Condensed Combined Consolidated Interim Financial Statements

For the three and nine months ended September 30, 2022 and 2021

Unaudited, expressed in thousands of United States dollars, except share and per share amounts

Irwin Naturals, Inc.

Note to Reader

These interim financial statements are being re-filed to correct an error on the Balance sheet whereas a calculation was inadvertently omitted on the version of the statements originally filed under SEDAR project no. 03468621, submission 1.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim condensed consolidated financial statements of Irwin Naturals have been prepared by and are the responsibility of the Company's management.

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

Armanino was engaged to perform a review but were unable to complete the review as the Company was focused on the Q3 Irwin Emergence M&A closings and the corresponding technical accounting review. As a result, the Company was unable to provide Armanino final Q3 financial statements in time for Armanino to complete their review procedures. Armanino will continue to complete the required review procedures for Q4 and Year End earnings in time for our Q4 and Year End earnings report.

TABLE OF CONTENTS

Irwin Naturals, Inc.
Condensed Combined Consolidated Interim Statements of Financial Position
As of September 30, 2022 and December 31, 2021
(Unaudited, expressed in US Dollars, rounded in thousands)

	Notes	September 30, 2022	December 31, 2021
ASSETS			
Current Assets:			
Cash		$ 1,205	$ 625
Other Financial Assets		-	1
Trade Receivables	15	14,236	16,394
Inventory	6	23,547	18,652
Prepaid Expenses and Other Current Assets	5	2,182	1,469
Total Current Assets		41,170	37,141
Non-Current Assets:			
Property and Equipment	7	247	190
Right-of-Use Assets	9	4,200	3,722
Notes Receivable from IN Nevada Shareholders	18	5,349	3,264
Goodwill	4	18,154	-
Intangible Assets	11	87	87
Other Non-Current Assets		255	165
Deferred Tax Asset	20	2,065	2,650
Total Non-Current Assets		30,357	10,078
TOTAL ASSETS		**$ 71,527**	**$ 47,219**
LIABILITIES			
Current Liabilities:			
Trade and Other Payables	10	$ 15,767	$ 13,310
Reserve for Returns		491	814
Lease Liability - Current	9	2,110	1,366
Line of Credit	8	10,209	6,178
Total Current Liabilities		28,577	21,668
Non-Current Liabilities:			
Lease Liability - Non Current	9	2,182	2,434
Note Payable - Non Current	14	489	-
Contingent Consideration	4	8,908	-
Deferred Tax Liability	20	871	1
Total Non-Current Liabilities		12,450	2,435
TOTAL LIABILITIES		41,027	24,103
EQUITY			
Subordinate Voting Shares	12	3,689	3,000
Proportionate Voting Shares	12	5,610	-
Multiple Voting Shares	12	59	59
Class B Non Voting Shares	12	13,750	13,750
Accumulated Other Comprehensive Income		(33)	(11)
Retained Earnings		855	189
Total Controlling Interest		23,930	16,987
Non-Controlling Interest of IN Nevada	19	6,570	6,129
Total Equity		30,500	23,116
TOTAL LIABILITIES & EQUITY		**$ 71,527**	**$ 47,219**

Nature of Operations (Note 1)
Commitments and Contingencies (Note 22)
Subsequent Events (Note 23)

Approved on behalf of the Board on November 29, 2022

The accompanying notes are an integral part of these unaudited Condensed Combined Consolidated Interim Financial Statements.

Irwin Naturals, Inc.

Condensed Combined Consolidated Interim Statements of Profit and Comprehensive Income / (Loss)
For the Three and Nine Months Ended September 30, 2022 and 2021
(Unaudited, expressed in US Dollars, rounded in thousands except share data)

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2022	**September 30, 2021**	**September 30, 2022**	**September 30, 2021**
Operating Revenue	$ 22,024	$ 23,673	$ 66,427	$ 74,401
Cost of Sales	(11,421)	(13,556)	(35,219)	(40,431)
Gross Profit	**10,603**	**10,117**	**31,208**	**33,970**
Operating Expenses:				
Selling, General and Administrative Expenses	9,981	8,885	27,555	25,800
Income from Operations	**622**	**1,232**	**3,653**	**8,170**
Other Expense:				
Interest Expense	(181)	(34)	(541)	(91)
Listing Expense	-	(2,502)	-	(2,502)
Total Other Income / (Expense)	(181)	(2,536)	(541)	(2,593)
Profit / (Loss) before Income Taxes	**441**	**(1,304)**	**3,112**	**5,577**
Income Tax Expense (Note 20)	(1,024)	(162)	(2,003)	(351)
Net Profit / (Loss)	**(583)**	**(1,466)**	**1,109**	**5,226**
Less: Net Profit / (Loss) Attributable to Non-Controlling Interest of IN Nevada	(90)	(142)	(441)	-
Net Profit / (Loss) Attributable to Controlling Interest	$ (673)	$ (1,608)	$ 668	$ 5,226
Foreign Currency Translation Differences	(33)	39	(45)	39
Total Comprehensive Income / (Loss)	**(616)**	**(1,427)**	**1,064**	**5,265**
Less: Comprehensive Income / (Loss) Attributable to Non-Controlling Interest of IN Nevada	(90)	(142)	(441)	611
Comprehensive Income / (Loss) Attributable to Controlling Interest	$ (706)	$ (1,569)	$ 623	$ 5,876
Earnings per share - basic	$ (0.39)	$ (1.22)	$ 0.73	$ 4.35
Earnings per share - diluted	$ (0.00)	$ (0.00)	$ 0.00	$ 0.02
Weighted average number of shares outstanding - basic	1,509,516	1,200,001	1,509,547	1,200,001
Weighted average number of shares outstanding - diluted	323,529,359	312,218,241	322,483,202	312,218,241

The accompanying notes are an integral part of these unaudited Condensed Combined Consolidated Interim Financial Statements.

Irwin Naturals, Inc.

Condensed Combined Consolidated Interim Statements of Changes in Equity

For the Nine Months Ended September 30, 2022 and 2021

(Unaudited, expressed in US Dollars, rounded in thousands except share data)

	Common Stock		Share Capital						Accumulated				
			Number of Shares					Additional	Other	Retained	Total		Total
	Shares	Amount	Class B Non-Voting	Multiple Voting	Subordinate Voting	Proportionate Voting	Amount	Paid In Capital	Comprehensive Income	Earnings / Deficit	Controlling Interest	Non-Controlling Interest	Shareholder's Equity
Balance at January 1, 2021	**1,000,000**	**$ 1**	**-**	**-**	**-**	**-**	**$ -**	**$ 14,771**	**$ -**	**$ -**	**$ 14,772**	**$ -**	**$ 14,772**
Class B Non Voting Shares Issued in Exchange for Notes Receivable from IN Nevada Shareholders (reference Note 16)	52,632	-	-	-	-	-	-	-	-	-	-	3,240	3,240
Issuance of Irwin Naturals, Inc. Shares	(1,052,632)	(1)	-	18,240	1,200,001	-	3,012	-	-	-	3,011	-	3,011
Conversion of APIC to Class B Shares /NCI	-	-	320,000,000	-	-	-	13,750	(14,171)	-	(1,857)	(2,278)	2,278	-
Comprehensive Income	-	-	-	-	-	-	-	-	-	5,265	5,265	-	5,265
Allocate Retained Earnings to NCI	-	-	-	-	-	-	-	-	-	142	142	(142)	-
Distributions to Shareholders	-	-	-	-	-	-	-	(600)	-	(7,459)	(8,059)	-	(8,059)
Accumulated Other Comprehensive Income	-	-	-	-	-	-	-	-	39	(39)	-	-	-
Allocate AOCI to NCI	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at September 30, 2021	**-**	**$ -**	**320,000,000**	**18,240**	**1,200,001**	**-**	**$ 16,762**	**$ -**	**$ 39**	**$ (3,948)**	**$ 12,853**	**$ 5,376**	**$ 18,229**
Balance at January 1, 2022	**-**	**$ -**	**320,000,000**	**18,240**	**1,200,001**	**-**	**$ 16,809**	**$ -**	**$ (11)**	**$ 189**	**$ 16,987**	**$ 6,129**	**$ 23,116**
Issuance of Shares	-	-	-	-	309,546	2,085,200	6,299	-	-	-	6,299		6,299
Comprehensive Income	-	-	-	-	-	-	-	-	-	1,064	1,064	-	1,064
Foreign Currency Translation Differences	-	-	-	-	-	-	-	-	(22)	43	21	-	21
Non - Controlling Interest Allocation	-	-	-	-	-	-	-	-	-	(441)	(441)	441	-
Balance at September 31, 2022	**-**	**$ -**	**320,000,000**	**18,240**	**1,509,547**	**2,085,200**	**$ 23,108**	**$ -**	**$ (33)**	**$ 855**	**$ 23,930**	**$ 6,570**	**$ 30,500**

The accompanying notes are an integral part of these unaudited Condensed Combined Consolidated Interim Financial Statements.

Irwin Naturals, Inc.

Condensed Combined Consolidated Interim Statements of Cash Flows

For the Nine Months Ended September 30, 2022 and 2021

(Unaudited, expressed in US Dollars, rounded in thousands)

	For the Nine Months Ended	
	September 30, 2022	September 30, 2021
Net Profit	$ 1,109	$ 5,265
Adjustments to Reconcile Net Profit to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	2,230	1,061
Change in Allowance for Doubtful Accounts	11	97
Change in Inventory Reserve	(3,766)	-
Deferred Tax Asset	585	-
Non-Cash Share Capital from Share-Based Payment Transaction	-	3,012
Non-Cash Share Capital from Acquisitions	(689)	-
Interest Income	-	-
Interest Expense	499	92
Income Taxes Expense	1,424	351
Changes in Working Capital:		
Trade Receivables	981	3,526
Inventory	(1,130)	(1,731)
Prepaid Expenses and Other Assets	(713)	615
Trade and Other Payables	3,475	2,320
Reserve for Returns	(323)	(7)
Changes in Other Non-Current Assets	(90)	(29)
Net Cash Provided by Operating Activities	3,604	14,572
Cash Flow from Investing Activities:		
Purchase of Investments	-	(1)
Purchase of Property and Equipment	(142)	(47)
Contingent Consideration	8,908	-
Goodwill	(18,154)	-
Net Cash Used in Investing Activities	(9,388)	(48)
Cash Flow from Financing Activities:		
Proceeds from Line of Credit	686	18,614
Payments on Line of Credit	6,863	(23,924)
Notes Receivable from Related Parties	(2,085)	-
Distributions to Shareholders	-	(8,021)
Payments on Lease Liability	955	(991)
Net Cash Used in Financing Activities	6,418	(14,322)
Effect of Foreign Exchange on Cash	(54)	-
Net Increase in Cash	580	202
Cash at Beginning of the Period	625	442
Cash at End of the Period	$ 1,205	$ 644

Supplemental Disclosure with Respect to Cash Flow (Note 16)

The accompanying notes are an integral part of these unaudited Condensed Combined Consolidated Interim Financial Statements.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

1. NATURE OF OPERATIONS

References herein to “the Company” or “Irwin” are intended to mean Irwin Naturals, Inc. and its subsidiaries (collectively, the “**Company**”).

For the period January 1, 2021 through June 30, 2021, Irwin Naturals, a Nevada Corporation (hereinafter “**IN Nevada**”) and 5310 Holdings, LLC (hereinafter “**5310 Holdings**”) were commonly controlled privately held companies presented as combined financial statements to its shareholders. As described in further detail below, on August 13, 2021 these two entities were included in the share-based payment transaction (the “**Transaction**") and as of that date were consolidated with the Company’s other subsidiaries and presented as Irwin Naturals, Inc. combined consolidated financial statements. All amounts presented as of September 30, 2022 and 2021 or for the year ended December 31, 2021 include amounts for the subsidiaries existing at that time, combined and consolidated, as described above.

On August 13, 2021, Irwin Naturals, Inc. (formerly Datinvest International Ltd.) completed a share-based payment transaction as further described in Note 3. On August 25, 2021, the Company commenced trading of its subordinate voting shares (the "**Subordinate Voting Shares**") on the Canadian Securities Exchange ("**CSE**") under the ticker "IWIN". On November 26, 2021, the Company began trading on the OTCQB Venture Market under the ticker “IWINF”. Additionally on October 11, 2021, the Company’s shares became listed for trading on the Börse-Frankfurt Exchange under the securities identification code “WKN:A3CVJR” and the stock symbol “97X”.

The Company’s subsidiaries and business combinations are as follows:

Subsidiaries	Business Combinations
Irwin Naturals, a Nevada Corporation	New England Ketamine
5310 Holdings, LLC	Invictus Clinic, LLC
Irwin Naturals Emergence, Inc.	Hobie Fuerstman D O PLC dba Preventive Medicine
Midwest Ketafusion LLC	
KHC Capital Group, LLC	
Ketamine Health Centers, LLC	
Ketamine Management, LLC	
Ketamine Health Centers of Weston, LLC	
Ketamine Health Centers of West Palm Beach, LLC	
Ketamine Health Centers of Orlando, LLC	
Ketamine Health Centers at Bonita Springs, LLC	
Irwin Naturals Cannabis, Inc.	
DAI US HoldCo, Inc.	

IN Nevada, a wholly owned subsidiary of the Company, was incorporated in Nevada on January 23, 2002, and is based in Los Angeles, California. IN Nevada develops vitamins and other health supplements and distributes these products in the United States and Canada through two main channels: mass market retailers and health food stores.

5310 Holdings, a wholly owned subsidiary of the Company, was formed as a California limited liability company based in Los Angeles, California to hold intellectual property related to products sold by IN Nevada. On April 1, 2021, Klee Irwin (“**Klee**”), who was the majority shareholder of IN

Nevada at that date, contributed his interest in 5310 Holdings and all assets owned by 5310 Holding to IN Nevada. Klee and IN Nevada intended for the contribution to constitute a tax-free contribution to the capital of IN Nevada under Section 351 of the Internal Revenue Code based on Klee owning more than 80% of IN Nevada at the date of the contribution and was the sole owner and managing member of 5310 Holdings. Prior to the contribution, IN Nevada held a licensing agreement for worldwide licenses to use, market, sell and promote certain trademarks held by 5310 Holdings. 5310 Holdings had been determined to be a "related party" of IN Nevada.

Irwin Naturals Emergence, Inc. (hereinafter "**IN Emergence**"), a wholly owned subsidiary of the Company, was formed on September 17, 2021, in preparation for Irwin's entry into the psychedelic mental health industry. The Company, through IN Emergence, is in the early stages of a large-scale national rollup of mental health clinics that offer ketamine-assisted psychedelic treatments to patients suffering from mental health issues and other ailments. The Company intends to expand treatment options at its clinics by offering a broad portfolio of powerful next generation therapies. IN Emergence clinics will be offering breakthrough treatments to battle America's mental health crisis including ketamine, stellate ganglion block, transcranial magnetic stimulation and holotropic breathwork as well as group therapy integration to magnify the overall effectiveness of the treatments. Refer to Note 4 for information related to the acquisitions made by the Company in 2022 and Note 23 for the latest developments related to IN Emergence in 2022 by the Company.

Irwin Naturals Cannabis, Inc. (hereinafter "**IN Cannabis**"), a wholly owned subsidiary of the Company, was formed on October 19, 2021. Irwin intends to leverage the North American cannabis industry by licensing its household brand name and selling non-cannabis raw materials to licensed third parties that manufacture products containing tetrahydrocannabinol ("**THC**"). Irwin is planning the overall launch of IN Cannabis to the continental cannabis market in the first quarter of 2023 Refer to Note 23 for the latest developments related to IN Cannabis in 2022 by the Company.

DAI US HoldCo, Inc. (hereinafter "**US HoldCo**"), a wholly owned subsidiary of the Company, was formed as a Nevada Corporation and used to facilitate the completion of the share-based payment transaction.

The Company's corporate headquarters is located at 5310 Beethoven Street, Los Angeles, CA 90066.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These condensed combined consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). The financial statements do not contain all disclosures required by International Financial Reporting Standards ("IFRS") and accordingly should be read in conjunction with the audited combined consolidated financial statements for the year ended December 31, 2021 and the notes thereto.

These unaudited condensed combined consolidated interim financial statements of the Company as of and for the three and nine months ended September 30, 2022 and 2021 were authorized for issue by the Board of Directors on November 29, 2022.

Basis of Measurement

These condensed combined consolidated interim financial statements have been prepared on the accrual basis of accounting and under the historical cost method except for certain financial assets that are measured at fair value or measured at the lower of cost or net realizable value as detailed in the accounting policies within the audited combined consolidated financial statements for the year ended December 31, 2021.

These unaudited condensed combined consolidated interim financial statements are based on the IFRS issued and effective as of November 29, 2022, the date these condensed combined consolidated interim financial statements were authorized for issuance by the Company's Board of Directors.

Basis of Consolidation

These condensed combined consolidated interim financial statements include the financial results of the Company and its subsidiaries. This presentation reflects a common-controlled combination of previously existing entities. Subsidiaries include entities which are wholly owned as well as entities over which the Company has the authority or ability to exert power and make financial and / or operating decisions (i.e., control). The condensed combined consolidated interim financial statements include the operating results of acquired entities from the date control was obtained. All intercompany balances and transactions were eliminated upon consolidation.

Functional and presentation currency

The Company and its United States ("**U.S.**") subsidiaries' functional currency, as determined by management, is the U.S. dollar ("**USD**"). These condensed combined consolidated interim financial statements are presented in thousands USD unless otherwise stated. The Company's international subsidiary's functional currency, as determined by management, is the Canadian Dollar ("**CAD**"). The international financial statements are converted from CAD to USD using the current exchange rate at the date of recognition for profit and loss amounts and the period end rate for balance sheet amounts. Conversion adjustments are recognized within accumulated other comprehensive income, which is a component of equity.

Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components. The Company has three operating segments, (i) "IN Brands", including IN Nevada's development of vitamins and other health supplements, including CBD and non-CBD products, for distribution and IN Cannabis's licensing of the Company's household brand name and selling non-cannabis raw materials to licensed third parties that manufacture products containing THC; (ii) "Emergence", including ketamine-assisted psychedelic treatments and other breakthrough treatments; and (iii) "Corporate".

In accordance with IFRS 8, as of September 30, 2022, the Company had three reportable segment as described above. Refer to Note 21 for further financial information regarding the segments.

Critical accounting estimates and judgments

The preparation of these condensed combined consolidated interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i) *Fair value of equity-like instruments:* Fair value of financial assets and financial liabilities recorded in the condensed combined consolidated interim statements of financial position, which cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgment is required to establish fair values. Judgment includes, but is not limited to, consideration of model inputs such as volatility, estimated life, and discount rates.

ii) *Estimating variable consideration for returns and sales promotion incentives*: The Company uses historical customer return data to determine the expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Company.

The Company provides for estimated payments to its customers based on various trade programs and sales promotional incentives. The Company estimates the most likely amount payable for its largest customers for each trade and incentive program separately using (i) the projected level of sales volume for the relevant period; (ii) customer rates for allowances, discounts, and rebates; (iii) historical spending patterns; and (iv) sales lead time. These arrangements are complex and there are a significant number of customers and products affected. Management has systems and processes in place to estimate and value these obligations.

iii) *Valuation of non-cash transactions:* Generally, the valuation of non-cash transactions is based on the value of the goods or services received. 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.

iv) *Amortization:* Amortization of property and equipment and intangible assets are dependent upon the estimated useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

v) *Inventory:* Inventory is carried at the lower of cost or net realizable value. The determination of net realizable value involves significant management judgement and estimates, including the estimation of future selling prices.

COVID-19 Estimation Uncertainty

On March 11, 2020, the World Health Organization declared the outbreak of the novel coronavirus ("**COVID-19**") a global pandemic. This has resulted in governments worldwide, including the American government, to enact emergency measures to combat the spread of the virus. These measures, which include social distancing, the implementation of travel bans, and closures of non-essential businesses, have caused material disruption to businesses globally, resulting in an economic slowdown. The production and sale of food, which includes dietary supplements, have been recognized as essential services across the United States.

The situation is dynamic and the ultimate duration and magnitude of the impact of COVID-19 on the economy and the full financial effect on the Company's business, financial position and operating results remain uncertain at this time. In addition, it is possible that estimates in the Company's condensed combined consolidated interim financial statements will change in the near term as a result of COVID-19 and the effect of any such changes could be material, which could result in, among other things, impairment of long-lived assets. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

New, Amended and Future Accounting Pronouncements

The following IFRS standards have been recently issued by the IASB. Pronouncements that are not applicable or not expected to have a significant impact to the Company have been excluded.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

The amendment clarifies the requirements relating to determining if a liability should be presented as current or non-current in the condensed combined consolidated interim statement of financial position. Under the new requirement, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount or timing of recognition. The amendment applies retrospectively for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company's condensed combined consolidated interim financial statements.

Amendments to IAS 12: Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction

The amendment narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendment is effective for annual periods beginning on or after January 1, 2023, with early application permitted. The Company is currently evaluating the potential impact of these amendments on the Company's condensed combined consolidated interim financial statements.

Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies

The amendments require that an entity discloses its material accounting policies instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy. The amendment applies retrospectively for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company's condensed combined consolidated interim financial statements.

Amendments to IAS 8: Definition of accounting Estimates

The amendments replace the definition of a change in accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error. The amendment applies retrospectively for annual reporting periods beginning on or after January 1, 2023. The Company is currently evaluating the potential impact of these amendments on the Company's condensed combined consolidated interim financial statements.

Interbank Offered Rate ("IBOR") Reform

In August 2020, the IASB published amendments to IFRS 9 Financial Instruments, IAS 39 Financial Instruments: Recognition and Measurement, IFRS 7 Financial Instruments: Disclosures, IFRS 4 Insurance Contracts and IFRS 16 Leases.

The amendments address issues that arise from implementation of IBOR reform, where IBORs are replaced with alternative benchmark rates and enable entities to reflect the effects of transitioning from benchmark interest rates to alternative benchmark interest rates without giving rise to accounting impacts that would not provide useful information to users of financial statements.

The amendments are effective for fiscal years beginning on or after January 1, 2021, with early adoption permitted. The Company adopted this amendment on January 1, 2021. As of September 30, 2022, there has been no impact to the Company's condensed combined consolidated interim financial statements, however the Company is in the process of evaluating potential changes to its secured credit line as it transitions from IBORs to alternative rates prior to the cessation of IBORs. As of September 30, 2022 the amount of debt subject to IBOR reform is $10,209 (reference Note 8, "Credit Facility").

3. SHARE-BASED PAYMENT TRANSACTION

On August 13, 2021, Irwin Naturals, Inc. (formerly Datinvest International Ltd.) completed a share-based payment transaction within the scope of IFRS 2 of IN Nevada (the "**Transaction** "). In connection with the Transaction, the Company effected a consolidation (the "**Consolidation**") of the common shares of the Company (the "**Common Shares**") on a one post-Consolidation Common Share for every 8.31617 pre-Consolidation Common Shares basis. In addition, the Company amended its articles to: (i) create the proportionate voting shares (the "**Proportionate**

Voting Shares") and multiple voting shares (the "**Multiple Voting Shares**"); (ii) to add special rights and restrictions to the Common Shares and change the identifying name of the Common Shares to "Subordinate Voting Shares"; and (iii) to change its name from "Datinvest International Ltd." to "Irwin Naturals, Inc.". Shareholder approval for certain of these matters where required was obtained at an annual and special meeting of the Company's shareholders held on June 24, 2021.

In connection with the closing of the Transaction, the Company de-listed its common shares from the NEX Board of the TSX Venture Exchange effective at the close of business on August 13, 2021. The Company commenced trading of its Subordinate Voting Shares on the CSE under the ticker "IWIN" on August 25, 2021.

Following the Transaction, the leadership team of the Company is as follows:

- Klee Irwin - Chairman, Chief Executive Officer and Director
- Philippe Faraut - Chief Financial Officer, Corporate Secretary and Director
- Marc-David Bismuth - Director
- Rod Kight, Esq. – Director

As a result of the Transaction, Klee acquired ownership of 18,240 Multiple Voting Shares, representing 100% of the issued and outstanding Multiple Voting Shares, and one Subordinate Voting Share. The Multiple Voting Shares are convertible on a one-to-one basis into 18,240 Subordinate Voting Shares. Klee also holds an aggregate of 273,599,891 Class B Non-Voting Shares of Irwin (the "**Irwin Class B Shares**"), which are exchangeable on a one-to-one basis into 273,599,891 Subordinate Voting Shares of the Company. Upon the exchange of a block of fifteen thousand (15,000) Irwin Class B Shares, Klee would receive fifteen thousand (15,000) Subordinate Voting Shares and one (1) of Klee's Multiple Voting Shares would be converted into one (1) Subordinate Voting Share (and therefore, Klee's aggregate Multiple Voting Share holdings would be reduced from 18,240 to 18,239 but his voting position in the Company would be maintained).

Immediately prior to the completion of the Transaction, Klee did not own or exercise control or direction over any securities of the Company. The Multiple Voting Shares and Irwin Class B Shares represented, on an as-converted or exchanged to Subordinate Voting Share-basis (converting or exchanging only the shares and securities that Klee owns or exercises control and direction over), ownership of an aggregate of approximately 99.5% of outstanding Subordinate Voting Shares at that time.

Klee holds and controls his shares of the Company for investment purposes only and Klee may increase or decrease his beneficial ownership or control over the shares of the Company or the Irwin Class B Shares, which he may do from time to time, depending on market or other conditions and to the extent deemed advisable in light of each of their respective general investment strategies. The Multiple Voting Shares held by Klee are designed to ensure that Klee has voting control at meetings of the shareholders of the Company and the existing share structure is subject to the provisions of the coattail agreement between the Company, Klee and the Company's transfer agent, as described in the Company's Listing Statement ("**Listing Statement**") dated August 13, 2021, which is posted and filed under the Company's profile on www.sedar.com.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

4. ACQUISITIONS

A summary of acquisitions completed during the nine months ended September 30, 2022 is provided below:

	For the Nine Months Ended September 30, 2022				
Purchase price allocation	**Ketafusion**	**Ketamine Health Centers**	**NEK**	**Invictus**	**Preventive**
Assets acquired:					
Cash	$ 105	$ 57	$ 40	$ 61	$ 38
Trade receivables	36	43	-	-	-
Property and equipment	20	-	35	16	-
Right-of-use assets	23	1,135	92	237	15
Goodwill	6,118	8,093	965	2,294	684
Other non-current assets	2	79	3	10	-
Contingent consideration	(3,604)	(3,803)	(377)	(1,365)	(35)
Liabilities acquired	(123)	(149)	(92)	(237)	(15)
Other liabilities assumed	(22)	(2,757)	-	-	-
Consideration transferred	**$ 2,554**	**$ 2,699**	**$ 666**	**$ 1,016**	**$ 687**

The purchase price allocation for each acquisition is preliminary and certain fair values may be estimated at the acquisition date pending confirmation or completion of the valuation process. Where provisional values are used in accounting for a business combination, they may be reevaluated in subsequent periods, not to exceed one year from the acquisition date.

2022 acquisitions

Midwest Ketafusion LLC

On March 14, 2022, the Company successfully completed the acquisition of its first ketamine clinic, Midwest Ketafusion LLC ("**Ketafusion**"), a privately held limited liability company that offers ketamine treatment in Iowa, USA as well as behavioral and mental health therapy. Upon completion of the acquisition, the Company assigned the acquired assets to IN Emergence by way of a capital contribution and Ketafusion became a wholly owned indirect subsidiary of the Company through IN Emergence.

Total consideration for Ketafusion consisted of 7,500 Proportionate Voting Shares of the Company totaling $2,248. Each Proportionate Voting Share is convertible into 100 Subordinate Voting Shares of the Company.

Ketafusion's management team will remain in place following the acquisition. The pre-acquisition owner of Ketafusion is also eligible to receive additional consideration based on certain conditions. If, in the first 5 years after closing, Ketafusion earns an adjusted EBITDA of USD $1,000 during a calendar year in the allotted period, Ketafusion will receive Irwin shares having an aggregate value of USD $5,000. The value of Irwin shares issued for the above mentioned additional consideration is based on the volume weighted average closing price of the subordinate voting shares on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the subordinate voting shares are then trading for the five trading days immediately prior to the date the clinic satisfies the applicable conditions or such other price as may be mandated by the applicable policies of such exchange.

In accordance with IFRS 3, IN Emergence recognized a contingent liability on March 14, 2022 as part of the purchase accounting of $3,910 calculated using the net present value of the $5,000 contingent consideration described above. This liability will be adjusted each reporting period until the target EBITDA is reached and the consideration is paid or the five-calendar year term expires. The adjusted contingent liability as of September 30, 2022 was $3,604.

Additionally, IN Emergence, on March 14, 2022 as part of the purchase accounting, recognized goodwill of $6,118. This includes $2,514, the excess on the consideration of $2,248 PVS shares paid and $40 of net asset received as well as $2,554 related to the contingent liability described above.

The Company accounted for the acquisition of Ketafusion as a business combination. Prior to Ketafusion being purchased by the Company it operated a medical treatment facility, utilizing inputs and advanced processes and well as receiving fees for treatment of patients. The Company will operate the facility without substantial change to the acquired business. Ketafusion meets the standard for an acquired business that is properly accounted for as a business combination under IFRS 3.

The acquisition remains subject to post-closing adjustments, and the Company is still in the process of finalizing purchase price accounting.

The Company calculated, on a pro forma basis, the combined results of the acquired entity as if the Ketafusion transaction had occurred as of January 1, 2022. These unaudited pro forma results are not necessarily indicative of either the actual consolidated results had the acquisition occurred as of January 1, 2022 or of the future consolidated operating results. For the Ketafusion transaction, total unaudited pro-forma operating revenue for the nine months ended September 30, 2022 was $0.5M. Total unaudited pro-forma net profit for the nine months ended September 30, 2022 was $0.1M, which included a gain from the contingent consideration of $0.0M. Excluding the contingent consideration gain, the pro-forma net profit was $0.1M.

Operating revenue and net profit from Ketafusion included in the condensed combined consolidated interim statement of profit and comprehensive income / (loss) for the nine months ended September 30, 2022 was $0.3M and $0.4M, respectively including a gain from the contingent consideration of $0.3M. Excluding the contingent consideration gain, the net profit was $0.1M.

KHC Capital Group, LLC

On May 20, 2022, the Company successfully completed the acquisition of KHC Capital Group, LLC and its related entities (“**Ketamine Health Centers**”), which owned a chain of five ketamine treatment clinics in Florida with an additional partnership contract with an affiliate clinic in Mexico. Upon completion of the acquisition, the Company assigned the acquired assets to IN Emergence by way of a capital contribution and Ketamine Health Centers became a wholly owned indirect subsidiary of the Company through IN Emergence.

Total consideration for Ketamine Health Centers consisted of 10,660 Proportionate Voting Shares and 667 Subordinate Voting Shares of the Company [equivalent to 1,066,667 SVS on an as-converted to SVS basis (“**Closing Consideration Shares**”)] totaling $2,699. Each Proportionate Voting Share is convertible into 100 Subordinate Voting Shares of the Company. Additionally, the Company assumed approximately $1,629 of debt of which $1,098 was repaid at closing.

Ketamine Health Centers' management team will remain in place following the acquisition. The members of Ketamine Health Centers will be entitled to receive an additional payment, equal to the value of 10 times the contracting entities' 2022 EBITDA less the value of the Closing Consideration Shares at the time of closing, to be paid in SVS and PVS as determined by the Company and will be based on the volume weighted average closing price of the SVS on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the SVS are then trading for the twenty trading days immediately prior to the date the applicable clinic satisfies the applicable conditions or such other price as may be mandated by the applicable policies of such exchange. Such payment shall be made on time at the end of the first quarter in 2023.

The pre-acquisition owners of Ketamine Health Centers are eligible to receive additional consideration based on certain conditions. If in the first three years after closing, the current Ketamine Health Centers team opens and operates additional clinics (to be branded as Irwin Naturals Emergence clinics) that earn $125 in EBITDA on a per clinic basis, on an annualized basis over a 150 day rolling period, the members of Ketamine Health Centers shall earn $250 in additional consideration to be paid in SVS and PVS. Such additional consideration is limited to a maximum of 10 additional clinics, and each clinic can only earn the additional consideration one time. Accordingly, up to an additional $2,500 of SVS may be issuable. The value of Irwin shares that may be issued for the above mentioned additional consideration will be based on the volume weighted average closing price of the SVS on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the SVS are then trading for the twenty trading days immediately prior to the date the applicable clinic satisfies the applicable conditions or such other price as may be mandated by the applicable policies of such exchange.

In accordance with IFRS 3, IN Emergence recognized a $3,803 contingent liability on May 20, 2022 as part of the purchase accounting by determining the probability adjusted and discounted fair value using the probability weighted expected return method of ten times the estimated projected 2022 EBITDA less the value of the Closing Consideration Shares. This liability will be adjusted each reporting period until the consideration is paid at the end of the first quarter in 2023. The adjusted contingent liability as of September 30, 2022 was $3,803.

Additionally, IN Emergence, on May 20, 2022 as part of the purchase accounting, recognized goodwill of $8,093. This includes $4,290, the excess on the closing consideration shares of $2,699 paid and $1,592 of net liabilities received and assumed as well as $3,803 related to the contingent liabilities described above.

The Company accounted for the acquisition of Ketamine Health Centers as a business combination. Prior to Ketamine Health Centers being purchased by the Company it operated a medical treatment facility, utilizing inputs and advanced processes and well as receiving fees for treatment of patients. The Company will operate the facility without substantial change to the acquired business. Ketamine Health Centers meets the standard for an acquired business that is properly accounted for as a business combination under IFRS 3. There were no finder's fees payable by the Company in connection with the transaction.

The acquisition remains subject to post-closing adjustments, and the Company is still in the process of finalizing purchase price accounting.

The Company calculated, on a pro forma basis, the combined results of the acquired entity as if the Ketamine Health Centers transaction had occurred as of January 1, 2022. These unaudited pro forma results are not necessarily indicative of either the actual consolidated results had the acquisition occurred as of January 1, 2022 or of the future consolidated operating results. For the Ketamine Health Centers transaction, total unaudited pro-forma operating revenue for the nine months ended September 30, 2022 was $1.4M and total unaudited pro-form net profit / (loss) for the nine months ended September 30, 2022 was $0.3M.

Operating revenue and net profit / (loss) from Ketamine Health Centers included in the condensed combined consolidated interim statement of profit and comprehensive income / (loss) for the nine months ended September 30, 2022 was $0.6M and ($0.2M), respectively.

New England Ketamine

On July 27, 2022, the Company successfully completed the purchase of the assets of New England Ketamine PLLC ("**NEK**"), a privately-held, professional limited liability company that offers ketamine treatment throughout New Hampshire, USA, as well as behavioral and mental health therapy. Upon completion of the acquisition, the Company assigned the acquired assets to IN Emergence by way of a capital contribution and NEK became a wholly owned indirect subsidiary of the Company through IN Emergence.

Total consideration for NEK consisted of 2,692 Proportionate Voting Shares and 31 Subordinate Voting Shares of the Company [equivalent to 2,692,031 SVS on an as-converted to SVS basis ("**Closing Consideration Shares**")] totaling $856 and made a $50 donation to Operation Airway on behalf of NEK. Each Proportionate Voting Share is convertible into 100 Subordinate Voting Shares of the Company.

NEK will be eligible for a Holdback from Company as collateral to secure Seller's obligations from set forth in the representations, warranty and indemnification provisions in the asset purchase agreement, up to $7,300 to be paid in Consideration Shares. Such Holdback shall be adjusted by subtracting an amount equal to: $800 less NEK's actual EBITDA between July 1, 2022 and June 30, 2023, multiplied by 10. If the EBITDA of the relevant period is equal to or above $800 no adjustment shall be necessary.

NEK's management team will remain in place following the acquisition. The pre-acquisition owner of NEK is eligible to receive additional consideration based on certain conditions. If in the first three years after closing, NEK opens and operates additional clinics (to be branded as IN Emergence clinics) that earn $125 in EBITDA on a per clinic basis, on an annualized basis over a 150 day rolling period, the pre-acquisition owner shall earn $250 in additional consideration to be paid in SVS and PVS. Such additional consideration is limited to a maximum of 10 additional clinics, and each clinic can only earn the additional consideration one time. The value of Irwin shares that may be issued for the above mentioned additional consideration will be based on the volume weighted average closing price of the SVS on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the SVS are then trading for the twenty trading days immediately prior to the date the shares are due and payableor such other price as may be mandated by the applicable policies of such exchange.

In accordance with IFRS 3, IN Emergence recognized a $377 contingent liability on July 27, 2022 as part of the purchase accounting by determining the probability adjusted and discounted fair value using the probability weighted expected return method of ten times the estimated projected 2022 EBITDA less the value of the Closing Consideration Shares. This liability will be adjusted each reporting period until the consideration is paid at the end of the third quarter in 2023.

Additionally, IN Emergence, on July 27, 2022 as part of the purchase accounting, recognized goodwill of $965. This includes $588, the excess on the closing consideration PVS shares of $666 paid and $78 of net asset received and assumed as well as $377 related to the contingent liabilities described above.

The Company accounted for the acquisition of NEK as a business combination. Prior to NEK being purchased by the Company it operated a medical treatment facility, utilizing inputs and advanced processes and well as receiving fees for treatment of patients. The Company will operate the facility without substantial change to the acquired business. NEK meets the standard for an acquired business that is properly accounted for as a business combination under IFRS 3. There were no finder's fees payable by the Company in connection with the transaction.

The Company calculated, on a pro forma basis, the combined results of the acquired entity as if the NEK transaction had occurred as of January 1, 2022. These unaudited pro forma results are not necessarily indicative of either the actual consolidated results had the acquisition occurred as of January 1, 2022 or of the future consolidated operating results. For the NEK transaction, total unaudited pro-forma operating revenue for the nine months ended September 30, 2022 was $0.2M and total unaudited pro-form net profit / (loss) for the nine months ended September 30, 2022 was $0.0M.

Operating revenue and net profit / (loss) from NEK included in the condensed combined consolidated interim statement of profit and comprehensive income / (loss) for the nine months ended September 30, 2022 was $24K and $21K, respectively.

Invictus Clinic, LLC

On August 5, 2022, the Company successfully completed the acquisition of two ketamine clinics through an asset purchase of Invictus Clinic LLC, ("**Invictus**"), a Georgia limited liability company that offers ketamine assisted therapy, hydration via IV infusion and NAD+ therapy throughout Georgia, USA, as well as behavioral and mental health therapy. Upon completion of the acquisition, the Company assigned the acquired assets to IN Emergence by way of a capital contribution and Invictus became a wholly owned indirect subsidiary of the Company through IN Emergence.

Total consideration for Invictus consisted of cash and at least 333,333 Subordinate Voting Shares of the Company due by January 10, 2023 .

Invictus' management team will remain in place following the acquisition. The members of Invictus will be entitled to receive an additional payment, equal to the value of 10 times the contracting entities' 2023 EBITDA less salaries of the members of Invictus and the value of the Closing Consideration, to be paid in SVS and PVS as determined by the Company and will be based on the volume weighted average closing price of the SVS on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the SVS are then trading for the twenty trading days immediately prior to the date the applicable clinic satisfies the applicable conditions or such other price as may be mandated by the applicable policies of such exchange. Such payment shall be made on time at the end of the first quarter in 2024.

The pre-acquisition owners of Invictus are eligible to receive additional consideration based on certain conditions. If in the first three years after closing, the current Invictus team opens and operates additional clinics (to be branded as IN Emergence clinics) that earn $125 in EBITDA on a per clinic basis, on an annualized basis over a 150 day rolling period, the members of Invictus shall earn $250 in additional consideration to be paid in SVS and PVS. Such additional consideration is limited to a maximum of 10 additional clinics, and each clinic can only earn the additional consideration one time. Additionally, if in the first three years after closing, the current Invictus team opens and operates additional clinics (to be branded as IN Emergence clinics) that earn $1,000 in EBITDA on an aggregate basis, on an annualized basis over a 150 day rolling period, the members of Invictus shall earn $500 in additional consideration to be paid in SVS and PVS Accordingly, up to an additional $3,000 of SVS may be issuable. The value of Irwin shares that may be issued for the above mentioned additional consideration will be based on the volume weighted average closing price of the SVS on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the SVS are then trading for the twenty trading days immediately prior to the date the shares are due and payable or such other price as may be mandated by the applicable policies of such exchange.

In accordance with IFRS 3, IN Emergence recognized a $1,365 contingent liability on July 27, 2022 as part of the purchase accounting by determining the probability adjusted and discounted fair value using the probability weighted expected return method of ten times the estimated projected 2022 EBITDA less the value of the Closing Consideration Shares. This liability will be adjusted each reporting period until the consideration is paid at the end of the third quarter in 2023.

Additionally, IN Emergence, on July 27, 2022 as part of the purchase accounting, recognized goodwill of $2,294. This includes $929, the excess on the closing consideration shares of $1,016 to be paid and $87 of net asset received and assumed as well as $1,365 related to the contingent liabilities described above.

The Company accounted for the acquisition of Invictus as a business combination. Prior to Invictus being purchased by the Company it operated a medical treatment facility, utilizing inputs and advanced processes and well as receiving fees for treatment of patients. The Company will operate the facility without substantial change to the acquired business. Invictus meets the standard for an acquired business that is properly accounted for as a business combination under IFRS 3. There were no finder's fees payable by the Company in connection with the transaction.

The Company calculated, on a pro forma basis, the combined results of the acquired entity as if the Invictus transaction had occurred as of January 1, 2022. These unaudited pro forma results are not necessarily indicative of either the actual consolidated results had the acquisition occurred as of January 1, 2022 or of the future consolidated operating results. For the Invictus transaction, total unaudited pro-forma operating revenue for the nine months ended September 30, 2022 was $0.1M and total unaudited pro-form net profit / (loss) for the nine months ended September 30, 2022 was $18.

Operating revenue and net profit / (loss) from Invictus included in the condensed combined consolidated interim statement of profit and comprehensive income / (loss) for the nine months ended September 30, 2022 was $0.1M and $5, respectively.

Hobie Fuerstman D O PLC dba Preventive Medicine

On August 11, 2022, the Company successfully completed the purchase of assets of Hobie Fuerstman D O PLC, doing business as Preventive Medicine ("**Preventive**"), a privately-held, professional limited liability company that offers ketamine treatment in Iowa, USA, as well as behavioral and mental health therapy. Upon completion of the acquisition, the Company assigned the acquired assets to IN Emergence by way of a capital contribution and Preventive became a wholly owned indirect subsidiary of the company through IN Emergence.

Total consideration for Preventive consisted of 284,848 Subordinate Voting Shares of the Company totaling $687. Additionally, the transaction includes an additional contingent consideration based on future milestones related to operational and profitability targets, to be satisfied in shares.

Preventive's management team will remain in place following the acquisition. The pre-acquisition owner of Preventive is also eligible to receive additional consideration based on certain conditions.

The pre-acquisition owner will be entitled to receive an additional payment, equal to the value of 10 times the contracting entities' EBITDA from July 1, 2022 to June 30, 2023 less $800, to be paid in SVS and PVS as determined by the Company and will be based on the greater of $2.75 or volume weighted average closing price of the SVS on the facilities of the CSE or such recognized Canadian or other senior stock exchange on which the SVS are then trading for the twenty trading days immediately prior to the date the applicable clinic satisfies the applicable conditions or such other price as may be mandated by the applicable policies of such exchange. Such payment shall be made by December 31, 2023 .

In accordance with IFRS 3, IN Emergence recognized a $35 contingent liability on July 27, 2022 as part of the purchase accounting by determining the probability adjusted and discounted fair value using the probability weighted expected return method of ten times the estimated projected 2022 EBITDA less the value of the Closing Consideration Shares. This liability will be adjusted each reporting period until the consideration is paid at the end of the third quarter in 2023.

Additionally, IN Emergence, on July 27, 2022 as part of the purchase accounting, recognized goodwill of $684. This includes $649, the excess on the closing consideration shares of $687 paid and $38 of net asset received and assumed as well as $35 related to the contingent liabilities described above.

The Company accounted for the acquisition of Preventive as a business combination. Prior to Preventive being purchased by the Company it operated a medical treatment facility, utilizing inputs and advanced processes and well as receiving fees for treatment of patients. The Company will operate the facility without substantial change to the acquired business. Preventive meets the standard for an acquired business that is properly accounted for as a business combination under IFRS 3. There were no finder's fees payable by the Company in connection with the transaction.

The Company calculated, on a pro forma basis, the combined results of the acquired entity as if the Preventive transaction had occurred as of January 1, 2022. These unaudited pro forma results are not necessarily indicative of either the actual consolidated results had the acquisition occurred as of January 1, 2022 or of the future consolidated operating results. For the Preventive transaction, total unaudited pro-forma operating revenue for the nine months ended September 30, 2022 was $0.1M and total unaudited pro-form net profit / (loss) for the nine months ended September 30, 2022 was $10.

Operating revenue and net profit / (loss) from Preventive included in the condensed combined consolidated interim statement of profit and comprehensive income / (loss) for the nine months ended September 30, 2022 was $0.1M and ($9), respectively.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

5. PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consists of the following as of September 30, 2022 and December 31, 2021:

	September 30, 2022	December 31, 2021
Prepaid expenses	$ 1,034	$ 723
Prepaid insurance	164	78
Prepaid marketing	53	126
Prepaid inventory	-	270
Other receivables	931	272
Total Prepaid Expenses and Other Current Assets	**$ 2,182**	**$ 1,469**

6. INVENTORY

Inventory consists of the following as of September 30, 2022 and December 31, 2021:

	September 30, 2022	December 31, 2021
Raw materials	$ 2,890	$ 3,794
Finished goods	20,657	14,858
Inventory, Net of Reserve	**$ 23,547**	**$ 18,652**

The amounts of additional reserve and reversals that are recognized during the three and nine months ended September 30, 2022 and 2021, are included in cost of sales in the condensed combined consolidated interim statements of profit and comprehensive income as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Beginning balance	$ 5,099	$ 6,473	$ 6,073	$ 6,032
Provisions made during the period	590	481	1,558	1,470
Disposals and sales during the period	(3,382)	(1,315)	(5,324)	(1,863)
Ending balance	**$ 2,307**	**$ 5,639**	**$ 2,307**	**$ 5,639**

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

7. PROPERTY AND EQUIPMENT

Property and equipment consists of the following as of September 30, 2022 and December 31, 2021:

	Furniture & Fixtures	Computers & Equipment	Machinery & Equipment	Vehicles	Leasehold Improvements	Total
Cost						
Balance, January 1, 2021	$ 406	$ 856	$ 137	$ 135	$ 1,192	**$ 2,726**
Additions	-	36	-	-	16	**52**
Disposals	-	(60)	-	-	-	**(60)**
Balance, December 31, 2021	**$ 406**	**$ 832**	**$ 137**	**$ 135**	**$ 1,208**	**$ 2,718**
Balance, January 1, 2022	$ 406	$ 832	$ 137	$ 135	$ 1,208	**$ 2,718**
Additions	13	112	24	-	-	**149**
Disposals	-	(5)	-	-	-	**(5)**
Balance, September 30, 2022	**$ 419**	**$ 939**	**$ 161**	**$ 135**	**$ 1,208**	**$ 2,862**
Accumulated Depreciation						
Balance, January 1, 2021	$ (397)	$ (723)	$ (129)	$ (26)	$ (1,189)	**$ (2,464)**
Depreciation	(4)	(66)	(8)	(44)	(2)	**(124)**
Disposals	-	59	-	-	-	**59**
Balance, December 31, 2021	**$ (401)**	**$ (730)**	**$ (137)**	**$ (70)**	**$ (1,191)**	**$ (2,529)**
Balance, January 1, 2022	$ (401)	$ (730)	$ (137)	$ (70)	$ (1,191)	**$ (2,529)**
Depreciation	(1)	(58)	(1)	(20)	(6)	**(86)**
Disposals	-	-	-	-	-	**-**
Balance, September 30, 2022	**$ (402)**	**$ (788)**	**$ (138)**	**$ (90)**	**$ (1,197)**	**$ (2,615)**
Net Book Value						
Balance, December 31, 2021	**$ 5**	**$ 102**	**$ -**	**$ 65**	**$ 17**	**$ 190**
Balance, September 30, 2022	**$ 17**	**$ 151**	**$ 23**	**$ 45**	**$ 11**	**$ 247**

8. CREDIT FACILITY

In December 2021, the Company entered into an agreement for a two-year line of credit with a financial institution in the amount of the lesser of $20,000 or the Company's borrowing base, as defined in the agreement. The Company borrowed under a variable interest rate loan bearing an interest rate equal to the Wall Street Journal Prime Rate (6.25% at September 30, 2022) plus 1%, for a total interest rate at September 30, 2022 of 7.25%, with a minimum interest rate of 4.25%. The line of credit is secured by all of the Company's assets and is guaranteed by the Company and all of its subsidiaries. This line of credit was funded in January 2022 and the Company had used $10,209 as of September 30, 2022.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

9. LEASES

Right-of-Use Assets

The Company's right-of-use ("**ROU**") assets consist of a building where the office and warehouse of its principal operations are located in California. The current lease has a term of 36 months from commencement of August 2019 expiring in July 2022. On November 30, 2021, the Company entered into an agreement to extend the current lease for an additional 24 months expiring in July 2024. The Company's other ROU assets are the various medical offices where the principal operations of the acquired IN Emergence clinics are performed. The terms of the leases for these medical offices vary in length that extend up to 2032. The following is a continuity schedule of the right-of-use assets for the nine months ended September 30, 2022 and the year ended December 31, 2021.

	September 30, 2022	December 31, 2021
Balance - Beginning of Period	$ 3,722	$ 2,047
Lease Additions / Adjustments	1,686	2,981
ROU Amortization	(1,208)	(1,306)
Balance - End of Period	**$ 4,200**	**$ 3,722**

Lease Liabilities

The following is a continuity schedule of lease liabilities for the nine months ended September 30, 2022 and the year ended December 31, 2021.

	September 30, 2022	December 31, 2021
Balance - Beginning of Period	$ 3,800	$ 2,146
Lease Additions / Adjustments	1,603	2,981
Lease Payments	(1,184)	(1,383)
Interest Expense on Lease Liabilities	73	56
Balance - End of Period	$ 4,292	$ 3,800
Current Portion	2,110	1,366
Non-current Portion	2,182	2,434

The following is a maturity schedule of leases as of September 30, 2022.

Maturity analysis for lease liabilities	**Scheduled payments**
One year or less	$ 1,931
One to five years	2,314
More than five years	774
Total undiscounted lease liability	5,018
Impact of discount	(726)
Lease liability at September 30, 2022	4,292
Less: current portion of lease liability	(2,110)
Lease liability net of current portion	**$ 2,182**

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

When measuring lease liabilities, the Company discounts lease payments using incremental borrowing rates. The determination of the incremental borrowing rate is lease and lessee specific. For leases recognized during the year ended December 31, 2021, the weighted average rate applied was 3.11%. In 2022, the Company obtained an updated valuation of the incremental borrowing rate and applied the rate of 1.12% for the lease on the building in California and 0.79% for the lease on the medical office in Iowa. As part of the purchase accounting for Ketamine Health Centers, the Company determined the incremental borrowing rates for these medical office leases ranged from 10.78% to 11.33% and applied these rates as applicable. In addition, as part of the purchase accounting for NEK, Invictus, and Preventative, the company determined incremental borrowing rates for these medical office leases ranged from 12.72% to 11.35%.

During the three and nine months ended September 30, 2022, the Company recorded rent expense of $452 and $1,181, respectively (September 30, 2021 – $407 and $1,183, respectively).

10. TRADE AND OTHER PAYABLES

Trade and other payables consist of the following as of September 30, 2022 and December 31, 2021:

Trade and Other Payables	**September 30, 2022**	**December 31, 2021**
Trade Payables	$ 8,709	$ 6,025
Accrued Compensation	1,922	1,652
Customer Refunds	377	223
Interest Payable	19	8
Accrued Promotions	2,945	4,456
Other Accrued Expenses	1,795	946
Total Trade and Other Payables	**$ 15,767**	**$ 13,310**

11. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Company has defined key management personnel to include the CEO, CFO, COO, President, Executive Vice Presidents and directors of the Company. During the three and six months ended September 30, 2022 and 2021 the remuneration and other payments to the Company's directors and other key management personnel were as follows:

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2022	**2021**	**2022**	**2021**
Wages and salaries	$ 491	$ 485	$ 1,366	$ 1,956

In April 2021, the Company issued two executives separate promissory notes receivable in the amount of $1,620 each (reference Note 18, "Notes Receivable from Shareholders").

In March 2022, the Company issued an IN Emergence employee a secured promissory notes receivable in the amount of $200, to be paid in two installments. The first installment of $100 was due and paid on March 31, 2022. The second installment of $100 was due and paid on September 15, 2022. Additionally, the Company issued the same employee an additional loan of $55 during Q2 2022. The total amount outstanding as of September 30, 2022 was $155.

Related Party Contribution

On April 1, 2021, Klee contributed his interest in 5310 Holdings and all assets owned by 5310 Holdings to IN Nevada. Klee and IN Nevada intend for the contribution to constitute a tax-free contribution to the capital of IN Nevada under Section 351 of the Internal Revenue Code based on Klee owning more than 80% of IN Nevada at the date of the contribution and was the sole owner and managing member of 5310 Holdings. Prior to the contribution, IN Nevada held a licensing agreement for worldwide licenses to use, market, sell and promote certain trademarks held by 5310 Holdings. 5310 Holdings had been determined to be a "related party" of IN Nevada. The December 31, 2021, combined consolidated financial statements include the accounts of IN Nevada and 5310 Holdings. This presentation reflects a common-controlled combination of previously existing entities. Control existed when IN Nevada was exposed, or had rights to variable returns from its involvement with the investee, and had the ability to affect those returns through its power over the investee. The financial statements of the entities were included in the combined consolidated financial statements from the date that control commenced until the date that control ceased. IN Nevada was the primary beneficiary of 5310 Holdings through the use of trademarks held by that entity. 5310 Holdings had no operations apart from ownership of the trademarks, and these intangibles were fully integrated into the operations of IN Nevada as of December 31, 2021.

As of December 31, 2021, amounts included from 5310 Holdings in the combined consolidated financial statements include intangible assets of $87 and equity of $87. Apart from these amounts, creditors and beneficial holders of 5310 Holdings had no recourse to the assets or general credit of IN Nevada. All intra-company transactions, balances, income and expenses were eliminated for presentation.

As of September 30, 2022, contributed interests from 5310 Holdings of $87 were classified as intangible assets in the Company's condensed combined consolidated interim statement of financial position.

12. SHARE CAPITAL

Issued and Outstanding

As of September 30, 2022, the Company had 1,509,547 Subordinate Voting Shares, 2,085,200 Proportionate Voting Shares, and 18,240 Multiple Voting Shares issued and outstanding. In addition, the Company has 320,000,000 Class B non-voting shares exchangeable into 320,000,000 Subordinate Voting Shares on a 1:1 basis. Including the Class B non-voting shares, on a fully-diluted, as-converted basis, there would be an aggregate of 322,483,202 Subordinate Voting Shares issued and outstanding (specifically, on conversion or exchange, as applicable, of 320,000,000 Class B non-voting shares and 18,240 Multiple Voting Shares, each on a 1:1 basis and 20,852 Proportionate Voting Shares on a 100:1 basis).

In July 2022, the Company announce that it issued 24,000 Subordinate Voting Shares to a provider of capital markets advisory services of the Company, as partial payment of fees owed to such service provider. The aggregate deemed value of the common shares issued was CAD $68, and the shares are subject to a hold period of four months. The shares issued were in lieu of cash in order to conserve the cash resources of the Company.

Share Repurchase

The descriptions and benefits of the share capital are discussed in greater detail in the Company's Listing Statement, available at www.sedar.com.

For the three months ended September 30, 2022, the Company had basic and diluted earnings / (loss) per share of ($0.39) and $0.00, respectively (basic and diluted for the three months ended September 30, 2021 were ($1.22) and $0.00, respectively).

For the nine months ended September 30, 2022, the Company had basic and diluted earnings per share of $0.73 and $0.00, respectively (basic and diluted for the nine months ended September 30, 2021 were $4.35 and $0.02, respectively).

13. CAPITAL STRUCTURE

The Company defines capital that it manages as shareholders' equity and debt.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to maintain operations. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable to ensure optimal capital structure to reduce the cost of capital.

14. NOTE PAYABLE

As a part of the acquisition of Ketafusion, the Company acquired an outstanding Small Business Administration ("**SBA**") loan. The outstanding balance as of the date of the acquisition and included in the purchase accounting is described above in Note 4. The SBA loan was effective on June 18, 2020 and is due and payable 30 years from that date. Installment payments were due beginning twelve months after the effective date including interest that is accruing at a rate of 3.75% per year. In addition, as part of the acquisition of Ketamine Health Centers, the Company acquired additional outstanding SBA loans and assumed other debt. The outstanding balance as of the date of the acquisition was included in the purchase accounting and is described above in Note 4. As of September 30, 2022 the outstanding balance related to all outstanding loans was $489 ($nil in 2021).

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly fashion between market participants. The Company records certain financial instruments at fair value. The Company's financial instruments include cash, trade receivable and trade and other payables.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and trade receivables. The Company's cash is held in large American financial institutions and no losses have been incurred in relation to these items.

The aging of the Company's trade receivables as of September 30, 2022 and December 31, 2021 is as follows:

	Current	1 - 30 days past due	31 - 60 days past due	61 - 90 days past due	91+ days past due	Expected Credit Loss	Total
September 30, 2022	$ 11,135	2,062	622	324	451	(358)	$ 14,236
December 31, 2021	$ 14,050	2,068	(215)	431	449	(389)	$ 16,394

The carrying amount of cash and trade receivables represent the maximum exposure to credit risk, and as of September 30, 2022 and December 31, 2021, this amounted to $14,200 and $17,019, respectively.

Three customers accounted for approximately 50% of the Company's sales for the three months ended September 30, 2022. Three customers represented approximately 48% of the trade receivables balance as of September 30, 2022.

Two customers accounted for approximately 30% of the Company's sales for the three months ended September 30, 2021. Two customers represented approximately 27% of the trade receivables balance as of September 30, 2021.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company manages its liquidity risk by reviewing on an ongoing basis its capital requirements. As of September 30, 2022 and December 31, 2021, the Company had $1,205 and $625 of cash, respectively. The Company is obligated to pay trade and other payables, lease liabilities, line of credit, contingent consideration, and note payables with a carrying amount of $40,156 and $24,103 as of September 30, 2022 and December 31, 2021, respectively.

	Carrying Amount	Contracted Cash Flows
Trade and other payables	$ 15,767	$ 15,767
Accrued liabilities	491	491
Lease liabilities	4,292	4,292
Line of credit	10,209	10,209
Contingent consideration	8,908	8,908
Note payable	489	489
Total	**$ 40,156**	**$ 40,156**

16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	For the Nine Months Ended	
	September 30, 2022	September 30, 2021
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 291	$ 91
Cash paid for income taxes	520	351
Supplemental disclosure of non-cash investing and financing activities:		
Stock issued for Ketafusion Acquisition (reference Note 4)	2,248	-
Stock issued for Ketamine Health Centers Acquisition (reference Note 4)	2,699	-

17. EMPLOYEE BENEFIT PLAN

The Company has a 401(k) plan (the "**Plan**") which allows all employees meeting the minimum service eligibility requirement to defer up to the maximum amount allowed by the Internal Revenue Code limits on a pre-tax or post-tax basis, or a combination thereof. The Company currently contributes a match equal to the lesser of $1.5 per employee or 50% of an employee's contribution capped at 4% of their compensation. The Plan also allows for discretionary profit-sharing contributions, and no such contributions were made during the nine months ended September 30, 2022 and 2021. Employer matching contributions totaled $37.5 and $97.5 for the three and nine months ended September 30, 2022, respectively ($30 and $60 for the three and nine months ended September 30, 2021).

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

18. NOTES RECEIVABLE FROM IN NEVADA SHAREHOLDERS

In April 2021, IN Nevada issued two executives separate promissory notes receivable in the amount of $1,620 each in exchange for previously authorized common shares representing an aggregate 5% interest in IN Nevada as part of an amendment to the executives' profit-sharing employment agreements. At the time of the share-based payment transaction, these shares were subsequently converted to Class B non-voting shares. The notes receivable are due and payable on April 1, 2030, and bear interest on their respective unpaid principal outstanding beginning April 1, 2021, at a rate per annum equal to one percent simple interest. The total accumulated interest for the two notes at September 30, 2022 was $49. The total value of the notes, including accrued interest, are due and payable in a balloon payment upon maturity. As the terms of the notes do not provide unconditional rights to avoid delivering cash or other financial assets to settle, the notes receivable are presented as assets on the September 30, 2022 condensed combined consolidated interim statement of financial position. Both notes receivable remained outstanding as of September 30, 2022.

In April 2022, IN Nevada issued a grid promissory note receivable to Klee that allows for an amount up to but not exceeding $1,800 to be drawn down in increments of no more than $300 per month through September 2022. The note receivable is due and payable in full on April 8, 2024, and bears interest on the unpaid principal outstanding beginning on April 8, 2022, at a rate per annum equal to one and three tenths of a percent (1.3%) simple interest. The accrued interest on the unpaid balance of the note is due and payable upon the demand of IN Nevada until the principal balance of the note is paid in full. The note is secured by a pledge of Irwin Naturals, Inc. stock owned by Klee. The note receivable from Klee and accrued interest were $1,800 and $6 respectively as of September 30, 2022. This note was extended with the same terms through March of 2023.

19. NON-CONTROLLING INTEREST OF IN NEVADA

The non-controlling interest of IN Nevada represents the equity of the subsidiary that Klee, the controlling party of IN Nevada, does not own directly or indirectly. As the Company continues to grow through acquisitions, management has reevaluated the components of non-controlling interest of the Company. The following table presents the components of non-controlling interest of IN Nevada as of September 30, 2022 and December 31, 2021.

	September 30, 2022	December 31, 2021
Class B Non Voting Shares	$ 5,518	$ 5,518
Retained Earnings	611	611
Current Year Net Income Allocation	441	-
Total Non-Controlling Interest	**$ 6,570**	**$ 6,129**

20. INCOME TAXES

IN Nevada, through August 12, 2021, had elected to be treated under the provisions of subchapter S of the Internal Revenue Code. Under the provisions of subchapter S, IN Nevada did not pay federal income taxes on its taxable income. Instead, the shareholders of IN Nevada were liable for federal and state income taxes on IN Nevada's net income on their individual tax returns.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

Accordingly, no provision or liability for federal income taxes has been included in the accompanying condensed combined consolidated interim financial statements for that time period.

However, California imposes a tax at the corporate level at a rate of 8.84% of IN Nevada's taxable income adjusted for California purposes.

After August 12, 2021, IN Nevada revoked the election to be under the provisions of subchapter S, and after this date will be taxed as a subchapter C corporation. IN Nevada pays federal income tax at a flat rate of 21%. A provision for federal income tax has been included in these condensed combined consolidated interim financial statements.

After August 12, 2021, IN Nevada also pays tax in the various states where the level of activity exceeds the minimums of each state. The effective state rate adjusted for federal tax benefit is 6.67%. A provision for state income tax has been included in these condensed combined consolidated interim financial statements.

Income tax expense

This note provides an analysis of the Company's income tax expense for the three and nine months ended September 30, 2022 and 2021:

	For the Three Months Ended		For the Nine Months Ended	
Current Income Tax:	**September 30, 2022**	**September 30, 2021**	**September 30, 2022**	**September 30, 2021**
Current tax on profits for the year - US	$ 19	$ -	$ 876	$ -
Current tax on profits / (loss) for the year -	(370)	162	293	351
Prior year tax on profits / (loss) for the yea	(48)		(48)	
Prior year tax on profits for the year - State	22		22	
Deferred Income Tax:				
Deferred tax expense - US	1,020	-	849	-
Deferred tax expense - States	319	-	318	-
Total Income Tax Expense	**$ 962**	**$ 162**	**$ 2,310**	**$ 351**

5310 Holdings is a limited liability company and as a result is not subject to federal income taxes; however, it is subject to a California gross receipts fee. Taxable income of this entity was passed through to the member on the individual's tax returns while IN Nevada was classified as an S corporation and is included in the taxable income of IN Nevada while classified as a C corporation.

The Company, Irwin Naturals, Inc., as the parent entity, is being treated as an inverted US entity with Canadian tax losses of USD $0 and USD $39 for the three and nine months ended September 30, 2022 and USD $145 for the year ended December 31, 2021. These tax losses were not recognized as a deferred tax asset as the parent entity is not expecting to generate income and will not be able to use the deferred tax asset to offset income in future years.

The Company evaluates its tax positions and recognizes a liability for any positions that would not be considered "more likely than not" to be upheld under a tax authority examination. If such issues exist, the Company's policy will be to recognize any tax liability, including applicable interest and penalties, as a component of income tax expense. The Company has evaluated its tax positions and management believes there are no uncertain positions required to be recorded or disclosed for the three and nine months ended September 30, 2022 and 2021.

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

The following table reconciles the expected income tax expense / (recovery) at the Canadian statutory income tax rates to the amounts recognized in the condensed combined consolidated interim statement of profit and comprehensive income / (loss) for the three and nine months ended September 30, 2022 and 2021:

	For the Three Months Ended		For the Nine Months Ended	
	September 30, 2022	September 30, 2021	September 30, 2022	September 30, 2021
Income / (loss) before taxes	$ 584	$ (1,304)	$ 3,110	$ 5,577
Statutory tax rate	26.5%	26.5%	26.5%	26.5%
Expected income tax expense / (recovery)	155	(346)	824	1,478
Non-deductible items	-	-	-	-
Difference in foreign tax rates	-	-	-	-
Change in prior year tax expense	-	-	-	-
Total income tax expense / (recovery)	**$ 155**	**$ (346)**	**$ 824**	**$ 1,478**

The Company is subject to taxation in the United States and various states and foreign jurisdictions. As of the date of these condensed combined consolidated financial statements the Company is not under examination by any tax authority. As of September 30, 2022, the tax years 2018, 2019 and 2020 are subject to examination by the United States tax authorities. For the various states the tax years subject to examination extend one tax year to 2017. With few exceptions, as of September 30, 2022, the Company is no longer subject to United States federal examinations for tax years before 2018 and state, local, or foreign examinations by tax authorities for tax years before 2017.

21. SEGMENT INFORMATION

During the three months ended September 30, 2022, the Company had a single reportable segment, which is the way the Company reported information to its chief decision makers and Board of Directors. During the reporting periods subsequent to September 30, 2022, the Company exceeded the thresholds set by IFRS 8 relating to reportable operating segment and therefore changed its internal management reporting and accordingly, identified the following three reportable operating segments: (i) “IN Brands”; (ii) “Emergence”; and (iii) “Corporate”.

For the Nine Months Ended September 30, 2022

Operating Segments	IN Brands	Emergence	Corporate	Total
Total Operating Revenue	$ 65,243	$ 1,184	$ -	$ 66,427
Gross Profit	30,130	1,078	-	31,208
Depreciation and Amortization		2	1,297	1,299
Income / (Loss) from Operations	9,192	(395)	(5,144)	3,653
Interest Expense		(2)	(539)	(541)
Income Tax Expense			(2,003)	(2,003)
Net Profit / (Loss)	9,192	(397)	(7,686)	1,109
Other Non-Cash Revenue / (Expenses)	-	305	-	305

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

For the Nine Months Ended September 30, 2021

Operating Segments	IN Brands	Emergence	Corporate	Total
Total Operating Revenue	$ 74,401	$ -	$ -	$ 74,401
Gross Profit	33,970	-	-	33,970
Depreciation and Amortization	-	-	1,061	1,061
Income / (Loss) from Operations	12,226	-	(4,056)	8,170
Interest Expense	-	-	(45)	(45)
Income Tax Expense	-	-	(351)	(351)
Net Profit / (Loss)	12,226	-	(6,960)	5,266

For the Three Months Ended September 30, 2022

Operating Segments	IN Brands	Emergence	Corporate	Total
Total Operating Revenue	$ 21,233	$ 791	$ -	22,024
Gross Profit	9,876	727	-	10,603
Depreciation and Amortization	-	1	467	468
Income / (Loss) from Operations	2,914	(235)	(2,057)	622
Interest Expense	-	-	(181)	(181)
Income Tax Expense	-	-	(1,024)	(1,024)
Net Profit / (Loss)	2,914	(325)	(3,262)	(673)
Other Non-Cash Revenue / (Expenses)	-	43	-	43

For the Three Months Ended September 30, 2021

Operating Segments	IN Brands	Emergence	Corporate	Total
Total Operating Revenue	$ 23,673	$ -	$ -	$ 23,673
Gross Profit	10,117	-	-	10,117
Depreciation and Amortization	-	-	353	353
Income / (Loss) from Operations	3,037	-	(1,805)	1,232
Interest Expense	-	-	(34)	(34)
Income Tax Expense	-	-	(162)	(162)
Net Profit / (Loss)	3,037	-	(4,503)	(1,466)

(Unaudited, expressed in US Dollars, rounded in thousands except share amounts)

For the Nine Months Ended September 30, 2022 and Year Ended December 31, 2021

Operating Segments	IN Brands	Emergence	Corporate	Total
As of September 30, 2022				
Total Assets	$ 17,850	$ 14,820	$ 38,857	$ 71,527
Total Liabilities	3,049	9,443	28,535	41,027
As of December 31, 2021				
Total Assets	35,046	-	12,173	47,219
Total Liabilities	5,402	-	18,701	24,103

Most of the Company's assets are located in the United States with some additional inventory located in Canada. Revenues are derived from customers in countries around the world. The cost to develop reporting by country would be excessive to the Company and thus is not reported in these condensed combined consolidated interim financial statements.

Included in the IN Brands segment is the Company's subsidiary, IN Cannabis. The Company announced that it has entered into the following agreements through its wholly owned subsidiary IN Cannabis:

- In April 2022, with The Hive Laboratory, LLC, ("**The Hive**") a California manufacturer and distributor of cannabis products;
- In May 2022, with Assurance Laboratories, LLC ("**Assurance**"), a New Mexico based manufacturer and distributor of cannabis products, Larsen Group II, LLC ("**Larsen**") a Colorado manufacturer of cannabis products, and BeneLeaves Ltd ("**BeneLeaves**"), an Ohio based manufacturer of cannabis products;
- In August 2022, with 42 Degrees Processing LLC ("**42 Degrees**"), a Michigan producer and distributor of cannabis products.

Pursuant to the agreements, The Hive, Assurance, Larsen, BeneLeaves and 42 Degrees will license the Irwin Naturals brand in their respective states, and will produce and distribute Irwin Naturals' brand famous formulas, such as Power to Sleep, augmented with THC.

Additionally, in August 2022, the Company entered into a licensing agreement through its wholly owned subsidiary IN Cannabis, with Entourage Health Corp. ("**Entourage**"), a Canadian producer and distributor of cannabis products. Under this exclusive arrangement, the Company's famous brand will be enhanced with cannabis and made available to dispensaries across Canada in a line of soft-gels in five different varieties: CBD, THC and three additional formulations that include both THC and another cannabinoid.

22. COMMITMENTS AND CONTINGENCIES

Commitments

The Company had no guarantee contracts, derivative instruments, or off-balance sheet arrangements as of September 30, 2022. The Company had contingent considerations of $9,490 as of September 30, 2022 as described above in Note 4.

Contingencies

Claims and Litigation

The Company is party to litigation from time to time in the normal course of business. The Company accrues liabilities related to litigation only when it concludes that it is probable that it will incur costs related to such litigation and can reasonably estimate the amount of such costs. In cases where the Company determines that it is not probable, but reasonably possible that it has a material obligation, it discloses such obligations and the possible loss or range of loss, if such estimate can be made. The Company maintains insurance to cover certain actions and believes that resolution of such litigation in the normal course of business will not have a material adverse effect on the Company's condensed combined consolidated interim financial statements. The following litigation contingency existed as of September 30, 2022:

Reese v Irwin Naturals (IN Nevada) – Product Liability Case No. 21STCV25158

Herman and Jasmine Reese ("**Reese**") filed a products liability lawsuit in Los Angeles County, California on July 8, 2021 alleging that Reese sustained certain injuries caused by his use of Irwin Naturals' (IN Nevada) product Libido Max. Irwin Naturals (IN Nevada) was served with the complaint on July 23, 2021.

Reese seeks to represent Herman and Jasmine Reese, husband and wife, who claim injuries to his heart and certain limbs, including injuries which resulted from surgery allegedly caused by Irwin Naturals' (IN Nevada) products. Reese's causes of actions include strict product's liability, negligence, breach of express and implied warranty, failure to warn / negligent failure to recall, and loss of consortium. Reese's prayer for relief includes economic and special damages, loss of earnings and impaired earning capacity, medical and related care including life care, expenses (past and future), punitive or exemplary damages, costs of suit and other recoverable elements of damages according to common law all to be proved at trial. Reese did not enumerate a specific amount to be sought in the complaint. It should be noted that this claim has been reported to Irwin Naturals' (IN Nevada) insurance carrier and they are currently handling the claim, meaning any potential liability to Irwin Naturals (IN Nevada) would be limited to Irwin Naturals' (IN Nevada) $25 self-insured retention.

As is our usual approach, Irwin Naturals (IN Nevada) is looking to vigorously defend itself in this lawsuit. We are currently going through the discovery process. Based on available information, Irwin Naturals (IN Nevada) maintains that the alleged injuries are not consistent with the suggested use of this product and Irwin Naturals (IN Nevada) stands behind the safety of our products.

23. SUBSEQUENT EVENTS

The Company has evaluated events occurring after the reporting period, or events occurring within the reporting period but would not have a material impact on the Company until a later date which is subsequent to the reporting period. The Company is not aware of any significant events that occurred subsequent to the reporting period that would have a material impact on its condensed combined consolidated interim financial statements, other than what is noted below.

On September 2, 2022, the Company entered into a binding agreement to acquire all of the membership interests in Happier You, LLC, a clinic operation based in central Ohio. As consideration for the acquisition, the Company provided the sellers with cash payments as well as shares in the Company. Furthermore, the transaction includes additional contingent consideration based on future milestones related to operational and profitability targets, to be satisfied in shares. Further detail will be provided upon closing.

On September 27, 2022, the Company it entered into a definitive agreement to purchase all of the issued and outstand shares of Keta Media, LLC dba Ketamine Media ("Ketamine Media"), the nation's leading growth platform for clinics offering ketamine-assisted therapy. With a global network dedicated to improving patient outcomes, Ketamine Media has established relationships with clinics in over 45 states and three countries and connects providers and patients using a unique patient-centered approach to communication. As consideration for the acquisition, the Company provided the sellers with cash payments as well as shares in the Company. Furthermore, the transaction includes additional contingent consideration based on future milestones related to operational and profitability targets, to be satisfied in shares. Further detail will be provided upon closing.

On September 30, 2022, the Company entered into a binding agreement to acquire the assets of Ketamine Infusions of Idaho, PLLC, which operates a clinic in Idaho Falls, Idaho. The transaction is back-end loaded, aligning the sellers' interest with the Company and its shareholders. The total consideration is to be paid in a combination of cash and stock, with the maximum payable contingent on a number of milestones related to profitability and operational goals. Further detail will be provided upon closing.

On October 28,2022, the Company entered into a binding agreement to acquire the assets of Clare Clinic, Inc., dba Florida Mind Health Center, which operates three healthcare clinics in Florida. The clinics are located in Gainesville, Tallahassee and Panama City, and offer ketamine-assisted therapy, NAD+ and other IV therapies. The transaction is back-end loaded, aligning the sellers' interest with the Company and its shareholders. The total consideration is to be paid in a combination of cash and stock, with the maximum payable contingent on a number of milestones related to profitability and operational goals. Further detail will be provided upon closing.

On October 28, the Company reached a binding agreement to acquire Dura Medical, LLC, a clinic in Naples, Florida, which offers ketamine-infusion therapy among its options for cutting-edge treatment of mental health disorders. The transaction is back-end loaded, aligning the sellers' interest with the Company and its shareholders. The total consideration is to be paid in a combination of cash and stock, with the maximum payable contingent on a number of milestones related to profitability and operational goals. Further detail will be provided upon closing.

Effective November 1, Philippe Faraut resigned his position as Chief Financial Officer and Secretary, as well as his positions as a board member of the Company. On that same date, Sean Sand was appointed and approved as the Chief Financial Officer, and Secretary of the Company.

On November 4, 2022, the Company, through IN Cannabis, entered into a licensing agreement and supply agreement with Mockingbird Cannabis, LLC to produce and distribute THC-containing products in Mississippi.

On November 5, the Complany reached a binding agreement to acquire the assets of Tri-Cities Infusion & Wellness Clinic, PLLC which is located in Kennewick, Washington. The transaction is back-end loaded, aligning the sellers' interest with the Company and its shareholders. The total consideration is to be paid in stock, with the maximum payable contingent on a number of milestones related to profitability and operational goals. Further detail will be provided upon closing.

On November 25, the Company reached a binding agreement to acquire Serenity Health, LLC in Lousville, Ky. The Agreement is subject to certain customary closing conditions and regulatory approvals. The total consideration will be paid in upfront and deferred consideration. Also included are contingent payments based on milestones related to expansion and profitability goals.