460,557 |
| Total consideration | \$ 6,960,557 |
| Net identifiable assets acquired (liabilities | |
| assumed) | |
| Cash and cash equivalent | \$ 291,528 |
| Accounts receivable | 592,201 |
| Prepaid expenses | 27,884 |
| Property and equipment | 498,101 |
| Right-of-use asset | 552,463 |
| Accounts payable | (670,395) |
| Convertible debt | (1,995,547) |
| Derivative liability | (1,056,744) |
| Loans payable | (125,000) |
| Due to related parties | (205,752) |
| Sales taxes payable | (2,395) |
| Lease liability | (578,839) |
| Software and technology | 865,653 |
| Net assets acquired | \$ (1,806,842) |
| | |
| Purchase price allocation | |
| Net identifiable assets acquired | \$ (1,806,842) |
| Goodwill | 8,767,399 |
| | \$ 6,960,557 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

5. DISPOSTION OF COBRA

Cobra Ventures Inc. ("Cobra") was incorporated on October 21, 2019. During the year ended April 30, 2021, an arm's length party purchased a 50% equity investment in Cobra for \$1.00 from World-Class. During the year ended April 30, 2021, the Company entered into a share purchase agreement, whereby World-Class sold its remaining 50% equity investment in Cobra and the Cobra demand promissory note to an arm's length party for proceeds of \$2,500,000 (Note 8).

6. ACCOUNTS RECEIVABLE

| | April 30, 2021 | April 30, 2020 |
|--|----------------|----------------|
| | \$ | \$ |
| Trade receivables | 1,826,529 | 1,243,535 |
| Others | - | 12,086 |
| | 1,826,529 | 1,255,621 |
| Less: Allowance for expected credit loss | (66,204) | - |
| Accounts receivable - net of allowance | 1,760,325 | 1,255,621 |

Trade receivables arise from sales in the normal course of business and usually has a 30-day credit term. These are non-interest bearing and are carried at amortized cost. Subsequent to April 30, 2021, \$1,677,648 was subsequently collected.

7. SALES TAX RECEIVABLE

This account consists of the refunds claimed for goods and services tax from the government. The balance as at April 30, 2021 is \$15,349 (April 30, 2020 – \$483,274).

8. LOANS RECEIVABLE

- (a) On July 30, 2019, a supplier issued a promissory note to the Company for the principal sum up to U\$\$500,000 or lesser with interest at 5% per annum. This secured loan was due and payable on July 31, 2020. As at April 30, 2021, the Company loaned U\$\$250,000 (U\$\$250,000 April 30, 2020) and recorded accrued interest of U\$\$21,918 (U\$\$9,315 April 30, 2020) for a total of U\$\$271,918 (U\$\$259,315 April 30, 2020) due. The balance of the promissory note amounted to CA\$341,463 (CA\$360,018 April 30, 2020). During the year ended April 30, 2021, the Company recorded accrued interest of CA\$16,711 (\$12,268 April 30, 2020) and unrealized foreign exchange loss of CA\$35,350 (CA\$16,250 April 30, 2020). As at April 30, 2021, the supplier has been unable to pay the loan, and has been unable to come to any settlement with the Company. There is significant uncertainty on the collectability of the loan, and as such, the total value of the loan amounting to \$341,463 (Note 24) was charged to impairment loss for the year ended April 30, 2021.
- (b) During the year ended April 30, 2019, the Company invested \$2 million in consideration for 2,000 senior secured convertible debentures ("Alkaline Debentures"), 11,111,111 common share purchase warrants ("Alkaline Warrants"), and certain investor rights in Alkaline Spring Inc. ("Alkaline Spring"). The Company recorded a fair value of \$493,139 for the Alkaline Warrants.

On April 8, 2020, the Company entered into an agreement to modify the terms of the Alkaline Debentures. The conversion feature was removed and thus, the loan was reverted into a simple loan with accrued interest. Prior to removal of the conversion feature, the fair value of the conversion feature was \$nil resulting in an unrealized loss on fair value of warrants of \$493,139.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

8. LOANS RECEIVABLE (continued)

As at April 30, 2020, Alkaline has been unable to pay the loan, and has been unable to come to any settlement with the Company. There is significant uncertainty on the collectability of the loan, and as such, the total value of the loan amounting to \$2,404,346 was charged to impairment loss for the year ended April 30, 2020.

(c) During the year ended April 30, 2021, Cobra borrowed \$5,000,000 in the form of demand promissory notes which, the Company advanced \$2,500,000 to Cobra. Interest is payable on the promissory note issued to World-Class at a rate of 10% per annum, compounded monthly. Proceeds from the promissory notes were used to purchase the senior secured convertible debenture of HydRx Farms Ltd. operating as Scientus Pharma ("HydRx"). During the year ended April 30, 2021, the Company entered into a share purchase agreement, whereby World-Class sold its remaining 50% equity investment in Cobra and the Cobra demand promissory note to an arm's length party for proceeds of \$2,500,000. World-Class has no ongoing role or interest in Cobra or HydRx.

9. INVENTORY

| | April 30, 2021 \$ | April 30, 2020 \$ |
|-----------------------------------|----------------------|----------------------|
| Work in progress - Pre-processing | - | 322,376 |
| Finished goods | 100,000 | - |
| Total inventory | 100,000 | 322,376 |

During the year ended April 30, 2021, the Company, wrote-off its WIP and finished goods to their net realizable values. WIP of \$Nil refers to the net realizable value of a pre-processing equipment which is currently held for sale (April 30, 2020 - \$322,376). Finished goods of \$100,000 refers to the net realizable value of an extraction system which is currently held for sale (April 30, 2020 - \$Nil).

During the years ended April 30, 2021 and April 30, 2020, the Company, wrote-off its WIP and Finished Goods to their net realizable values. Total impairment loss relating to inventory recognized in the statement of loss and comprehensive loss for the year ended April 30, 2021 amounted to \$489,226(April 30, 2020- \$3,406,415).

The Company has no inventories pledged as security for liabilities as at April 30, 2021.

For the year ended April 30, 2021, inventory charged to cost of sales amounted to \$Nil (April 30, 2020 - \$209,619)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

10. PREPAID EXPENSES AND DEPOSITS

| | April 30, 2021 | April 30, 2020 |
|------------------------------|----------------|----------------|
| | \$ | \$ |
| Rent security deposit | 82,475 | 73,381 |
| Equipment deposits | 134,934 | 172,733 |
| Deposit for hemp supply | - | 166,667 |
| Other prepayments to vendors | 144,627 | 37,684 |
| | 362,036 | 450,465 |

Rent security deposits

Rent security deposits pertain to prepaid amounts for damages that might be claimed against a leased property. These can be claimed in full or in part at the end of the lease subject to actual charges.

Equipment deposits

Equipment deposits refer to payments made for the extraction equipment ordered but were not yet delivered and for future equipment purchases.

Deposit for hemp supply

On February 25, 2019, the Company and two other entities, one party being a medical standard processing entity and the other being a research and development license holder (collectively, the "Purchasers"), entered supply agreements with a supplier. Pursuant to the agreements, the Purchasers agreed to purchase up to 1,000 kilograms of the supplier's 2018 hemp crop, and the entire 2019 hemp crop and beyond up to a maximum of \$5,000,000 in product. The Purchasers guarantee to purchase at least \$1,000,000 in product from the supplier and agreed to make a deposit in the amount of up to \$500,000 towards the guarantee. The \$500,000 deposit will be used to purchase equipment and to fund expenses approved by the Purchasers. Pursuant to the agreement, the Company advanced \$166,667 to the supplier on May 7, 2019.

The deposit would be applied to the 2019 crop based on an agreed formula. The Purchasers would not be required to pay for any 2019 product until the deposit is applied in full. The supplier shall repay the deposit on or before December 31, 2020 in the event there is insufficient 2019 product based on the agreed formula. The Purchasers, at their sole option, may accept a portion of the 2020 crop as payment of the deposit. As of April 30, 2021, the full amount of the deposit is still outstanding, and no interest accrual was made. During the year ended April 30, 2021, the Company has impaired the deposit of \$166,667 to profit or loss.

Other prepayments

Other prepayments include various advance payments to suppliers for purchases and services which were delivered or rendered after the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

11. PROPERTY AND EQUIPMENT

| | Facility Equipment \$ | Computer Software and Equipment \$ | Leasehold Improvements and Office Furniture \$ | Leasehold Improvements not yet in use \$ | Automobile \$ | Total \$ |
|---------------------------|-----------------------------|---|--|---|------------------|-------------|
| Costs: | - | - | - | - | - | - |
| Balance, April 30, 2019 | 284,393 | 21,936 | 53,355 | - | - | 359,684 |
| Additions | 76,343 | 16,738 | 325,118 | - | - | 418,199 |
| Additions from | | | | - | | |
| Business | | | | | | |
| Combination | 127,916 | 63,624 | 430,908 | | 129,390 | 751,838 |
| Impairment | (218,350) | - | - | - | - | (218,350) |
| Disposals | (9,800) | (2,611) | - | - | - | (12,411) |
| Balance, April 30, 2020 | 260,502 | 99,687 | 809,381 | - | 129,390 | 1,298,960 |
| Additions | - | - | 175,030 | 257,257 | 16,000 | 448,287 |
| Impairment | (174,003) | (43,477) | (380,051) | - | - | (597,531) |
| Disposals | - | (3,794) | (25,000) | - | (9,000) | (37,794) |
| Balance, April 30, 2021 | 86,499 | 52,416 | 579,360 | 257,257 | 136,390 | 1,111,922 |
| Accumulated Depreciation: | | | | | | |
| Balance, April 30, 2019 | 15,790 | 10,360 | 723 | - | - | 26,873 |
| Amortization | 83,574 | 22,561 | 63,133 | - | 2,845 | 172,113 |
| Impairment | (41,970) | - | - | - | - | (41,970) |
| Disposals | (7,374) | (1,332) | - | - | - | (8,706) |
| Balance, Apr 30, 2020 | 50,020 | 31,589 | 63,856 | - | 2,845 | 148,310 |
| Amortization | 30,714 | 18,421 | 170,884 | - | 25,582 | 245,601 |
| Impairment | (80,640) | (26,914) | (129,079) | - | - | (236,633) |
| Disposals | - | (2,252) | (9,011) | - | (5,944) | (17,207) |
| Balance, April 30, 2021 | 94 | 20,844 | 96,650 | - | 22,483 | 140,071 |
| Net Book Value: | | | | | | |
| April 30, 2020 | 210,482 | 68,098 | 745,525 | - | 126,545 | 1,150,650 |
| April 30, 2021 | 86,405 | 31,572 | 482,710 | 257,257 | 113,907 | 971,851 |

Additions

Additions for the period pertain to leasehold improvements on PED's facilities in Ontario and the leasing of an additional vehicle.

Impairment

During the year ended April 30,2021, the Company determined that the equipment, computer software and equipment, and leasehold improvements and office furniture for the Company's subsidiary, Soma Labs is unable to generate economic benefit as at April 30, 2021. Hence, an impairment loss of \$360,898.

During the year ended April 30, 2020, the Company determined that the recoverable amount of a demo equipment was less than their carrying values as at April 30, 2020. The fair value of the equipment was determined as \$Nil due to the absence of a viable market for the assets. Hence, an impairment loss of \$176,380 equal to the carrying value was recorded during the year ended April 30, 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

12. GOODWILL AND INTANGIBLE ASSETS

| | Intellectual Property \$ | Patent Application Cost \$ | Goodwill \$ | Software and Technology \$ | Total \$ |
|--|--------------------------------|---------------------------------------|---------------------------------|-------------------------------------|----------------------------|
| Costs: | | · · · · · · · · · · · · · · · · · · · | • | • | <u>'</u> |
| Balance, April 30, 2019 | 13,000,000 | 101,367 | - | - | 13,101,367 |
| Additions from business combination Impairment Disposals | - (13,000,000) - | - (101,367) - | 29,218,089 (20,450,690) - | 1,873,392 (1,007,739) - | 31,091,481 (34,559,796) |
| Balance, April 30, 2020 and April 30, 2021 | - | - | 8,767,399 | 865,653 | 9,633,052 |
| Accumulated Depreciation: | | | | | |
| Balance, April 30, 2019 | 3,276,713 | - | - | - | 3,276,713 |
| Amortization | 1,950,000 | - | - | 122,480 | 2,072,480 |
| Impairment | (5,226,713) | - | - | (108,052) | (5,334,765) |
| Disposals | - | - | - | - | - |
| Balance, April 30, 2020 | - | - | - | 14,428 | 14,428 |
| Amortization | - | - | - | 173,136 | 173,136 |
| Balance, April 30, 2021 | - | - | - | 187,564 | 187,564 |
| Net Book Value: | | | | | |
| April 30, 2020 | - | - | 8,767,399 | 851,225 | 9,618,624 |
| April 30, 2021 | - | - | 8,767,399 | 678,089 | 9,445,488 |

Intellectual Property

The right to the intellectual property was acquired on inception date January 25, 2018 through issuance 130,000,000 of common shares to the founders of the Company) and are classified as definite life intangible asset. The intellectual property acquired is a unique ultrasonic extraction process from the cannabis flower to be used for vaporizers, edibles, topicals and beverages.

During the year ended April 30, 2020, due to downturn in the cannabis market and management's decision to deprioritize the development of the technology, there is uncertainty in the realization of future economic benefits from the intellectual property as well as the local and global market conditions in general and the cannabis sector, the Company assessed and recognized \$7,773,287 in impairment loss for this asset which is equivalent to 100% of its carrying amount.

Patent

During the year ended April 30, 2019, the Company incurred costs of \$101,367 regarding patent application. For the year ended April 30, 2020, due to uncertainty on the realization of future economic benefits from the ultrasonic technology to which the patent relates, the Company recognized an impairment loss of \$101,367 relating to this patent during the year ended April 30, 2020.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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12. GOODWILL AND INTANGIBLE ASSETS (continued)

Goodwill

During the year ended April 30, 2020, the Company recognized goodwill resulting from acquisition of QCC and PED amounting to \$20,450,690 and \$8,767,399, respectively. As at April 30, 2021, impairment assessments were done on the CGU by determining the fair value less costs of disposal using a discounted cash flow approach. It was determined that there was no impairment of goodwill. As at April 30, 2021 and April 30, 2020, goodwill relates to goodwill assumed upon acquisition of PED.

As at April 30, 2020, impairment assessments were done on both CGUs by determining the fair value less costs of disposal using a discounted cash flow approach. It was determined that the value of the goodwill associated with the QCC acquisition amounted to \$Nil and hence, an impairment loss equal to \$20,450,690 was recognized during the year ended April 30, 2020. Impairment is attributed to a downturn in the cannabis market, declining extraction equipment sales and uncertainty of future economic benefits.

Software and Technology

Upon acquisition of QCC, the Company recognized the value of the extraction technology. The fair value of this asset was determined to be \$1,007,739 as at June 17, 2019 (Note 4(a)). During the year ended April 30, 2020, this asset was assessed for impairment. Due to a downturn in the cannabis market and declining extraction equipment sales, there is uncertainty in the realization of future economic benefits from the extraction technology. As a result, management assessed the fair value less cost to sell of this asset as \$Nil as at April 30, 2020. As such, the Company fully impaired the technology and recorded an impairment amounting to \$1,007,739.

Upon acquisition of PED, the Company also gained access to PED's software and technology. The fair values of these assets were determined to be \$865,653 as at March 31, 2020 (Note 4(b)). These assets are amortized using the straight-line method for five years and are assessed for impairment annually, or more frequently whenever there is an indication that they may be impaired. An assessment of impairment as at April 30, 2021 was completed and no impairment loss was recognized relating to this asset.

13. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | April 30, 2021 | April 30, 2020 |
|--|----------------|----------------|
| | \$ | \$ |
| Accounts payable | 591,802 | 877,615 |
| Accrued liabilities | 423,000 | 424,443 |
| Accounts payable and accrued liabilities | 1,014,802 | 1,302,058 |

Accounts payables are generally trade payables, non-interest bearing and are settled on 30 to 60-day payment terms.

Accruals include liabilities for remuneration and benefits, interest, and other expenses billed after the reporting period. It also includes a \$245,000 accrual for an outstanding employee claim with potential lability of \$250,000. Accrued liabilities are generally settled within 12 months from end of reporting period.

14. CUSTOMER DEPOSITS

Customer deposits refer to amounts paid by customers in advance for goods they have ordered. As at April 30, 2021, this account includes outstanding deposits totaling \$341,211 for delayed sale of equipment (April 30, 2020, - \$490,412). These are expected to be paid back within the following fiscal year.

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15. LOANS PAYABLE

Loans payable pertain to two promissory notes entered into by the Company's subsidiary, PED. The details of the loans are as follows. The Company subsidiary, PED is currently re-negotiation the terms of the loans.

| | | | | Principal and interest owing as at April 30, 2021 | Principal and interest owing as at April 30, 2020 |
|-------------------|----------|------------------|----------------|---|---|
| | Interest | Commencement | Maturity | \$ | \$ |
| Promissory Note 1 | 12% | October 31, 2019 | March 31, 2021 | 71,875 | 62,500 |
| Promissory Note 2 | 12% | October 31, 2019 | March 31, 2021 | 71,875 | 62,500 |
| Loans Payable | | | | 143,750 | 125,000 |

16. GOVERNMENT GRANT

| | April 30, 2021 \$ | April 30, 2020 \$ |
|-------------------------|----------------------|----------------------|
| CEBA Loan – WCE | 31,849 | 40,000 |
| CEBA Loan – Soma Labs | 31,816 | 40,000 |
| CEBA Loan – PED | 31,953 | - |
| Government Grant | 95,618 | 80,000 |

Due to the global outbreak of Novel Coronavirus ("COVID-19"), the federal government of Canada introduced the Canada Emergency Business Account ("CEBA"). CEBA provides an interest-free loan ("CEBA Loan") of \$40,000 to eligible businesses. The CEBA Loan has an initial term that expires on December 31, 2022, throughout which, the CEBA Loan remains interest free. Repayment of \$30,000 by December 31, 2022, results in a \$10,000 loan forgiveness. If the balance is not paid prior to December 31, 2022, the remaining balance will be converted to a 3-year term loan at 5% annual interest, paid monthly effective January 1, 2023. The full balance must be repaid by no later than December 31, 2025. WCE, Soma and PED each received \$40,000 loans from the Government as part of the CEBA.

Pursuant to IAS 20, Accounting for Government Grants and Disclosure of Government Assistance, the benefit of a government loan at below - market rate is treated as a government grant and measured in accordance with IFRS 9, Financial Instruments.

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16. GOVERNMENT GRANT (continued)

The benefit of below market rate shall be measured as the difference between the initial carrying value of the loan (being the present value of a similar loan at market rates) and the proceeds received. The Company has estimated the initial carrying value of the CEBA loans total \$80,974, using a discount rate of 15%, which was the estimated rate for a similar loan without the interest - free component:

The difference of \$39,026 will be accreted to CEBA Loan liability over the term of the CEBA Loan and offset to other income on the statements of loss and comprehensive loss. During the year ended April 30, 2021, total interest expense recognized for the CEBA loans amounted to \$14,644 (April 30, 2020 – \$Nil).

As a result of COVID-2019, some governments made available wage-subsidy programs for eligible entities who meet certain criteria. During the year ended April 30, 2021, the Company, through its subsidiary, Soma Labs, applied for the Canada Emergency Wage Subsidy ("CEWS") and received \$96,923 (April 30, 2020 - \$Nil) from CEWS recognized as other income in the statement of loss and comprehensive loss.

As a result of COVID-19, the federal government of Canada introduced the Canada Emergency Rent Subsidy ("CERS") to cover part of commercial rent or property expenses. During the year ended April 30, 2021, the Company, through its subsidiary, Soma Labs received \$22,208 (April 30, 2020 - \$Nil) from CERS recognized as other income in the statement of loss and comprehensive loss.

17. CONVERTIBLE DEBT AND DERIVATIVE LIABILITIES

| | Interest | Maturity | Principal owing as at April 30, 2021 \$ | Principal owing as at April 30, 2020 \$ |
|-------------------|----------|--------------------|--|--|
| Convertible Debt* | 3% | December 31, 2021 | 610,941 | 610,941 |
| Convertible note | 12% | September 30, 2021 | 1,624,895 | 1,624,895 |
| Balance | | | 2,235,836 | 2,235,836 |

^{*}Amounts due to a company controlled by a Director include \$112,941 (\$112,941 – April 30, 2020) of principal owing (Note 28)

A) Convertible debt

| | Convertible debt | Convertible note | Total |
|----------------------------|------------------|------------------|-----------|
| | \$ | \$ | \$ |
| Balance, April 30, 2019 | - | - | |
| Additions | 477,365 | 1,518,181 | 1,995,546 |
| Transaction costs | (32,400) | - | (32,400) |
| Interest accretion | 1,506 | 15,409 | 16,915 |
| Accretion | 6,450 | 9,894 | 16,344 |
| Balance, April 30, 2020 | 452,921 | 1,543,484 | 1,996,405 |
| Reclass to related parties | (105,192) | - | (105,192) |
| Revaluation | - | (81,998) | (81,998) |
| Interest accretion | 18,328 | 197,148 | 215,476 |
| Accretion | 98,547 | 132,012 | 230,559 |
| Balance, April 30, 2021 | 464,604 | 1,790,645 | 2,255,249 |

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17. CONVERTIBLE DEBT AND DERIVATIVE LIABILITIES (continued)

A) Convertible debt (continued)

Upon acquisition of PED, included in the liabilities assumed are convertible debentures to arm's length investors. The conversion feature allows the lenders to convert all or any portion of the outstanding principal amount and any accrued but unpaid interest into common shares of PED at a price equal to the lesser of (i) \$0.15 per PED common share, (ii) a 20% discount to the price or deemed price attributed to the PED common shares pursuant to a going public transaction, or (iii) the lowest value per PED common share ascribed to each PED common share in connection with an offering by PED of common shares or securities convertible or exchangeable into PED common shares that is completed prior to the maturity date, all subject to adjustment in certain events. The conversion of the loans to shares in PED is subject to WCE's pre-emptive rights.

For accounting purposes, the convertible debentures are hybrid financial instruments and were allocated into corresponding debt and derivative liability (conversion feature) components at the date of issue. The Company used the fair value method, which allocated the values based on their fair market value at date of issue. The debt component is subsequently accreted to the face value of the debt portions of the convertible debentures at the effective interest rate of 20%. Upon issuance of the unsecured debentures, the fair value of the debt component was \$477,365. Transaction costs of \$32,400 were incurred on the unsecured convertible debentures, all allocated to the debt component. As at April 30, 2021, since one of the holders of the instrument is a Company controlled by a Director, \$105,192 (net of transaction costs) was reclassed to due to related parties (Note 28).

Also upon acquisition of PED, included in the liabilities assumed is a promissory note to an investor with a conversion feature. The loan bears a 12% interest and is convertible to PED shares subject to the Company's pre-emptive rights. The secured loan carries with it a pledge to the lender of PED's assets as collateral.

For accounting purposes, the promissory note with a conversion feature is a hybrid financial instrument and was bifurcated into corresponding debt and derivative liability (conversion feature) components at the date of issue. The Company used the fair value method, which allocated the values based on their fair market value at date of issue. The debt component is subsequently accreted to the face value of the debt portions of the convertible debentures at the effective interest rate of 20%. Upon issuance of the secured note, the fair value of the debt component was \$1,518,181. No transaction cost was incurred on issuance of this loan. During the year ended April 30, 2021, the Company, through its subsidiary PED, renegotiated the promissory note whereby the maturity date from March 31, 2021 to September 30, 2021. All other terms remained the same. The remeasured fair value of the debt component as at March 31, 2021 was \$1,762,923, resulting in an unrealized gain of \$81,998.

B) Derivative liabilities

| | Convertible | e debentures | Convert | ible note |
|------------------------------------|----------------|------------------------|----------------|----------------|
| | April 30, 2020 | April 30, 2021 | April 30, 2020 | April 30, 2021 |
| Number of options | 4,284,510 | 4,238,233 | 12,341,711 | 12,401,139 |
| Stock price | \$ 0.1525 | \$ 0.15 | \$ 0.1525 | \$ 0.15 |
| Exercise price | \$ 0.15 | \$ 0.15 | \$ 0.15 | \$ 0.15 |
| Term (year) | 1.65 | 0.65 | 0.92 | 0.42 |
| Volatility | 100% | 100% | 100% | 100% |
| Annual rate of quarterly dividends | 0% | 0% | 0% | 0% |
| Risk-free rate | 0.42% | 0.29% | 0.42% | 0.29% |
| Fair Value | \$317,068 | \$199,077 ¹ | \$704,661 | \$471,675 |

¹\$36,802 of the \$199,077 has been reclassified to due to related parties.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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17. CONVERTIBLE DEBT AND DERIVATIVE LIABILITIES (continued)

B) Derivative liabilities (continued)

The derivative component of the convertible debentures is classified as a liability since the instruments has multiple conversion features and will not be settled with a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments. The derivative component was determined using the Black-Scholes option pricing model and debt component was calculated at the present value of cash flows, which consist of the interest and principal payments. The fair value of the derivative liability as at acquisition date was determined using the key assumptions as listed above and is re-measured at fair value at each reporting period. Upon acquisition, the fair value of the derivative component of the convertible debentures was \$323,812. As at April 30, 2021, the fair value of the derivative component of the convertible debenture was \$199,077 (\$317,068 – April 30, 2020) of which \$36,802 was reclassed to due to related parties since one of the holders of the instrument is a Company controlled by a Director (Note 28). Therefore, an unrealized gain on the derivative liability of \$190,001 (\$6,744 – April 30, 2020) was recognized.

The derivative component of the convertible note was determined using the Black-Scholes option pricing model and debt component was calculated at the present value of cash flows, which consist of the interest and principal payments. The fair value of the derivative liability as at acquisition date was determined using the key assumptions as listed above and is re-measured at fair value at each reporting period. Upon acquisition, the fair value of the derivative component of the convertible note amounted to \$732,932. As at April 30, 2021, the fair value of the derivative component of the convertible debenture was \$471,675 (\$704,661 – April 30, 2020). Therefore, an unrealized gain on the derivative liability of \$232,986 (\$28,270 – April 30, 2020) was recognized.

18. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value. The holders of the common shares are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets. The shares issued by the Company prior to the reverse takeover are not reflected in the statements of changes in equity as the number of shares have been revised to reflect the number of shares of WCE.

No capital activity was initiated during the year ended April 30, 2021.

During the year ended April 30, 2020:

- (a) the Company issued 143,300,894 common shares at a price of \$0.14 for consideration of \$20,062,125 for the acquisition of Quadron (Note 4(a)).
- (b) The Company issued a total of 5,015,531 common shares at a price of \$0.14 for consideration of \$702,175 to financial advisors as acquisition fees for the acquisition of Quadron (Note 4(a)).
- (c) The Company issued 700,000 common shares for gross proceeds of \$70,000 for options exercised.
- (d) The Company issued 25,000,000 shares at a price of \$0.02 for the acquisition of PED (Note 4(b)) amounting to \$500,000.

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18. SHARE CAPITAL (continued)

Shares held in escrow

Pursuant to an escrow agreement dated March 11, 2019, a total of 10,500,000 common shares, held by principals of the Company, are held in escrow and shall be released from escrow on the following dates:

| Number of | % of Outstanding | |
|---------------|------------------|--|
| Common Shares | Common Shares | Release Schedule |
| 10,500,000 | 1.70% | 10% released on March 13, 2019; |
| | | 15% released 6 months from Listing (listing to the CSE); |
| | | 15% released 12 months from Listing; |
| | | 15% released 18 months from Listing; |
| | | 15% released 24 months from Listing; |
| | | 15% released 30 months from Listing; |
| | | 15% released 36 months from Listing. |

As at April 30, 2021, a total of 7,350,000 escrowed shares have been released to the escrowed shareholders (April 30, 2020 – 4,200,000).

19. SHARE-BASED COMPENSATION

Stock Option Plan ("SOP")

The Company maintains a stock option plan under which directors, officers, employees and consultants of the Company (the "Grantees") and its affiliates are eligible to receive stock options. Pursuant to the SOP, the Board may in its discretion grant to eligible Grantees, the option to purchase common shares at the fixed price over a defined future period. Generally, the options vest over six months from the date of grant. The SOP is a rolling plan under which the maximum number of common shares reserved for issuance is 10% of the issued shares of the Company at the time of granting the options. At April 30, 2021, there are a total of 19,909,657 (April 30, 2020 – 23,359,657) stock options available for granting under the Plan.

The SOP is intended to enhance the Company's ability to attract and retain highly qualified officers, directors, key employees and consultants, and to motivate such persons to serve the Company and to expend maximum effort to improve the business results and earnings of the Company, by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Company.

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19. SHARE-BASED COMPENSATION (continued)

Stock Options

During the year ended April 30, 2021:

- i) On May 27, 2020, the Company granted a total of 9,010,000 incentive stock options to certain directors, officers, consultants and employees of the Company. The options have an exercise price of \$0.05 per share and expire on May 26, 2024. The options will vest at a rate of 50% upon the date of the grant and the remaining 50% six months thereafter.
- ii) The Company recognized share-based payments of \$437,685 in statement of loss and comprehensive loss for the year ended April 30, 2021.
- iii) During the year ended April 30, 2021, 5,560,000 stock options were cancelled/forfeited.

During the year ended April 30, 2020:

- i) On May 1, 2019, the Company granted 10,000,000 stock options, exercisable at a price of \$0.21 per option, to Quadron's officers. 2,500,000 options vest on the date on which the acquisition of Quadron completed (June 17, 2019) and the balance of stock options vests in increments of 1,250,000 options every 6 months. These options have an expiry date of April 30, 2022.
- ii) On June 10, 2019, the Company granted 300,000 stock options to a consultant. Each option is exercisable to acquire one common share at a price of \$0.17. A total of 150,000 options vested on the grant date and the remaining vested on December 10, 2019. These options have an expiry date of June 10, 2022.
- iii) On June 17, 2019, the Company granted 13,205,000 replacement options to the former Quadron option holders.
- iv) On April 23, 2020, the Company granted 20,160,000 stock options to directors, officers and consultants. Each option is exercisable to acquire one common share at a price of \$0.0505. A total of 10,080,000 options vested on the grant date and the remaining will vest on October 23, 2020. These options have an expiry date of April 23, 2024.
- v) During the year ended April 30, 2020, 29,655,000 stock options were cancelled/expired, and 700,000 stock options were exercised at a price of \$0.10.
- vi) The Company recognized share-based payments of \$2,468,231 in statement of loss and comprehensive loss for the year ended April 30, 2020.

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19. SHARE-BASED COMPENSATION (continued)

Stock Options (continued)

The following summarizes the stock options activity during the years ended April 30, 2021 and April 30, 2020:

| | April 30, 2021 | | Apr | il 30, 2020 |
|-----------------------------------|----------------|-----------------------|--------------|-----------------------|
| | | Weighted Average | | Weighted Average |
| | Number of | Exercise Price | Number of | Exercise Price |
| | Options | \$ | Options | \$ |
| Outstanding, beginning of year | 39,160,000 | 0.07 | 26,150,000 | 0.11 |
| Grant and issuance | 9,010,000 | 0.05 | 43,365,000 | 0.11 |
| Exercised | - | - | (700,000) | 0.10 |
| Cancelled/Forfeited | (5,560,000) | 0.08 | (29,655,000) | 0.18 |
| Total Outstanding | 42,610,000 | 0.06 | 39,160,000 | 0.07 |
| Total Outstanding and Exercisable | 42,610,000 | 0.06 | 28,400,000 | 0.11 |

During the year ended April 30, 2021, the Company transferred \$3,929,746 from reserves to deficit for stock options forfeited and options that expired unexercised.

The following summarizes the stock options outstanding at April 30, 2021:

| | Ex | ercise | Weighted Average | Number of Options | Number of Options |
|-------------------|----|--------|--------------------------|------------------------|-------------------|
| Expiry Date | F | Price | Contractual Life (Years) | Issued and Outstanding | Exercisable |
| July 7, 2021 | \$ | 0.07 | 0.19 | 13,200,000 | 13,200,000 |
| March 19, 2022 | \$ | 0.17 | 0.88 | 3,100,000 | 3,100,000 |
| March 9, 2023 | \$ | 0.20 | 1.86 | 90,000 | 90,000 |
| February 12, 2024 | \$ | 0.10 | 2.79 | 130,000 | 130,000 |
| April 23, 2024 | \$ | 0.05 | 2.98 | 18,080,000 | 18,080,000 |
| May 26, 2024 | \$ | 0.05 | 3.07 | 8,010,000 | 8,010,000 |
| | \$ | 0.07 | 1.92 | 42,610,000 | 42,610,000 |

For valuation purposes, the fair values of compensation options granted were estimated on their dates of issue using the Black-Scholes option pricing model and the following assumptions:

| | April 30, 2021 | April 30, 2020 |
|-----------------------|----------------|-------------------|
| Volatility Rate | 157% | 95% - 154% |
| Risk-free rate | 0.35% | 1.34% - 1.56% |
| Forfeiture rate | 0% | 0% |
| Exercise price | 0.05 | 0.05-0.20 |
| Share price | 0.025 | 0.035-0.19 |
| Dividend yield rate | 0% | 0% |
| Weighted average life | 4.00 years | 1.19 - 3.98 years |

The expected price volatilities were based on the average historic volatility of three similar companies adjusted for any expected changes to future volatility, since there is no historical price data for the Company.

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20. WARRANTS

During the year ended April 30, 2020:

- i) On June 17, 2019, the Company granted 21,438,716 replacement warrants to the former Quadron warrant holders.
- ii) During the year ended April 30, 2020, 14,285,716 warrants expired unexercised.

During the year ended April 30, 2021, 15,924,825 warrants expired unexercised.

The following is a summary of warrant transactions for the years ended April 30, 2021 and April 30, 2020:

| | April | 30, 2021 | April 30, 2020 | | |
|------------------------------|--------------------------|------------------|----------------|------------------|--|
| | | Weighted Average | | Weighted Average | |
| | Number of Exercise Price | | Number of | Exercise Price | |
| | Warrants | \$ | Warrants | \$ | |
| Balance, beginning of period | 34,835,400 | 0.14 | 27,682,400 | 0.13 | |
| Granted | - | - | 21,438,716 | 0.33 | |
| Expired | (15,924,825) | 0.13 | (14,285,716) | 0.42 | |
| Balance, end of period | 18,910,575 | 0.14 | 34,835,400 | 0.14 | |

During the year ended April 30, 2021, the Company transferred \$651,089 from reserves to deficit for warrants that expired unexercised.

The following warrants were outstanding and exercisable as at April 30, 2021:

| Expiry Date | Exercise Price | | Weighted Average Contractual Life (Years) | Number of Warrants |
|--------------------|----------------|------|---|--------------------|
| April 18, 2022 | \$ | 0.18 | 0.97 | 3,000,000 |
| September 22, 2022 | \$ | 0.13 | 1.40 | 15,910,575 |
| | | | 1.33 | 18,910,575 |

For valuation purposes, the fair values of compensation warrants granted were estimated on their dates of issue using the Black-Scholes option pricing model and the following assumptions:

| | April 30, 2021 | April 30, 2020 |
|-----------------------|----------------|-----------------|
| Volatility Rate | - | 275% - 176% |
| Risk-free rate | - | 0.0144 |
| Forfeiture rate | - | 0% |
| Exercise price | - | 0.067-0.18 |
| Share price | - | 0.035-0.19 |
| Dividend yield rate | - | 0.00% |
| Weighted average life | - | 0.10-2.40 years |

The expected price volatilities were based on the average historic volatility of three similar companies adjusted for any expected changes to future volatility, since there is no historical price data for the Company.

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21. RIGHT-OF-USE ASSET

Cobourg Facility

On November 23, 2018 (subsequently amended on September 23, 2019), the Company entered a letter of intent with FV Pharma Inc. ("FV Pharma"). Under the direction of FV Pharma, the Company planned to setup and manage the operations of a large capacity extraction and processing facility in Cobourg, Ontario, owned by FV Pharma to extract various cannabinoids and other valuable elements from cannabis and hemp plants. The Company and FV Pharma would then each have a 50% revenue sharing interest in the venture. Included as part of the agreement was the lease of the FV Pharma Facility.

The Company and FV Pharma would then each have a 50% revenue sharing interest in the venture. Included as part of the agreement was the lease of the FV Pharma Facility. The Company then recognized a right-of-use asset ("ROU") amounting to \$106,509 as at April 30, 2019 equivalent to the present value of all cash flows discounted at an incremental borrowing rate of 14%.

During the latter part of 2019, FSD Pharma Inc., the parent company of FV Pharma was pursuing a listing on NASDAQ and as a result, the Company experienced unanticipated delays with the deployment of this extraction and processing facility. In 2020, the Company announced that it will not be proceeding with the deal. As a result, at April 30, 2020, the Company reversed all previously recognized right-of-use asset and related amortization pertaining to the said facility.

Langley Facility

On March 6, 2018, the Company through its subsidiary, Soma Labs Scientific, Inc., entered into a 5-year lease agreement for leased premises in Langley, British Columbia, commencing June 1, 2018 and ending on May 31, 2023. The minimum base rent is \$13,350 per month. In accordance with IFRS 16, the Company recognized right-of-use asset of \$468,918 as at May 1, 2019 equal to the present value of all remaining lease payments discounted at an incremental borrowing rate of 14%. The Company depreciates the right-of-use assets on a straight-line basis, over the remaining lease term. During the year ended April 30, 2021, the Company determined that the right-of-use asset for the Company's subsidiary, Soma Labs is unable to generate economic benefit as at April 30, 2021. Therefore, the right-of-use asset has been fully impaired.

Equipment Lease

On November 25, 2019, the Company leased equipment for a monthly fee of \$1,874, with first month payment of \$4,464. The term is for 24 months starting on December 1, 2019 and the Company has the option to buy the equipment at the end of the lease term for a price of \$4,933. The Company recognized right-of-use asset of \$47,221 as at December 1, 2019 equal to the present value of all remaining lease payments discounted at an incremental borrowing rate of 14%.

Ontario Facility

Upon acquisition of PED, the Company acquired the right to use the leased premises in Burlington, Ontario. The lease is for 10 years and commenced on October 1, 2019. The minimum base rent per month for years 1 to 10 of the 10-year lease are respectively \$7,520 for year 1, \$7,725 for year 2, \$7,929 for year 3, \$8,133 for year 4, \$8,338 for year 5, \$8,542 for year 6, \$8,746 for year 7, \$8,951 for year 8, \$9,155 for year 9, and \$9,359 for year 10. The fair value on March 31, 2020 recognized upon business combination amounted to \$523,861, equal to the present value of all remaining lease payments discounted at PED's incremental borrowing rate of 12%. The Company depreciates the right-of-use assets on a straight-line basis, over the remaining lease term.

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21. RIGHT-OF-USE ASSETS (continued)

Manitoba Facility

Along with the acquisition of PED came the lease of an office space in Winnipeg, Manitoba. The lease is for three years and commenced on November 1, 2018. The monthly rent per month for years 1 to 3 for the 3-year lease are respectively \$1,600 for year 1, \$1,700 for year 2, and \$1,800 for year 3. As at March 31, 2020, the ROU asset recognized amounted to \$28,602, equal to the present value of all remaining lease payments discounted at PED's incremental borrowing rate of 12%. The Company depreciates the right-of-use assets on a straight-line basis, over the remaining lease term.

Ottawa Facility

On April 30, 2020, PED entered into a five-year lease agreement for a 1,803 sq. ft facility in Ottawa, Ontario, renewable for another five years commencing on May 1, 2020 and ending on April 30, 2025. The annual lease payment is \$21,636 with an escalation rate of \$0.25 per sq. ft. per year. On May 1, 2020, the ROU asset recognized amounted to \$139,887, equal to the present value of all remaining lease payments discounted at PED's incremental borrowing rate of 12%. The Company depreciates the right-of-use assets on a straight-line basis, over the remaining lease term, including the renewal term.

| | Cobourg | Langley | Equipment | Ontario | Manitoba | Ottawa | |
|--------------------------|-----------|-----------|-----------|----------|----------|----------|-----------|
| | Facility | Facility | Lease | Facility | Facility | Facility | Total |
| Cost | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance, April 30, 2019 | 106,509 | - | - | - | - | - | 106,509 |
| Additions | - | 468,918 | 47,221 | 523,861 | 28,602 | - | 1,068,602 |
| Reversal | (106,509) | | | | - | - | (106,509) |
| Balance, April 30, 2020 | - | 468,918 | 47,221 | 523,861 | 28,602 | - | 1,068,602 |
| Additions | - | - | - | - | = | 139,887 | 139,887 |
| Impairment | - | (468,918) | - | - | - | - | (468,918) |
| Balance, April 30, 2021 | - | - | 47,221 | 523,861 | 28,602 | 139,887 | 739,571 |
| | | | | | | | |
| Accumulated depreciation | | | | | | | |
| Balance, April 30, 2019 | (6,162) | - | - | - | - | - | (6,162) |
| Additions | - | (114,837) | (9,838) | (4,555) | (1,505) | - | (130,735) |
| Reversal | 6,162 | | | | - | - | 6,162 |
| Balance, April 30, 2020 | - | (114,837) | (9,838) | (4,555) | (1,505) | - | (130,735) |
| Additions | - | (114,837) | (23,611) | (54,664) | (18,065) | (13,989) | (225,164) |
| Impairment | - | 229,674 | - | - | - | - | 229,674 |
| Balance, April 30, 2021 | - | - | (33,449) | (59,219) | (19,570) | (13,989) | (126,225) |
| | | | | | | | |
| Carrying value | | | | | | | |
| Balance, April 30, 2020 | - | 354,081 | 37,383 | 519,306 | 27,097 | - | 937,867 |
| Balance, April 30, 2021 | - | - | 13,772 | 464,642 | 9,032 | 125,898 | 613,346 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

22. LEASE OBLIGATIONS

The lease liability is initially measured at the present value of the lease payments to be made over the lease term, using the effective interest method for the present value determination. As the rate implicit in the lease cannot be readily determined, the Company applied an average incremental borrowing rate. The Company used discount rates of 12-14% to calculate the present value of its lease payments. Total interest expense on lease liabilities for the year ended April 30, 2021 was \$146,342 (April 30, 2020 - \$71,807). The following table represents lease obligation for the Company:

| | April 30, 2021 | April 30, 2020 |
|------------------------|----------------|----------------|
| | \$ | \$ |
| Current | 191,706 | 174,853 |
| Non-current | 782,340 | 840,866 |
| Total lease obligation | 974,046 | 1,015,719 |

The following table shows the rollforward of lease obligations for the years ended April 30, 2021 and April 30, 2020:

| | April 30, 2021 | April 30, 2020 |
|-----------------------|----------------|----------------|
| | \$ | \$ |
| Beginning balance | 1,015,719 | 109,446 |
| Additions | 131,989 | 1,153,203 |
| Interest expense | 146,342 | 71,807 |
| Reversals | - | (94,759) |
| Lease payments | (320,004) | (223,978) |
| Ending balance | 974,046 | 1,015,719 |

The following table presents the contractual undiscounted cashflows for lease obligation as at April 30, 2021 and April 30, 2020:

| | April 30, 2021 | April 30, 2020 |
|-------------------------------------|----------------|----------------|
| | \$ | \$ |
| Less than one year | 300,323 | 295,952 |
| One to five years | 773,826 | 1,202,645 |
| More than 5 years | 367,432 | - |
| Total undiscounted lease obligation | 1,441,581 | 1,498,597 |

The Company expensed \$326,978 (April 30, 2020 - \$189,331) in payments during the period for leases which met the low value and short-term exemption criteria (Note 24).

23. REVENUES

| | April 30, 2021 | April 30, 2020 |
|-----------------------------------|----------------|----------------|
| Revenue Source | \$ | \$ |
| Delivery | 9,642,757 | 819,931 |
| Sale of disposable vaporizer pens | - | 288,361 |
| Total revenues | 9,642,757 | 1,108,292 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

24. OPERATING EXPENSES

Selling expenses

| | Year ended | | |
|------------------------|-------------------------------------|-----------|--|
| | April 30, 2021 April 30, 202 | | |
| | \$ | \$ | |
| Investor relations | 5,770 | 200,247 | |
| Marketing and research | 10,167 | 603,968 | |
| Travel and marketing | 17,642 | 200,955 | |
| | 33,579 | 1,005,170 | |

General and administrative expenses

| | | Year ended | | |
|-------------------------------|--------|------------|-----------|--|
| | | April 30, | April 30, | |
| | | 2021 | 2020 | |
| | Note | \$ | \$ | |
| Automobile | | - | 28,670 | |
| Bad debt | | 66,204 | 47,318 | |
| Consulting fees | 28 | 148,852 | 758,880 | |
| Filing fees | | 89,544 | 98,940 | |
| Lease interest | 22 | 146,341 | 71,807 | |
| Management fees | 28 | 222,000 | 240,000 | |
| Office expenses | | 1,047,586 | 440,374 | |
| Personal protective equipment | | 22,774 | - | |
| Professional fees | 28 | 425,327 | 1,103,618 | |
| Remuneration and benefits | 28 | 2,301,603 | 1,893,478 | |
| Rent | | 326,978 | 189,331 | |
| Research and development | 28 | 250,231 | 1,728,755 | |
| Share-based payments | 19, 28 | 437,685 | 2,468,231 | |
| Shop expenses | | 2,342 | 224,120 | |
| | - | 5,487,467 | 9,293,522 | |

Impairment loss

| | | Year ended | | |
|------------------------|------|------------|------------|--|
| | | April 30, | April 30, | |
| | | 2021 | 2020 | |
| | Note | \$ | \$ | |
| Goodwill | | - | 20,450,690 | |
| Intellectual property | | - | 7,773,287 | |
| Inventories | 9 | 489,226 | 3,406,415 | |
| Loan receivable | 8 | 341,463 | 2,404,346 | |
| Prepaid deposit | 10 | 166,607 | - | |
| Right-of-use asset | 21 | 239,244 | - | |
| Property and equipment | 11 | 360,898 | - | |
| Technology | | - | 899,687 | |
| Demo equipment | | - | 176,380 | |
| Patent | | - | 101,367 | |
| | | 1,597,438 | 35,212,172 | |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

25. OTHER INCOME (EXPENSES)

| | | Year ended | | |
|---|-------|------------|-------------|--|
| | | April 30, | April 30, | |
| | | 2021 | 2020 | |
| | Note | \$ | \$ | |
| Acquisition fees | 4 | (67,500) | (1,226,606) | |
| Unrealized loss on fair value of warrants | | - | (493,139) | |
| Gain on forbearance | | - | 218,496 | |
| Interest expense and bank charges | 16,17 | (516,173) | (51,077) | |
| Gain on modification of convertible loan | 17 | 153,999 | 45,558 | |
| Unrealized gain on conversion feature | 17 | 350,980 | 35,014 | |
| Interest income | 8 | 20,850 | 352,468 | |
| Reversal of impairment on deposit | | 205,277 | (1,280) | |
| Government grant | 16 | 39,026 | - | |
| Customer deposit write-down | 14 | 135,238 | - | |
| Write-off of accounts payable | | 53,553 | - | |
| Foreign exchange gain (loss) | | (77,566) | (425) | |
| CEWS | 16 | 96,923 | - | |
| CERS | 16 | 22,208 | - | |
| Others | | 35,465 | 124,358 | |
| Total other income (expenses) | | 452,280 | (996,633) | |

26. FINANCIAL INSTRUMENTS

As at April 30, 2021 and April 30, 2020, the carrying value of all financial instruments carried at amortized cost are equivalent to fair value. The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and market risk.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The risk for cash and cash equivalents cash is mitigated by holding these instruments with highly rated Canadian financial institutions. Accounts receivable primarily consist of trade accounts receivable and other receivables.

The Company provides credit to certain customers in the normal course of business and has established credit evaluation and monitoring processes to mitigate credit risk. The Company's credit risk exposure lies on its ability to collect from its business partners for advances made for new business deals. The Company's ECL on its trade receivables as at April 30, 2021 is nominal (April 30, 2020 – nominal).

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its contractual obligations and financial liabilities as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2021, the Company had a cash balance of \$2,377,635 (April 30, 2020 - \$5,632,160) to settle current liabilities of \$5,027,537 (April 30, 2020 - \$5,493,417). The Company's future financial success will be dependent upon the ability to monetize its technologies or obtain necessary financing to meet its contractual obligations. All of the Company's financial liabilities have contractual maturities of less than a year and are subject to normal trade terms. Working capital deficiency poses a liquidity risk unless the company can monetize on its technologies or acquire further equity or debt funding. The Company is exploring all opportunities for monetization of its assets technology and in acquiring further funding.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

26. FINANCIAL INSTRUMENTS (continued)

| | | April 30, 2021 | April 30, 2020 |
|--|------|----------------|----------------|
| Current liabilities | Note | \$ | \$ |
| Accounts payable and accrued liabilities | 13 | 1,014,802 | 1,302,058 |
| Customer deposits | 14 | 341,211 | 490,412 |
| Due to related parties | 28 | 437,991 | 375,759 |
| Current portion of lease obligations | 22 | 191,706 | 174,853 |
| Convertible debt | 17 | 2,255,249 | 1,996,405 |
| Derivative liability | 17 | 633,950 | 1,021,729 |
| Loans payable | 15 | 143,750 | 125,000 |
| Liabilities of discontinued operations | 30 | 8,878 | 7,201 |
| Total current liabilities | | 5,027,537 | 5,493,417 |

The tables summarize the maturity profile of the Company's financial liabilities used for liquidity management and liabilities as at April 30, 2021 and April 30, 2020 based on contractual undiscounted receipts and payments.

| April 30, 2021 | <1 year 1-5 years | | >5years | | |
|---|-------------------|------------|---------|----------|---|
| Financial liabilities at amortized cost | - | <u>-</u> - | | <u>-</u> | |
| Accounts payable and accrued liabilities | \$ 1,014,802 | \$ | - | \$ | - |
| Due to related parties | 437,991 | | - | | - |
| Loans payable - current | 143,750 | | - | | - |
| Loans payable - noncurrent | - | | 95,618 | | - |
| Convertible debt | 2,255,249 | | - | | - |
| Total financial liabilities at amortized cost | \$ 3,851,792 | \$ | 95,618 | \$ | - |
| Financial liabilities at fair value | | | | | |
| Derivative liability | \$ 633,950 | \$ | - | \$ | - |

| April 30, 2020 | <1 year | 1-5 years | | >5years | |
|---|--------------|-----------|--------|---------|---|
| Financial liabilities at amortized cost | | | | | |
| Accounts payable and accrued liabilities | \$ 1,302,058 | \$ | - | \$ | - |
| Due to related parties | 375,759 | | - | | - |
| Loans payable - current | 125,000 | | - | | - |
| Loans payable - noncurrent | - | | 80,000 | | - |
| Convertible debt | 1,996,405 | | - | | - |
| Total financial liabilities at amortized cost | \$ 3,799,222 | \$ | 80,000 | \$ | - |
| Financial liabilities at fair value | | | | | |
| Derivative liability | \$ 1,021,729 | \$ | - | \$ | - |

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The interest rate risk on bank deposits is insignificant as the deposits are short term. The Company is not exposed to interest rate risk in respect of any loans payable and receivable which are subject to a fixed rate of interest.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

26. FINANCIAL INSTRUMENTS (continued)

(b) Foreign currency risk

The functional currency of the Company is Canadian dollar. The Company does not hedge its exposure to currency fluctuations. However, Management believes that the Company is subject to minimal foreign exchange risk as most transactions incurred are in CAD.

Fair value hierarchy

The Company applied the following fair value hierarchy which prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels.

The three levels are defined as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

During the years ended April 30, 2021 and April 30, 2020, there were no transfers into or out of Level 3 fair value measurements. The fair values of the convertible debts, convertible loan receivable and investment are all affected by market rates which are applicable to them on the dates of issuance. A change in those discount rates may result in significantly higher or lower fair value measurements.

| April 30, 2021 | Level 1 | Le | evel 2 | Level 3 |
|-------------------------------------|---------|----|--------|------------|
| Financial liabilities at fair value | | | | |
| Derivative liability | \$ - | \$ | - | \$ 633,950 |
| | | | | |
| April 30, 2020 | Level 1 | Le | evel 2 | Level 3 |
| | | | | |
| Financial liabilities at fair value | | - | | - |

27. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its extraction technology and delivery operations and to maintain flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash.

The Company manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. During the year ended April 30, 2021, cash inflows from financing activities amounted to \$40,000 from the CEBA loan of PED (2020: inflows from financing activities amounted to \$603,964 from the acquisition of QCC, \$80,000 from the CEABA loan and \$69,999 from share issuances as a result of stock options exercised).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

27. CAPITAL MANAGEMENT (continued)

The Company does not currently have adequate sources of capital to complete its current obligations and ultimately the development of its business and will need to raise capital by obtaining equity financing, selling assets and/or incurring debt. The Company may raise additional debt or equity financing in the near term to meet its current obligations. The Company is primarily dependent on the capital markets as its source of operating capital and the Company's capital resources are largely determined by the strength of the cannabis company markets and by the status of the Company's technology progress in relation to these markets, and its ability to compete for investor support of its technical capability. The Company's total managed capital cash of \$2,377,635 (April 30, 2020 - \$5,632,160) and equity attributable to holders of the parent of \$4,556,411 (April 30, 2020 - \$8,359,773).

28. RELATED PARTY TRANSACTIONS

As at April 30, 2021, amounts due to related parties totaled \$437,991 (April 30, 2020 - \$375,759) of which \$45,906 (April 30, 2020 - \$166,578) are unsecured, payable on demand, and without interest.

| | April 30, 2021 \$ | April 30, 2020 \$ |
|---------------------|----------------------|----------------------|
| CEO of WCE | 11,601 | - |
| President | 14,082 | 14,771 |
| CFO of WCE | 5,250 | 16,825 |
| Corporate Secretary | - | 123,682 |
| CEO of PED | 250,091 | 209,181 |
| CFO of PED | 14,973 | - |
| Director* | 141,994 | 11,300 |
| Total | 437,991 | 375,759 |

^{*}Amounts due to a company controlled by a Director include \$141,994 (\$Nil – April 30, 2020) of convertible debt (Note 17).

Included in accounts payable is a promissory note entered into by the Company's subsidiary, PED, pertaining to the CEO of PED with a carrying value as at April 30, 2021 of \$250,091 (April 30, 2020 - \$209,181, The details of the loan is as follows:

| | | | | Principal owing as at April 30, 2021 | Principal owing as at April 30, 2020 |
|-----------------|----------|----------------|----------------|--|--------------------------------------|
| | Interest | Commencement | Maturity | \$ | \$ |
| Promissory Note | 12% | March 30, 2020 | March 31, 2022 | 240,945 | 240,945 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

28. RELATED PARTY TRANSACTIONS (continued)

During the years ended April 30, 2021 and 2020, the Company entered into the following transactions with related parties:

| | April 30, 2021 \$ | April 30, 2020 \$ |
|---------------------------|----------------------|----------------------|
| Management fees | 222,000 | 240,000 |
| Consulting fees | 5,000 | 62,325 |
| Accounting fees | 35,640 | 45,129 |
| Finders' fees | 67,500 | - |
| Legal fees | 3,700 | 187,773 |
| Remuneration and benefits | 949,092 | 514,484 |
| Research and development | 4,373 | 19,113 |
| Other income | 79,001 | - |
| Share-based payments | 377,758 | 1,884,337 |
| | 1,744,064 | 2,953,161 |

- Management fees reported as part of general and administrative expenses (Note 24) consist of \$150,000 paid to a company of which the President of the Company has significant interest and \$72,000 was paid to a company controlled by the CFO (2020: \$175,000 paid to a company of which the President of the Company has significant interest and \$65,000 was paid to a company controlled by the CFO).
- Consulting fees included as part of general and administrative expenses (Note 24) consist of \$5,000 to a company of which the President of the Company has significant interest (2020: \$62,325 to a company controlled by a former Director).
- Accounting fees presented as part of professional fees (Note 24) consist of 35,640 to a company controlled by the CFO (2020: \$45,129).
- Legal fees paid to related parties mounted to \$3,700 to a Director of PED (2020: \$187,773 to a firm at which the Corporate Secretary is a Partner).
- Remuneration and benefits reported as part of general and administrative expenses (Note 24) consist of \$157,846 to the CEO (2020: \$140,900), \$65,096 to the former CIO (2020: \$140,000), \$111,183 to the Former President of Soma (2020: \$190,000), \$321,200 to the CEO of PED (2020 \$Nil), \$150,000 to the CFO of PED (2020 \$Nil), and \$143,767 to the CTO of PED (2020 \$Nil) and \$Nil (2020 \$43,584 to the former CEO, COO and CFO.
- Share-based payments reported as part of general and administrative expenses (Note 24) consist of \$92,274 to directors, \$26,829 to a former director, \$114,540 to the President, \$10,697 to the CFO, \$114,540 to the CEO, \$12,585 to the former CIO and \$6,293 to the Former President of Soma Labs (2020: \$235,819 to directors, \$113,647 to former directors, \$37,848 to corporate secretary, \$709,952 to the President, \$45,232 to CFO, \$709,952 to the CEO and \$18,618 to the Former President of Soma Labs and \$13,269 to the former CIO).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

28. RELATED PARTY TRANSACTIONS (continued)

For the acquisition of Quadron (Note 4(a)), the Company incurred \$279,437 cash payment and issued 3,915,531 common shares as acquisition fees to a company with a director in common. All related party balances are non-interest bearing, unsecured and have no fixed terms of repayment and have been classified as current.

During the year ended April 30, 2021, PED owes \$580,340 to the Company for advances and interest in accordance with the credit facility agreement between the Company and the subsidiary. This is subject to an annual interest rate of 12%, compounded monthly.

On February 3, 2021, the Company entered into a share purchase agreement with the CEO of PED whereby, the Company purchased 1,000,000 common shares of PED for \$100,000. The total ownership of PED held by WCE increased to 25.32% as a result of this transaction.

29. SUPPLEMENTAL CASH FLOW INFORMATION

The Company incurred the following non-cash financing transactions during the years ended April 30, 2021 and 2020:

| | April 30, 2021 | April 30, 2020 |
|---|----------------|----------------|
| Supplemental Information | \$ | \$ |
| Shares issued for acquisition | - | 20,062,125 |
| Options issued for acquisition of Quadron | - | 1,011,295 |
| Warrants issued for acquisition of Quadron | - | 805,727 |
| Fair value of options exercised | - | 1,463,151 |
| Shares issued for settlement of debt of PED | 24,896 | - |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

29. SUPPLEMENTAL CASH FLOW INFORMATION (continued)

Cash interest payments for the year ended April 30, 2021 amounted to \$245,576 (April 30, 2020: \$223,976). Reconciliation of movements of liabilities to cash flows arising from financing activities:

| | Convertible debentures \$ | Convertible note \$ | Lease obligations \$ | Government Grant \$ | Total \$ |
|-------------------|---------------------------|---------------------------|----------------------------|---------------------------|-------------|
| April 30, 2019 | - | - | 109,446 | - | 109,446 |
| Cash items: | | | | | |
| Proceeds | 477,365 | 1,518,181 | - | - | 1,995,546 |
| Payments | - | - | (223,976) | - | (223,976) |
| Transaction costs | (32,400) | - | - | - | (32,400) |
| Non-cash items: | | | | | |
| Additions | - | - | 1,153,203 | 80,000 | 1,233,203 |
| Interest expense | 1,506 | 15,409 | 71,807 | - | 88,722 |
| Accretion | 6,450 | 9,894 | - | - | 16,344 |
| Reversals | - | - | (94,761) | - | (94,761) |
| April 30, 2020 | 452,921 | 1,543,484 | 1,015,719 | 80,000 | 3,092,124 |
| Cash items: | | | | | |
| Payments | - | - | (245,576) | - | (245,576) |
| Non-cash items: | | | | | |
| Reclass | (105,192) | (81,999) | - | (26,242) | (213,433) |
| Additions | - | - | 131,989 | 27,215 | 159,204 |
| Interest expense | 18,328 | 197,148 | 146,342 | 14,645 | 376,463 |
| Accretion | 98,547 | 132,012 | <u> </u> | <u>-</u> | 230,559 |
| April 30, 2021 | 464,604 | 1,790,645 | 1,048,474 | 95,618 | 3,399,341 |

30. SEGMENTED INFORMATION

The Company's operations until its acquisition of Quadron on June 17, 2019 was in a single reporting operating segment. The PED acquisition on March 31, 2020 saw an additional reporting operating segment added to the Company. All of the Company's assets are situated in Canada. One significant customer accounts for 71% of the sales (April 30, 2020 - 57%). All of the Company's sales and customers are in Canada.

The Company's operations until its acquisition of Quadron on June 17, 2019 was in a single reporting operating segment. The PED acquisition on March 31, 2020 saw an additional reporting operating segment added to the Company. All of the Company's assets are situated in Canada.

The Company had five principal reporting segments: corporate and development; development and deployment of extraction technology and services; sale of disposable vaporizer pens and cartridges (now discontinued – see Discontinued Operations); sale of automation solution equipment (now discontinued – see Discontinued Operations) and delivery. The reportable segments were determined based on the nature of the services provided and goods sold.

Reportable segments are defined as components of an enterprise about which discrete financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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30. SEGMENTED INFORMATION (continued)

Discontinued Operations

During the year ended April 30, 2020, the Company considered that the sales of automation on control solution equipment (formerly operated via Cybernetics Control Systems Inc.) to have met the definition of discontinued operations and as such, assets, liabilities and results of operations that can be clearly distinguished operationally and for financial reporting purposes from the rest of the Company have been terminated. As at April 30, 2021, the liabilities of discontinued operations recognized in the consolidated statements of financial position relate to the customer deposits amounting to \$7,201 (April 30, 2020 – \$7,201).

| Balances | April 30, 2020 |
|-------------------------------------|----------------|
| Expenses | |
| Research and development | \$ (160,719) |
| Depreciation | (27,719) |
| General and administrative expenses | (42,703) |
| Other income | 27,113 |
| | |
| Loss from discontinued operations | \$ (204,028) |

During the year ended April 30, 2021, the Company considered that the sales of disposable vaporizer pens (formerly operated via Greenmantle Products Limited.) to have met the definition of discontinued operations and as such, assets, liabilities and results of operations that can be clearly distinguished operationally and for financial reporting purposes from the rest of the Company have been terminated. As at April 30, 2021, the liabilities of discontinued operations recognized in the consolidated statements of financial position relate to accounts payable amounting to \$8,878 (April 30, 2020 – \$Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

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30. SEGMENTED INFORMATION (continued)

| April 30, 2021 | Corporate and development \$ | Development and deployment of extraction equipment, technology and services | Delivery \$ | Sale of automation on control solution equipment \$ | Total \$ |
|--|---------------------------------------|---|-----------------------------|--|-------------------------------------|
| Revenue | - | - | 9,642,757 | - | 9,642,757 |
| Gross margin | - | - | 2,823,789 | - | 2,823,789 |
| Research and development expenses net of credits and grants Selling, general and administrative expenses | (212,427) | (10,204) (634,333) | (27,600) | - | (250,231) |
| Segment income (loss) from | | (034,333) | (3,030,704) | | (3,733,037) |
| operating activities before corporate expenses Unallocated costs: Corporate general and | (212,427) | (644,537) | (302,575) | - | (1,159,539) |
| administrative expenses | (1,135,406) | | | | (1,135,406) |
| Acquisition fees | (67,500) | _ | | _ | (1,133,400) |
| Interest income | 117,704 | | | | 117,704 |
| Impairment loss | (618,046) | (1,089,368) | - | - | (1,707,414)) |
| Unrealized gain on convertible loan | (018,040) | (1,069,306) | - 504,975 | - | 504,975 |
| Write-off of accounts payables | 53,553 | _ | - | _ | 53,553 |
| Write-off of customer deposit | - | 135,238 | _ | _ | 135,238 |
| Lease interest | (3,834) | (48,940) | (93,567) | - | (146,341) |
| Net loss from continuing operations | (1,865,956) | (1,647,607) | 108,833 | - | (3,404,730) |
| Depreciation and amortization Stock-based compensation Reportable segment assets | (51,415) (437,685) 2,413,232 | (208,777) - 234,026 | (383,713) - 4,231,373 | - - - | (643,905) (437,685) 6,878,631 |
| Reportable segmented liabilities | 164,666 | 757,262 | 4,974,689 | 8,878 | 5,905,495 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

30. SEGMENTED INFORMATION (continued)

| April 30,2020 | Corporate and development \$ | Development and deployment of extraction equipment, technology and services | Sale of Disposable Vaporizer pens \$ | Delivery \$ | Sale of automation on control solution equipment | Total \$ |
|--|---------------------------------------|---|--|----------------|--|-----------------------------|
| Revenue | - | - | 288,361 | 819,931 | - | 1,108,292 |
| Gross margin | - | - | 119,245 | 404,084 | - | 523,329 |
| Research and development expenses net of credits and grants Selling, general and administrative expenses | (349,356) (3,684,545) | (1,379,399) (1,912,981) | - (47,709) | - (435,830) | - | (1,728,755) |
| Segment income (loss) from operating | (0,000,000) | (=,==,===, | (11)100 | (100,000, | | (0,000,000) |
| activities before corporate expenses | (4,033,901) | (3,292,290) | 71,536 | (31,746) | - | (7,286,401) |
| Unallocated costs: Acquisition fees Impairment loss | (1,226,606) (31,805,758) | - (3,406,415) | - - | - - | - - | (1,226,606) (35,212,173) |
| Depreciation and amortization | (2,093,848) | (254,262) | - | (27,218) | - | (2,375,327) |
| Stock-based compensation | (2,468,231) | - | - | - | - | (2,468,231) |
| Other income | 35,987 | 132,233 | - | 35,005 | - | 203,225 |
| Interest income | 352,468 | - | - | - | - | 352,468 |
| Unrealized loss on convertible loan | 218,496 | - | - | - | - | 218,496 |
| Unrealized loss on fair value of warrants | (493,139) | - | - | - | - | (493,139) |
| Lease interest | (2,332) | (63,397) | | (6,078) | | (71,807) |
| Net income (loss) from continuing operations | (41,516,864) | (6,884,131) | 71,536 | (30,036) | - | (48,359,495) |
| Loss from discontinued operations | - | - | - | - | (204,028) | (204,028) |
| Reportable segment assets | 15,504,003 | 1,307,980 | 188,063 | 3,210,989 | - | 20,211,035 |
| Reportable segmented liabilities | 474,1109 | 1,277,342 | 1,767 | 4,653,864 | 7,201 | 6,414,283 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

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31. SUBSIDIARY WITH SIGNIFICANT NON-CONTROLLING INTEREST

The financial information of PED, WCE's only subsidiary that has a material non-controlling interest is provided below. As at April 30, 2021, WCE has 25.32% (April 30, 2020 - 21.55%) economic interest in PED and non-controlling stockholders have 74.68% in PED (April 30, 2020 – 78.45%). Voting interest of WCE in PED remains at 80%.

| Summary of PED's financial information | April 30, 2021 \$ | April 30, 2020 \$ |
|--|----------------------|----------------------|
| Current assets | 2,953,711 | 1,317,348 |
| Noncurrent assets | 1,626,185 | 1,893,641 |
| Current liabilities | 3,486,772 | 4,118,096 |
| Noncurrent liabilities | 654,131 | 535,768 |
| Revenue | 9,642,757 | 819,931 |
| Net loss | (329,600) | (30,036) |

The table below summarizes the movements in NCI for the years ended April 30, 2021 and April 30, 2020:

| | April 30, 2021 \$ | April 30, 2020 \$ |
|----------------------|----------------------|----------------------|
| Beginning balance | 5,436,999 | - |
| Addition (reduction) | (7,604) | 5,460,557 |
| Net loss | (245,271) | (23,558) |
| Dividends | - | - |
| Ending balance | 5,184,124 | 5,436,999 |

32. COMMITMENTS AND CONTINGENCIES

(a) Occupancy Lease Agreements

On January 8, 2021, PED entered into a two-year lease agreement for 2,518 sq. ft premises and 300 sq. ft common area facility in Toronto, Ontario commencing on February 1, 2021 and ending January 31, 2023. The monthly lease payment is \$3,100.

(b) Contingent Liability

The Company's subsidiary, Soma Labs, had an outstanding employment claim. At this time the outcome is unknown, and no amount has been accrued with respect to this claim.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

As at and for the years ended April 30, 2021 and 2020

(Expressed in Canadian Dollars)

33. DEFERRED INCOME TAX

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of operations and comprehensive loss for the period ended April 30, 2021 and April 30, 2020:

| | 2021 | 2020 |
|--|-------------|--------------|
| | \$ | \$ |
| Net loss before tax | (4,486,317) | (48,539,965) |
| Statutory tax rate | 27.0% | 27.0% |
| Expected income tax (recovery) | (1,211,000) | (13,106,000) |
| Non-deductible items and other | 264,000 | 6,628,000 |
| Change in tax rates | - | (38,000) |
| Change in estimates | (2,345,000) | (648,000) |
| Functional currency adjustments | - | - |
| Non-deductible portion of Loan Receivable | - | 295,000 |
| Change in deferred tax assets not recognized | 3,292,000 | 6,869,000 |
| Total income tax expense (recovery) | - | - |

The unrecognized deductible temporary differences as at April 30, 2021 and April 30, 2020 is comprised of the following:

| | 2021 | 2020 |
|---|------------|------------|
| | \$ | \$ |
| Non-capital losses carryforwards | 36,162,963 | 22,841,364 |
| Property and equipment | 688,889 | 1,715,211 |
| Intangible assets | 13,940,741 | 13,780,308 |
| Debt with accretion | (11,112) | - |
| Capital loss carryforwards | 1,092,885 | 1,092,885 |
| Lease obligation | 925,926 | 71,541 |
| Financing costs | 7,407 | 3,627 |
| Total unrecognized deductible temporary differences | 52,807,699 | 39,504,938 |
| Financing costs | 7,407 | 3,627 |

The Company has not recognized a deferred tax asset in respect of non-capital loss carryforwards of approximately \$36,192,963 (2020: \$22,841,364) which may be carried forward to apply against future income for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

| Expiry | \$ |
|--------|------------|
| 2034 | 19,651 |
| 2035 | 85,505 |
| 2036 | 189,512 |
| 2037 | 499,661 |
| 2038 | 3,690,183 |
| 2039 | 8,285,304 |
| 2040 | 9,995,518 |
| 2041 | 13,397,629 |
| Total | 36,162,963 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian Dollars)

34. SUBSEQUENT EVENTS

Subsequent to April 30, 2021:

630,000 stock options were cancelled.

13,200,000 stock options expired unexercised.

The Company granted 2,000,000 stock options, exercisable at a price of \$0.05 per option, to PED's officers. 1,000,000 options vests on the date of grant and the balance of stock options vests in increments of 500,000 options every 6 months. These options have an expiry date of June 1, 2026.

The Company, through its subsidiary, Soma Labs, sold entered into a sales agreement to sell its finished good inventory equipment for \$100,000 plus shipping. The equipment was delivered on May 6, 2021. The Company has received \$74,507 of the total purchase price.

The Company, through its subsidiary, Soma Labs, entered into a termination and release agreement to terminate the lease agreement entered into June 1, 2018 effective, October 31, 2021. The landlord shall retain the security deposit on file of \$36,116.