Captiva Verde Wellness Corp.

Consolidated Financial Statements
For the years ended October 31, 2024 and 2023

(amounts expressed in Canadian dollars, except where indicated)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Captiva Verde Wellness Corp.

Opinion

We have audited the accompanying consolidated financial statements of Captiva Verde Wellness Corp. (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our 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 Consolidated 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 consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company incurred a loss of $586,604 from continuing operations during the year ended October 31, 2024, and, as of that date, the Company has an accumulated deficit of $20,681,150. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

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

Impairment of Solargram farms

As described in Note 6 to the consolidated financial statements, the carrying amount of the Company's Solargram farms asset was $987,205 as of October 31, 2024. As more fully described in Notes 3 and 4 to the consolidated financial statements, non-financial assets are assessed for impairment at each reporting period, prior to determining the recoverable amount of the asset. In determining the recoverable amount, management uses valuation techniques, including the replacement cost approach, the sales comparison approach, market calibration approach, or a combination thereof, to determine the recoverable amount of non-financial assets. There are significant unobservable inputs used in estimating the recoverable amount of non-financial assets and significant judgments are made related to uncertainty of the timing associated with settling ongoing legal actions.

The principal considerations for our determination of the recoverable amount of these non-financial assets is a key audit matter are due to the estimation uncertainty underlying the valuations and the significant value of Solargram farms at year-end. This determination required the use of appropriate valuation techniques which included significant unobservable inputs. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of the recoverable amount of these non-financial assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures include, among others:

- Evaluating the competency, capabilities and objectivity of the third-party valuator and legal expert used by management.
- Reviewing the valuations reports and substantively testing a sample of the assumptions within to independent sources of information.
- Utilizing our internal valuations department to conclude on the appropriateness of the methodology used in the valuations reports.
- Utilizing our internal valuations department to test the accuracy of the calculations in applying the methodology used in the valuations reports.
- Evaluating the opinion of legal counsel with respect to timeline of resolution of legal actions for the Solargram farms asset.
- Assessing management estimates underlying the valuation for evidence of bias or error.
- Reviewing title documents for properties and assessing the status of properties for the Solargram farms asset.
- Checking and evaluating the financial statement disclosures in relation to the fair value of these non-financial.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated 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.

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

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

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

February 27, 2025

Captiva Verde Wellness Corp.

Consolidated Statement of Financial Position

(amounts expressed in Canadian dollars, except where indicated)

	Note	October 31, 2024	October 31, 2023
Assets			
Current Assets			
Cash		$ 10,334	$ 5,444
Prepaids and advances	5	7,637	263,031
Loan receivable	7,11	1,463,578	-
Assets held for sale	8	2,682,727	-
		4,164,276	268,475
Loan receivable	7,11	2,613,424	3,912,120
Solargram farms	6	987,205	948,000
Miami padel club	8	-	3,973,703
Total assets		$ 7,764,905	$ 9,102,298
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		$ 3,350,543	$ 1,897,251
Loans payable	11	-	191,704
Liabilities held for sale	8	457,727	-
Total liabilities		3,808,270	2,088,955
Shareholders' equity			
Share capital	9	17,805,452	17,684,727
Share subscription proceeds received in advance	16	247,500	-
Share based compensation reserves	9	1,281,908	1,281,908
Warrants reserves	9	5,331,482	5,352,207
Cumulative translation adjustment		(28,557)	1,322
Deficit		(20,681,150)	(17,306,821)
Total shareholders' equity		3,956,635	7,013,343
Total liabilities and shareholders' equity		$ 7,764,905	$ 9,102,298

Nature of operations and going concern (note 1)
Commitments (note 12)
Subsequent events (note 17)

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

Approved by the Board of Directors

___________"Jeff Ciachurski"_____________ Director ___________"Michael Boyd"_____________ Director

Captiva Verde Wellness Corp.

Consolidated Statement of Loss and Comprehensive Loss

(amounts expressed in Canadian dollars, except where indicated)

	Note	Year Ended October 31,	
		2024	**2023**
Expenses			
Administrative fees	11	(54,889)	(55,610)
Consulting fees	11	(698,470)	(978,957)
Filing fees		(37,477)	(37,742)
Legal and professional fees		(320,236)	(165,395)
Foreign exchange loss		(40,692)	(23,184)
		(1,151,764)	(1,260,888)
Other (expenses) income, net			
Loss on settlement of joint venture option	7	-	(1,780,085)
Impairment of Solargram farms	6	-	(3,200,776)
Finance expense – loan receivable accretion	7	565,160	100,617
Gain on settlement of accounts payable		-	27,062
Interest expense	11	-	(29,028)
		565,160	(4,882,210)
Loss from continuing operations		(586,604)	(6,143,098)
Income (loss) from discontinued operations	8	(2,787,725)	57,988
Total loss from operations		(3,374,329)	(6,085,110)
Other comprehensive income/(loss) from discontinued operations		(29,879)	1,322
Loss and total comprehensive loss from operations		(3,404,208)	(6,083,788)
Loss per share – continuing operations			
Basic and diluted		$ (0.00)	$ (0.03)
Weighted average shares outstanding			
Basic and diluted		356,433,875	227,406,820
Income (loss) per share – discontinued operations			
Basic and diluted		$ (0.01)	$ 0.00
Weighted average shares outstanding			
Basic and diluted		356,433,875	227,406,820

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

Captiva Verde Wellness Corp.

Consolidated Statement of Changes in Shareholders' Equity

For the years ended October 31, 2024 and 2023
(amounts expressed in Canadian dollars, except where indicated)

	Notes	Shares	Share capital	Share based compensation reserves	Warrants reserves	Cumulative translation adjustment	Share subscription proceeds received in advance	Deficit	Total equity
Balance at October 31, 2023		356,116,067	$ 17,684,727	$ 1,281,908	$ 5,352,207	$ 1,322	$ -	$ (17,306,821)	$ 7,013,343
Warrants exercised	9	2,000,000	120,725	-	(20,725)	-	-	-	100,000
Share subscription proceeds received in advance	16	-	-	-	-	-	247,500	-	247,500
Cumulative translation adjustment		-	-	-	-	(29,879)	-	-	(29,879)
Loss for the year		-	-	-	-	-	-	(3,374,329)	(3,374,329)
Balance at October 31, 2024		358,116,067	$ 17,805,452	$ 1,281,908	$ 5,331,482	$ (28,557)	$ 247,500	$ (20,681,150)	$ 3,956,635

	Notes	Shares	Share capital	Share based compensation reserves	Warrants reserves	Cumulative translation adjustment	Share subscription proceeds received in advance	Deficit	Total equity
Balance at October 31, 2022		184,491,067	$ 13,999,273	$ 1,281,908	$ 3,868,810	$ -	$ -	$ (11,221,711)	$ 7,928,280
Private placement	9	110,000,000	1,771,191	-	1,508,809	-	-	-	3,280,000
Private placement transaction cost	9	-	(23,649)	-	-	-	-	-	(23,649)
Warrants exercised	9	1,625,000	137,912	-	(25,412)	-	-	-	112,500
Cumulative translation adjustment		-	-	-	-	1,322	-	-	1,322
Miami Padel Club acquisition	8	60,000,000	1,800,000	-	-	-	-	-	1,800,000
Loss for the year		-	-	-	-	-	-	(6,085,110)	(6,085,110)
Balance at October 31, 2023		356,116,067	$ 17,684,727	$ 1,281,908	$ 5,352,207	$ 1,322	$ -	$ (17,306,821)	$ 7,013,343

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

Captiva Verde Wellness Corp.

Consolidated Statement of Cash Flows

(amounts expressed in Canadian dollars, except where indicated)

	Note	Year Ended October 31	
		2024	**2023**
Cash used from operating activities			
Loss for the year		$ (3,374,329)	$ (6,085,110)
Change in non-cash operating working capital			
Interest expenses	11	-	29,028
Gain on settlement of accounts payable		-	(27,062)
Impairment of Miami Padel Club	8	1,298,630	-
Loss on settlement of joint venture option	7	-	1,780,085
Impairment of Solargram farms	6	-	3,200,776
Finance expense – loan receivable accretion	7	(565,160)	(100,617)
Decrease (increase) in prepaid expenses and other receivables		247,740	(262,197)
Increase in accounts payable and accrued liabilities		2,011,019	826,920
		(382,100)	(638,177)
Cash flows from investing activities			
Solargram farms	6	(39,205)	-
Miami Padel Club acquisition	8	-	(2,030,250)
		(39,205)	(2,030,250)
Cash flows from financing activities			
Proceeds from private placement	9	-	3,280,000
Share issuance costs		-	(665)
Proceeds received from warrant exercises	9	-	50,000
Share subscription proceeds received in advance	16	247,500	-
Proceeds from loans payable, net of repayments	11	-	(671,050)
Proceeds from repayment of joint venture settlement obligation	7	208,574	-
		456,074	2,658,285
Effect of foreign exchange on cash		(29,879)	-
Increase in cash		4,890	(10,142)
Cash – beginning of year		5,444	15,586
Cash – end of year		$ 10,334	$ 5,444

See supplemental cash flow information in note 14

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

1 Nature of operations and going concern

Captiva Verde Wellness Corp. ("Captiva" or the "Company") is a sustainable real estate company that also invests in sports and wellness opportunities.

The Company was incorporated under the British Columbia Business Corporations Act on November 9, 2015. The Company's registered and records office is located at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, BC V6E 4N7.

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The nature of the Company's primary business is planned to be the acquisition, management, development, and possible sale of real estate projects in addition to investing in sports and wellness opportunities. The Company had a loss from continuing operations of $586,604 for the year ended October 31, 2024 and as at October 31, 2024 has an accumulated deficit of $20,681,150. As at October 31, 2024, the Company has working capital of $356,006. To date, the Company has no existing business operations and no history of significant earnings or revenues. If the Company is unable to raise any additional funds to undertake planned development, it could have a material adverse effect on its financial condition and these material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. If the going concern basis were not appropriate for these consolidated financial statements, then significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses, and the classifications used in the statement of financial position.

2 Basis of presentation and statement of compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The polices set out below were consistently applied to all periods presented.

These consolidated financial statements were authorized for issue by the Board of Directors on February 27, 2025.

3 Material accounting policy information

Basis of presentation

These consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value as described in the significant accounting policies. All information is expressed in Canadian dollars unless otherwise stated and are prepared in accordance with the significant accounting policies outlined below.

Principles of consolidation

Subsidiaries

These consolidated financial statements include the accounts of Captiva and its subsidiaries. All intercompany balances, transactions, income and expenses, and profits or losses have been eliminated on consolidation. The Company consolidates where there is ability to exercise control. Control of an investee is defined to exist when the Company is exposed to variable returns from its involvement with the investee and has the ability to affect those returns through the Company's power over the investee. Specifically, the Company controls an investee if and only if, it has all of the following: power over the 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.

Outlined below is information related to the Company's subsidiaries at October 31, 2024:

	Place of business	Entity type	Ownership interest
1324954 BC Ltd	Canada	Subsidiary	100%
1435328 BC Ltd	Canada	Subsidiary	100%
1435300 BC Ltd.	Canada	Subsidiary	100%
Sonny Sports Enterprises, Inc	USA	Subsidiary	100%

Foreign currency translation

The Company's functional and local currency is the Canadian dollar and its Canadian subsidiaries have a functional currency of Canadian dollars and its USA subsidiaries have a functional currency of United States dollars.

Transactions and balances

Foreign currency transactions are translated into the relevant functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Translation of subsidiary results into the presentation currency

The operating results and statements of financial position of the Company's subsidiaries are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position;
- Income and expenses for each statement of loss and comprehensive loss are translated at average exchange rates, unless the average is not reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates; in which case income and expenses are translated at the rate on the dates of the transaction; and
- All resulting exchange differences are recognized directly in OCI and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the transaction of the net investment in foreign entities are recognized in a separate component of equity, foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to profit or loss on disposal.

Cash

Cash includes cash on deposit and short-term investments with a maturity at the date of purchase of 90 days or less.

Financial Instruments – Recognition and Measurements

(i) Non-derivative financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income/loss.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash and certain receivables are measured at amortized cost with subsequent impairments recognized in profit or loss.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(ii) Non-derivative financial liabilities

Financial liabilities, other than derivatives, are initially recognized at fair value less directly attributable transaction costs. Subsequently, financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and allocating the interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are measured at amortized cost.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon recognition as FVTPL. Fair value changes on these liabilities are recognized in profit or loss.

(iii) Derivative financial instruments

Derivative financial instruments are initially recognized at fair value and subsequently measured at fair value with changes in fair value recognized in profit or loss. Transaction costs are recognized in profit or loss as incurred.

Revenues

The Company's Miami padel club derived revenue from the distribution of league-wide sponsorship contracts and other league-wide revenue sources including new franchise expansion fees. This revenue is recognized when disbursed by the league which is when the Company satisfies the five criteria of IFRS 15.

Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are substantively enacted at the end of each reporting period

Deferred income tax

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

Deferred income tax assets and liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax asset or liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable or deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled by the parent, investor or venture and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at the end of each reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax relating to items recognized directly in equity is recognized in the statement of changes in shareholders' equity and not in the statement of loss and comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Share-based payments

The Company accounts for share-based compensation using the Black-Scholes option pricing model. Accordingly, the fair value of the options at the date of grant is accrued with a corresponding credit to share based compensation reserves and charged to earnings over the vesting period. If, and when, the stock options are exercised, the applicable amounts of share based compensation reserves are transferred to share capital. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the stock-based compensation. Otherwise, share-based compensation is measured at the fair value of goods or services received.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

The Company has adopted a relative fair value method with respect to the measurement of shares and warrants issued as units. Under the relative fair value method, the Company first determines the fair values of the shares and warrants included in the units, then allocates the unit price based on the relative fair value of the instruments included in the unit. The Company considers the fair value of common shares issued in these types of transactions to be determined by the closing quoted bid price on the issuance date. The fair value of the warrants included is determined using the Black-Scholes option pricing model. Any fair value attributed to the warrants is recorded to reserves.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense. At the present time the Company has no provisions.

Loss per share

Loss per share is calculated based on the weighted average number of shares outstanding during the period. The Company follows the treasury stock method for the calculation of diluted earnings per share. Under this method, dilution is calculated based upon the net number of common shares issued should "in-the-money" options and warrants be exercised and the proceeds be used to repurchase common shares at the average market price in the year. Dilution from convertible securities is calculated based on the number of shares to be issued after taking into account the reduction of the related after-tax interest expense.

Basic loss per share is computed by dividing loss for the year by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is computed similar to basic earnings per share except that the weighted average shares outstanding are increased to include additional shares from the assumed exercise of share options and warrants, if dilutive.

Intangible assets

Intangible assets are recognized as assets when it is probable that the asset will generate future economic benefits and where the cost of the asset can be determined reliably. Intangible assets are initially recognized at cost and are subsequently carried at cost less accumulated amortization, if applicable, and impairment. Intangible assets with indefinite lives or those that are not yet available for use are not amortized but are reviewed annually for impairment. Any impairment of intangible assets is recognized in the statement of loss and comprehensive loss. During the years ended October 31, 2024 and 2023, the Miami padel club (note 8) is accounted for under this standard.

Estimated useful lives of intangible assets with finite lives are the shorter of the economic life and the period the right is legally enforceable. The assets' useful lives are reviewed, and adjusted if appropriate, at each financial reporting date. At each financial reporting date, the carrying amounts of the Company's intangible assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. The Miami padel club is an indefinite life intangible asset.

Property, plant and equipment

Property, plant and equipment ("PPE") are recorded at cost and carried net of accumulated depreciation and accumulated impairment losses. Costs of additions and improvements are capitalized. An item of PPE is derecognized upon disposal, or impaired when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss on disposal of the asset, determined as the difference between the proceeds and the carrying amount of the asset is recognized in profit or loss. Solargram farms (note 6) is accounted for under this standard.

Impairment of non-financial assets

For the purposes of assessing impairment, the recoverable amount of an asset, which is the higher of its fair value less costs to sell and its value in use, is estimated. If it is not possible to estimate the recoverable amount of an individual asset, the asset is included in the cash-generating unit to which it belongs and the recoverable amount of the cash generating unit is estimated. As a result, some assets are tested individually for impairment and some are tested at the cash-generating unit level. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.

Intangible assets with an indefinite useful life and intangible asset not yet available for use are also tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the asset is impaired. The Company also considers net book value of the asset, the ongoing costs required to maintain and operate the asset, and the use, value and condition of the asset.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the value-in-use, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. Future cash flows used in the determination of value in use are estimated based on expected future production, recoverability of reserves, commodity prices, operating costs, reclamation costs and capital costs. Management estimates of future cash flows are subject to risks and uncertainties. It is reasonably possible that changes in estimates could occur which may affect the recoverable amounts of assets.

Fair value is determined with reference to discounted estimated future cash flow analysis or on recent transactions involving dispositions of similar properties.

An impairment loss for a cash-generating unit is first allocated to reduce the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is allocated on a pro rata basis to the other assets in the cash-generating unit. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist or may have decreased. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount. Where an impairment loss subsequently reverses, the carrying amount of the asset (cash generating unit) is increased to the revised estimate of its recoverable amount, however only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years.

Discontinued Operations and Assets and Liabilities Held for Sale

Non-current assets, or disposal groups, are classified as held for sale when it is highly probable that their carrying value will be recovered primarily through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Non-current assets and disposal groups are measured at the lower of their carrying amount and fair value less cost of disposal ("FVLCD"). Once non-current assets and disposal groups are recognised as held for sale they are no longer depreciated or amortised.

If the FVLCD is less than the carrying value of the non-current assets or disposal group on initial classification as held for sale, an impairment loss is recognised in the consolidated statement of profit or loss. Any subsequent gains and losses on remeasurement are recognised in the consolidated statement of profit or loss. Non-current assets and liabilities and the assets and liabilities of a disposal group classified as held for sale are presented separately from the other assets and liabilities in the statement of financial position.

A discontinued operation is a component of the group that can be clearly distinguished from the rest of the group and which represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations, or is a subsidiary acquired exclusively with a view to re-sale. A component is classified as a discontinued operation when it is disposed of, or when the operation meets the criteria to be classified as held for sale, whichever event occurs first. The results of discontinued operations are presented separately in the consolidated statement of profit or loss. The cash flows attributable to the proceeds from the sale of discontinued operations are classified as cash flows from investing activities in the consolidated statement of cash flows, and are disclosed separately from the cash flows of the continuing operations.

New accounting standards and interpretations adopted during the current period

IAS 1 Presentation of Financial Statements

As at November 1, 2022, the Company adopted amendments made to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements in which guidance and examples are provided to help entities apply materiality judgments to accounting policy disclosures. The adoption of this amendment did not have a material impact on the audited consolidated financial statements.

New accounting standards and interpretations issued but not yet effective

Standards and interpretations issued but not yet effective up to the date of issuance of the financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. IFRS 18 Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after January 1, 2027). Management is currently assessing the implications of applying the new standard on the group's consolidated financial statements.

As at November 1, 2022, the Company adopted amendments made to International Accounting Standard 1 Presentation of Financial Statements ("IAS 1"). IAS 1 provides a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date and does not impact the amount or timing of recognition. The adoption of this amendment will not have a material impact on the audited consolidated financial statements.

In 2024, the International Accounting Standards Board ("IASB") issued amendments to IAS 1 to clarify the criteria for determining whether to classify a liability as current or non-current and cover what additional disclosures may also be required for liabilities subject to covenants, to IFRS 16 to clarify the accounting treatment for sale and leaseback transactions, providing guidance on how to determine whether the transaction should be accounted for as a sale or a financing transaction and IAS 7, to clarify the classification of supplier finance arrangements in the statement of cash flows regarding supplier finance arrangements, effective for annual periods beginning on or after January 1, 2024. Management is currently assessing the implications of applying the new standard on the group's consolidated financial statements.

4 Significant accounting estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reporting amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period.

On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Areas that often require significant management estimates and judgment are as follows:

Tax

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

Assets' carrying values and impairment charges

In determining carrying values and impairment charges the Company looks at recoverable amounts, defined as the higher of value in use or fair value less cost to sell in the case of assets, and at objective evidence that identifies significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period. During the year ended October 31, 2023, management identified indicators of impairment and performed a recoverability assessment which included incorporating the likelihood of when the legal issues with Solargram will be concluded and recorded an impairment. The recoverable amount for the Miami padel club was determined based on the consideration received on the sale of the team which closed subsequent to October 31, 2024.

Shares issued in non-cash transactions

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

Acquisition of Sonny Sports Enterprises, Inc.

During the year ended October 31, 2023, the Company acquired 100% of the outstanding shares of Sonny Sports Enterprises, Inc., which owns the operating rights of the Miami Padel Club of the Pro Padel League (Note 8). Management determined that the purchase represented an acquisition of assets rather than a business combination. The allocation of purchase consideration to each component is based on the relative fair value of the assets acquired. The Company determined that only one asset was acquired: the rights to the Miami Padel Club.

(amounts expressed in Canadian dollars, except where indicated)

Assets Held for Sale

The classification of assets and liabilities as held for sale is determined based on the following criteria.

- management is committed to a plan to sell,
- the asset is available for immediate sale,
- an active programme to locate a buyer is initiated,
- the sale is highly probable, within 12 months of classification as held for sale (subject to limited exceptions),
- the asset is being actively marketed for sale at a sales price reasonable in relation to its fair value, and
- actions required to complete the plan indicate that it is unlikely that plan will be significantly changed or withdrawn.

Assets held for sale are carried at the lower of their carrying amount or fair value less costs to sell. During the year ended October 31, 2024, the Company determined that the Miami Padel Club satisfied the assets held for sale criteria and discontinued operations based on the sale subsequent to year end (note 16).

Loan Collectability

The Company's judgment regarding the collectability of its loans is a significant accounting estimate that requires careful consideration of various factors, including the creditworthiness of its customers, the quality of its loan portfolio, and current economic conditions. The Company's management regularly reviews and updates its assessment of loan collectability to ensure that it remains reasonable and reflective of current market conditions. The Company determined that the loan receivable was collectable.

The Company’s expected credit loss on credit estimate is a significant accounting estimate that requires judgment and is based on various factors, including historical loss experience, industry trends, and current economic conditions. The Company’s management regularly reviews and updates its expected loss on credit estimate to ensure that it remains reasonable and reflective of current market conditions. The Company determined that there were no indicators of expected credit loss.

5 Prepaids and advances

	October 31, 2024	October 31, 2023
Prepaid padel league membership fees	-	245,772
GST receivable	7,637	9,906
Prepaid expenses	-	7,353
	$ 7,637	**$ 263,031**

6 Solargram farms

On May 8, 2019, the Company entered into an agreement to acquire Solargram Farms Corporation (“Solargram”), a Canadian controlled private corporation, having corporate offices in Moncton, NB. As consideration the Company will issue 30,000,000 shares upon acquisition which had a prerequisite of Solargram obtaining their Cannabis Grow License by Health Canada and meeting other certain financial and legal conditions that are not yet met. On June 29, 2020, Solargram received their Cannabis Grow License from Health Canada. As at October 31, 2023, the transaction has not closed.

On January 26, 2021, Solargram was approved of a Canadian Federal Health Canada processing license.

(amounts expressed in Canadian dollars, except where indicated)

During the year ended October 31, 2021, Solargram initiated a claim against the Company for breach of contract and are seeking beneficial ownership of the Company's Solargram farm assets in addition to damages. The Company responded with a counterclaim. To date there has been no resolution and the parties are awaiting trial.

Property, plant and equipment (construction in progress):

	October 31, 2024	October 31, 2023
Opening	$ 948,000	$ 4,148,776
Additions	39,205	-
Impairment	-	(3,200,776)
	$ 987,205	**$ 948,000**

As at October 31, 2023, management identified indicators of impairment and performed a recoverability assessment to determine the fair value of the property, plant and equipment making up the Solargram farms asset taking into account the likelihood of when the legal issues with Solargram will be resolved. This approach is significantly affected by changes in key assumptions of determining which comparable property, plant and equipment are most relevant and the prices for these comparable assets as well as determining the likelihood of possible outcomes and timing of the Solargram legal issues. Based on this approach, management has concluded that the Solargram farms asset had an estimated recoverable value below its carrying value as at October 31, 2023. The recoverable amount was determined based upon a replacement cost and market comparable approach resulting in an assessed value of $2,500,000. The assessed value was reduced by carrying costs and discounted using a credit adjusted risk-free rate of 7%. Management has estimated the proceedings will take up to 3 years. Due to the uncertainty associated with timing and potential outcomes of resolution, the Company selected a mid-point after probability-adjusting the discounted value. As a result, an impairment loss of $3,200,776 was recorded in the statement of loss and comprehensive loss. Management's estimate of the recoverable amount is classified as a level 3 in the fair value hierarchy as the inputs are not based on observable market data. As at October 31, 2024, management performed a recoverability assessment to determine the fair value of the property, plant and equipment making up the Solargram farms asset taking into account the likelihood of when the legal issues with Solargram will be resolved and whether changes were required to the carrying value. The recoverable amount was determined based upon a replacement cost and market comparable approach resulting in an assessed value of $2,560,000. The assessed value was reduced by carrying costs and discounted using a credit adjusted risk-free rate of 5%. Management has estimated the proceedings will take up to 2 years. Due to the uncertainty associated with timing and potential outcomes of resolution, the Company selected a mid-point after probability-adjusting the discounted value. As a result of the analysis, it was determined that there were no changes required to the carrying amount.

7 Loan receivable

On October 9, 2018, the Company closed a transaction with Greenbriar Capital (U.S.) LLC ("Greenbriar") to earn into a 50% undivided interest in approximately 132 acres of real property located in the City of Tehachapi, California, USA. The transaction represents a non-arm's length transaction as the Chief Executive Officer of the Company, Jeffrey Ciachurski, is also the Chief Executive Officer of Greenbriar.

On August 10, 2020, the Company entered into an option and joint venture agreement (the "Option and Joint Venture Agreement") with Greenbriar amending the terms of the original acquisition.

Option and Joint Venture Agreement

Pursuant to the terms of the Option and Joint Venture Agreement, the Company's 50% interest in the land was converted into an option to earn (the "Option") a 50% net profits interest in the Tehachapi Property by:

1. paying Greenbriar a cash payment of $112,500 (the "Cash Payment" (the Company satisfied this payment in 2018 under the terms of the Acquisition Agreement);

2. issuing Greenbriar common shares (the "Share Payment") (the Company satisfied this payment in 2018 through the issuance of 10,687,500 common shares under the terms of the Acquisition Agreement); and

(amounts expressed in Canadian dollars, except where indicated)

3. funding all applicable permitting and development costs for the Sage Ranch Project (the Company is in default on such funding obligations and no determination has been made as to the affects to the JV at this point in time. Risk factors are market conditions and the Company's ability to finance).

The Company had until the earlier of: (i) August 20, 2025 and (ii) the date Greenbriar receives final approval from the City of Tehachapi (and other required regulatory approval) to build houses on the Tehachapi Property, to exercise the Option, provided all three conditions are met above.

On June 22, 2023 and amended on August 21, 2023, the Company and Greenbriar agreed to terminate and settle the Option and Joint Venture Agreement whereby Greenbriar will pay the Company the outstanding $5,591,588 in 48 equal monthly installments of $116,491 starting on July 1, 2024, with the last payment on June 1, 2028. These future payments were discounted at a rate of 13.43% and the present value of $3,811,504 was recorded as a loan receivable and $1,780,085 was recorded as a loss on settle of joint venture option. During the year ended October 31, 2024, the Company recorded accretion of $565,160 (2023 - $110,617). During the year ended October 31, 2024, the Company and Greenbriar entered into an agreement to net the outstanding payable balance the Company had owing to Greenbriar of $191,704 against the loan receivable.

	October 31, 2024	October 31, 2023
Opening	$ 3,912,120	$ -
Transfer from Sage Ranch asset upon settlement agreement	-	5,591,588
Discount based on present value of future cash flows	-	(1,780,085)
Netting of Greenbriar receivable	(191,704)	-
Repayments	(208,574)	-
Accretion	565,160	100,617
	$ 4,077,002	**$ 3,912,120**
Amount classified as current	(1,463,578)	-
Amount classified as long-term	$ 2,613,424	$ 3,912,120

Subsequent to year end, on December 31, 2024, as payment due on the loan receivable were past due, Company settled $1,000,000 of the loan receivable in exchange for 2,197,802 common shares of Greenbriar (note 16).

8 Asset held for sale

On August 31, 2023, the Company closed its acquisition of all of the issued and outstanding securities of Sonny Sports Enterprises, Inc. ("Sonny Sports"), which owns the operating rights of the Miami Padel Club of the Pro Padel League. Management determined that the purchase represented an acquisition of assets rather than a business combination and is therefore accounted for in accordance with IFRS 2. The allocation of purchase consideration to each component is based on the relative fair value of the assets acquired.

As consideration for the acquisition, the Company (i) issued an aggregate of 60,000,000 common shares in the capital of the Company with a fair value of $1,800,000; (ii) paid US$1,500,000 cash; and (iii) incurred transaction costs of $136,266.

The purchase price consideration was:

	October 31, 2023
Common shares – 60,000,000 at $0.03	$ 1,800,000
Cash – US$1,500,000	2,030,250
Capitalized legal fees	136,266
Attributable to the Miami Padel Club	**$ 3,966,516**

(amounts expressed in Canadian dollars, except where indicated)

The net assets acquired were:

	October 31, 2023
Miami Padel Club	$ 3,973,703
Accounts payable acquired	(7,187)
Attributable to the Miami Padel Club	**$ 3,966,516**

On August 30, 2024, the Company entered into a share repurchase agreement pursuant to which the Company would transfer its interest in Sonny Sports by arranging for the return of an aggregate of 89,000,000 common shares in the capital of the Company to the treasury of the Company for cancellation and an aggregate of 55,000,000 common share purchase warrants for cancellation. On December 31, 2024, subsequent to year end, the transaction closed and Sonny Sports was disposed. The Company determined that the Miami Padel Club met the requirements of an asset held for sale and discontinued operations.

As at October 31, 2024, the impairment of the proposed sale is calculated as follows:

	October 31, 2024
89,000,000 common shares @ $0.025	$ 2,225,000
Assets of disposal group	(3,981,457)
Liabilities of disposal group	457,827
	$ (1,298,630)

The income and loss for the disposal group is calculated as follows:

	Year Ended October 31,	
	2024	**2023**
Miami padel club league distributions	$ 7,487	$ 174,787
Administrative fees	(16,036)	(1,184)
Consulting fees	(177,529)	(22,709)
Foreign exchange loss	(2,043)	-
Padel league fees	(408,390)	(11,355)
Advertising and promotion	(66,343)	(78,078)
Travel	(168,052)	(3,473)
Player salary	(658,189)	-
Impairment	(1,298,630)	-
Income (loss) from discontinued operations	$ (2,787,725)	$ 57,988

(amounts expressed in Canadian dollars, except where indicated)

Miami Padel Club	October 31, 2024	October 31, 2023
Opening balance	$ 3,973,703	$ -
Acquired	-	3,973,703
Impairment	(1,298,630)	
Transfer to assets available for sale	(2,675,073)	-
	$ -	$ 3,973,703

As at October 31, 2024, assets available for sale included:

	October 31, 2024
Miami Padel Club	$ 2,675,073
Prepaids	7,654
	$ 2,682,727

As at October 31, 2024, liabilities available for sale included:

	October 31, 2024
Accounts payable	$ 457,727
	$ 457,727

The cash flows from the disposal group were as follows:

	Year ended October 31, 2024	Year ended October 31, 2023
Cash inflow (outflows) from operating activities	$ -	$ -
Cash inflow (outflows) from financing activities	-	-
Cash inflow (outflows) from investing activities	-	(2,030,250)
Net cash flows from discontinued operations	-	(2,030,250)

9 Share capital and reserves

a) Authorized and outstanding

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at October 31, 2024 the issued and outstanding share capital consists of 358,116,067 common shares.

Fiscal 2024

During the year ended October 31, 2024, 2,000,000 warrants were exercised for a reduction of accounts payable owing to a related party of $100,000.

Fiscal 2023

On December 23, 2022, the Company closed a non-brokered private placement consisting of 20,000,000 units at a price of $0.02 per unit for total gross proceeds of $400,000. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each warrant is exercisable into a common share of the Company at an exercise price of $0.05 for a period of five years. As part of the financing, the Company incurred $10,228 in transaction costs.

The total warrants issued were 20,000,000. The relative fair value of the warrants was calculated at $207,240 and was determined on the date of the issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 3.14% risk free interest rate, expected life of 5 years, 144% annualized volatility and 0% dividend rate.

On August 31, 2023, the Company closed a non-brokered private placement consisting of 90,000,000 units at a price of $0.032 per unit for total gross proceeds of $2,880,000. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each warrant is exercisable into a common share of the Company at an exercise price of $0.05 for a period of five years. As part of the financing, the Company incurred $13,421 in transaction costs.

The total warrants issued were 90,000,000. The relative fair value of the warrants was calculated at $1,301,569 and was determined on the date of the issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 3.89% risk free interest rate, expected life of 5 years, 146% annualized volatility and 0% dividend rate.

During the year ended October 31, 2023, 1,625,000 warrants were exercised for gross proceeds of $50,000 and a reduction of accounts payable owing to a related party of $62,500.

b) Stock options

The Board of Directors may grant options to purchase shares from time to time, subject to the aggregate number of common shares of the Company issuable under all outstanding stock options of the Company not exceeding 10% of the issued and outstanding common shares of the Company at the time of the grant. The options are exercisable over a period established at the time of issuance to buy shares of the

(amounts expressed in Canadian dollars, except where indicated)

Company at a price not less than the closing market price prevailing on the date immediately preceding the date the option is granted. The vesting schedule for an option, if any, shall be determined by the Board of Directors at the time of issuance.

c) Restricted share units

On October 24, 2023, the Company adopted a fixed restricted share unit plan, authorizing the granting of restricted share units (each, an "RSU") to purchase up to a maximum of 10,000,000 common shares in the capital of the Company to directors, officers, employees, or consultants of the Company. As at October 31, 2024, no RSU's have been granted.

A summary of stock option information as at October 31, 2024 and October 31, 2023 is as follows:

	October 31, 2024		October 31, 2023	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding – beginning of year	15,000,000	$ 0.09	16,100,000	$ 0.10
Granted	-	-	-	-
Exercised/Expired	(3,000,000)	0.11	(1,100,000)	0.30
Outstanding – end of year	12,000,000	$ 0.08	15,000,000	$ 0.09

The following table discloses the number of options and vested options outstanding as at October 31, 2024:

Number of options outstanding	Weighted average exercise price	Weighted average remaining contractual life (years)	Number of options outstanding and exercisable	Weighted average exercise price	Weighted average remaining contractual life (years)
2,000,000*	$0.30	0.13	2,000,000	$0.30	0.13
10,000,000	$0.04	0.70	10,000,000	$0.04	0.70
12,000,000	**$0.08**	**0.60**	**12,000,000**	**$0.08**	**0.60**

*- expired unexercised subsequent to October 31, 2024

d) Share purchase warrants as at October 31, 2024 and October 31, 2023:

	October 31, 2024		October 31, 2023	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Outstanding – beginning of year	120,375,000	$ 0.05	15,440,740	$ 0.24
Issued	-	-	110,000,000	0.05
Expired	(11,375,000)	0.10	(3,440,740)	0.75
Exercised	(2,000,000)	0.05	(1,625,000)	0.07
Outstanding – as at year end	107,000,000	$ 0.05	120,375,000	$ 0.05

Number of warrants	Exercise price per warrant	Expiry date
17,000,000	$0.05	December 23, 2027
90,000,000*	$0.05	August 31, 2028
Total: 107,000,000		

(amounts expressed in Canadian dollars, except where indicated)

*- subsequent to October 31, 2024, 55,000,000 of these warrants were cancelled according to the terms of the sale of Sonny Sports (note 8).

As at October 31, 2024, the weighted average exercise price of the warrants outstanding was $0.05 (October 31, 2023 - $0.05) with a weighted average remaining contractual life of 3.73 years (October 31, 2023 – 4.27 years).

10 Financial instruments

The Company reports its financial instruments on its statement of financial position and measures these at fair value. In limited circumstances when fair value may not be considered most relevant, they may be reported at cost or amortized cost. Gains or losses as a result of changes in fair value are recognized in the statement of loss and comprehensive loss.

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments, excluding loan receivable, approximates the carrying value due to the short maturity or current market rate associated with these instruments. Loan receivable is recognized at fair value and then accreted using the effective interest rate method.

Categories of financial instrument

	October 31, 2024		October 31, 2023	
	Carrying value $	Fair value $	Carrying value $	Fair value $
Financial assets				
Amortized cost				
Cash	10,334	10,334	5,444	5,444
Loan receivable	4,077,002	4,077,002	3,912,120	3,912,120
Financial liabilities				
Other financial liabilities				
Accounts payable and accrued liabilities	3,350,543	3,350,543	1,897,251	1,897,251
Loans payable	-	-	191,704	191,704
Liabilities held for sale	457,727	457,727	-	-

Fair value

Financial instruments measured at fair value are grouped into Level 1 to 3 based on the degree to which fair value is observable:

Level 1 – quoted prices in active markets for identical securities

Level 2 – significant observable inputs other than quoted prices included in Level 1

Level 3 – significant unobservable inputs

The Company did not move any instruments between levels of the fair value hierarchy during the year ended October 31, 2024.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is currently not exposed to any interest rate risk.

Credit Risk

The Company is exposed to credit risk through its cash, which is held in large Canadian financial institutions with high credit rating, advances and loan receivable with Greenbriar. The loan receivable with Greenbriar is a risk and management assesses the credit risk at every reporting period. The Company believes the credit risk is insignificant. The Company's exposure is limited to amounts reported within the statement of financial position.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. In order to meet its financial obligations, the Company will need to generate cash flow from the development or sale of future properties or raise additional funds.

11 Related party transactions

The Company's related parties include its key management personnel. Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers, directors or companies with common directors of the Company.

As at October 31, 2024, the Company had amounts payable of $2,931,164 (October 31, 2023 - $1,217,900) to related parties. These amounts are unsecured and non-interest bearing.

During the year ended October 31, 2024, the Company incurred an expense of $132,000 to a Company controlled by an executive related to consulting expenses (October 31, 2023 - $173,619).

During the year ended October 31, 2024, the Company incurred an expense of $589,180 to a Company controlled by an executive related to consulting expenses (October 31, 2023 - $587,828). During the year ended October 31, 2024, $100,000 of accounts payable was settled through the exercise of warrants.

During the year ended October 31, 2024, the Company incurred an expense of $135,818 to a Company controlled by a former director related to consulting expenses (October 31, 2023 - $224,820).

On April 20, 2022, the Company entered into a promissory note with Greenbrier where the loan would bear interest at the rate of 8% per annum for a term of 24 months. During the year ended October 31, 2024, the Company and Greenbriar entered into an agreement to net the $191,704 payable balance against the joint venture settlement receivable (note 7). As at October 31, 2024, the loan payable balance was $nil (October 31, 2023 - $191,704). During the year ended October 31, 2024 the Company recorded $nil (2023 - $29,027) in interest expense related to the loan. During the year ended October 31, 2023, the Company repaid a net amount of $671,050 of the loan.

On October 9, 2018, the Company closed a transaction with Greenbriar Capital (U.S.) LLC ("Greenbriar") to earn into a 50% undivided interest in approximately 132 acres of real property located in the City of Tehachapi, California, USA. The transaction represents a non-arm's length transaction as the Chief Executive Officer of the Company, Jeffrey Ciachurski, is also the Chief Executive Officer of Greenbriar (note 7).

On June 22, 2023, the Company and Greenbriar agreed to terminate and settle the Option and Joint Venture Agreement where Greenbriar will pay the Company 10% of Sage Ranch's net profits per year until the total investment of $5,591,588 that the Company has spent on Sage Ranch is repaid Subsequent to period end on August 21, 2023, the Company entered into an amended agreement with Greenbriar whereby Greenbriar will pay the Company the outstanding $5,591,588 in 48 equal monthly installments of $116,491 starting on July 1, 2024, with the last payment on June 1, 2028. During the year ended October 31, 2024, the Company repaid $208,574 (2023 - $nil) and settled $191,704 (2023 - $nil) of a outstanding payable balance owing to Greenbriar against the loan receivable (note 7).

12 Commitments

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. As at October 31, 2024, there are no commitments other than already disclosed.

(amounts expressed in Canadian dollars, except where indicated)

13 Income taxes

The provision for income taxes differs from the amount calculated using the Canadian federal and provincial statutory income tax rates of 27.0% (2022 - 27.0%) as follows:

	October 31, 2024	October 31, 2023
Loss for the year	$ (3,374,329)	$ (6,085,110)
Expected income tax recovery	(911,000)	(1,643,000)
Change in statutory, foreign tax, foreign exchange rates and other	73,000	(10,000)
Acquisition of subsidiary	-	(194,000)
Permanent differences	1,000	1,000
Share issuance costs	-	(6,000)
Adjustment to prior years provision versus statutory tax return	(13,000)	193,000
Change in unrecognized deductible temporary	850,000	1,659,000
Total income tax expense (recovery)	$ -	$ -

As at October 31, 2023, no deferred tax assets are recognized on the following temporary differences as it is not probable that sufficient future taxable profit will be available to realize such assets:

	October 31, 2024	October 31, 2023
Share issue costs	$ 6,000	$ 13,000
Other	2,348,000	2,500,000
Canadian non-capital losses available for future period	2,678,000	2,025,000

The Company's non-capital losses available for future periods of $10,418,000 (2023 - $7,690,000) expire between 2027 and 2044 and share issue costs that expire up to 2047. The Company's other unrecognized deferred tax assets have no expiry date.

14 Supplemental cash flow

Supplemental cash flow information	Notes	2024	2023
Sage Ranch expenditures accrued		$ -	$ (7,626)
Share issuance costs accrued through accounts payable		$ (35,031)	$ (35,031)
Accounts payable acquired on acquisition	8	$ 7,187	$ 7,187
Shares issued on Miami Padel Club acquisition	9	$ -	$ 1,800,000
Warrants exercised through account payable	9	$ 100,000	$ 62,500
Transaction costs accrued through accounts payable	8	$ 136,266	$ 136,266
Netting of loan payable against loan receivable	7,11	$ 191,704	$ -
Miami Padel Club transferred to assets held for sale	8	$ 2,675,073	$ -
Prepaids transferred to assets held for sale		$ 7,654	$ -
Accounts payable transferred to liabilities held for sale	8	$ 457,727	$ -
Cash paid for interest		$ -	$ -
Cash paid for taxes		$ -	$ -

(amounts expressed in Canadian dollars, except where indicated)

15 Segment disclosures

The Company operates in two geographical and three operating segments. The operating segments are managed separately based on the nature of operations.

The Company operates three operating segments in two countries, with corporate and Solargram Farm in Canada and Miami Padel Club in the United States of America. Note the Sage Ranch operations were wound up during the year ended October 31, 2023 with the joint-venture settlement. The Company's capital assets by country are:

	As at October 31, 2024			As at October 31, 2023		
	Canada	**USA**	**Total**	**Canada**	**USA**	**Total**
Assets						
Sage ranch project	-	-	**-**	-	-	**-**
Solargram farms	987,205	-	**987,205**	948,000	-	**948,000**
Miami padel club	-	-	**-**	-	3,973,703	**3,973,703**
Assets held for sale	-	2,682,727	**2,682,727**	-	-	**-**
Income						
Revenue	-	-	**-**	-	174,787	**174,787**
Interest expense	-	-	**-**	(29,028)	-	**(29,028)**
Loss - continuing operation	(586,604)	-	**(586,604)**	(6,143,098)	-	**(6,143,098)**
Income (loss) – discontinued operations	-	(2,787,725)	(2,787,725)	-	57,988	**57,988**

16 Capital management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can continue to provide returns for shareholders and benefits for other stakeholders. The primary use of capital will be used for assessing business opportunities and acquisitions.

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions, business opportunity and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or return capital to its shareholders. The Company is not exposed to externally imposed capital requirements.

Management reviews its capital management approach on an ongoing basis. During the year ended October 31, 2024, there has been no change in the Company's management of capital policies.

17 Subsequent events

- On November 29, 2024, the Company closed the first tranche of a non-brokered private placement consisting of 10,000,000 units of the Company at a price of $0.02 per unit for gross aggregate proceeds of $200,000. Each unit consisted of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to acquire one common share of the Company at a price of $0.05 for a period of three years following the closing of the private placement. As at October 31, 2024, the Company had received $160,000 in subscription proceeds received in advance related to this financing.
- On December 31, 2024, the Company closed a transaction to transfer its interest in Sonny Sports by arranging for the return of an aggregate of 89,000,000 common shares in the capital of the Company to the treasury of the Company for cancellation and an aggregate of 55,000,000 common share purchase warrants for cancellation. In connection with the repurchase agreement, the Company entered into an option agreement, pursuant to which the vendors granted to the Company the option to identify purchasers of up to 37,000,000 common shares beneficially owned or controlled, directly or indirectly, by any member of the vendors at a price of $0.02 per common share. The Company exercised the option for the transfer of an aggregate of 35,000,000 common shares subsequent to year end. Also, in connection with the repurchase agreement, the Company received 2,197,802 common shares of Greenbriar for settling $1,000,000 of the joint venture receivable debt owed from Greenbriar. Additionally, the Company entered into a debt assumption and settlement agreement (the "Consulting Debt Assumption and Settlement Agreement") with a creditor and Sonny Sports, pursuant to which the Company assumed $858,249 of liabilities owed to the vendor and his affiliates by Sonny Sports under a consulting agreement dated August 31, 2023, between Sonny Sports and the vendor (the "Consulting Assumed Indebtedness"), and settled the assumed liabilities in exchange for 1,500,000 Greenbriar Shares.
- On January 9, 2025, the Company closed the second tranche of a non-brokered private placement consisting of 12,375,000 units of the Company at a price of $0.02 per unit for gross aggregate proceeds of $247,500. Each unit consisted of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder thereof to acquire one common share of the Company at a price of $0.05 for a period of three years following the closing of the private placement. As at October 31, 2024, the Company had received $87,500 in subscription proceeds received in advance related to this financing.
- Subsequent to October 31, 2024, a Company controlled by an executive loaned the Company $15,000. The loan has no repayment terms and is non-interest bearing.
- Subsequent to October 31, 2024, 1,000,000 warrants were exercised for gross proceeds of $50,000.