

LOVE PHARMA INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Love Pharma Inc.:

Opinion

We have audited the consolidated financial statements of Love Pharma Inc. and its subsidiaries (together the "Company"), which comprise the consolidated statements of financial position as at December 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which describes conditions indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the *Material Uncertainty Related to Going Concern* section of our auditor's report, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian securities commissions.

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

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
May 1, 2023

LOVE PHARMA INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars

AS AT	Note	December 31, 2022	December 31, 2021
		\$	\$
ASSETS			
Current			
Cash		41,608	334,781
Receivables		6,236	5,319
Prepaid expenses and deposits	3	63,964	253,702
Note receivable	4	100,000	32,500
Total		211,808	626,302
Non-Current			
Investments	5	609,479	680,601
Intangible assets	6	-	510,108
Total assets		821,287	1,817,011
LIABILITIES			
Current			
Deferred revenue		-	123,000
Accounts payable and accrued liabilities	7	342,212	259,436
Loans payable	8	89,370	223,677
Total		431,582	606,113
Non-Current			
Convertible debenture	9	55,900	-
Derivative liability	9	146,000	-
Total liabilities		633,482	606,113
SHAREHOLDERS' EQUITY			
Share capital	10	12,235,260	10,112,325
Reserves	10	1,210,928	778,220
Deficit		(13,258,383)	(9,679,647)
Total shareholders' equity		187,805	1,210,898
Total liabilities and shareholders' equity		821,287	1,817,011

Nature and continuance of operations (Note 1)

Subsequent event (Note 20)

Approved on behalf of the Board of Directors on May 1, 2023:

"Zach Stadnyk"

Director

"Doug Taylor"

Director

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

LOVE PHARMA INC.**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

Expressed in Canadian Dollars

For the years ended

	Note	December 31, 2022	December 31, 2021
		\$	\$
Expenses			
Accretion and interest - convertible debenture	9	8,900	-
Advertising and promotion		266,432	793,562
Amortization of intangible assets		-	36,903
Consulting and management fees	14	560,902	426,454
Interest expense		10,236	10,275
Office and general		6,189	5,756
Professional fees		334,494	304,222
Share-based payments	10	294,400	552,120
Transfer agent and filing fees		51,737	49,522
Travel and entertainment		117,466	27,000
Total expenses		1,650,756	2,205,814
Loss on disposition of MicroDoz	4	32,500	-
Impairment - deposits	3	312,088	-
Impairment - Investment in Eleos Robotics Inc.	5	655,000	-
Impairment - Investment in Love Hemp Group Plc	5	25,601	-
Impairment - 1288339 BC Ltd. licence	6	191,093	1,200,000
Impairment - 212774 AB Ltd. license	6	319,015	33,504
Fair value adjustment - derivative liability	9	(2,000)	-
Impairment - Doc Hygiene - intangible assets	11	425,906	-
Listing expense	13	-	6,048,225
Unrealized loss on investment		-	36,541
Foreign exchange		(31,223)	(2,929)
Loss and comprehensive loss		(3,578,736)	(9,521,155)
Loss per share			
Basic and diluted		(0.09)	(0.44)
Weighted average number of common shares			
Basic and diluted		41,328,163	21,425,452

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

LOVE PHARMA INC.**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

Expressed in Canadian Dollars

For the years ended December 31, 2022, and 2021

	Number of Common Shares	Capital Stock \$	Reserves \$	Deficit \$	Total Shareholders' Equity \$
Balance, December 31, 2020	15,660,000	586,001	-	(158,492)	427,509
Common shares issued for cash	2,646,786	1,766,750	-	-	1,766,750
Share issue costs - cash	-	(92,651)	-	-	(92,651)
Shares issue costs - warrants	-	(58,900)	58,900	-	-
Shares issued on acquisition of Kick	10,885,200	6,531,125	-	-	6,531,125
Warrants issued on acquisition of Kick	-	-	167,200	-	167,200
Shares issued on acquisition of 1288339 BC Ltd.	2,000,000	1,200,000	-	-	1,200,000
Shares issued for product licence agreement	300,000	180,000	-	-	180,000
Share-based payments	-	-	552,120	-	552,120
Loss and comprehensive loss for the year	-	-	-	(9,521,155)	(9,521,155)
Balance, December 31, 2021	31,491,986	10,112,325	778,220	(9,679,647)	1,210,898
Common shares issued for private placement	17,930,777	2,129,027	123,708	-	2,252,735
Share issue costs - cash	-	(91,492)	-	-	(91,492)
Shares issue costs - warrants	-	(14,600)	14,600	-	-
Shares issued for acquisition of Microdoz	1,000,000	100,000	-	-	100,000
Share-based payments	-	-	294,400	-	294,400
Loss and comprehensive loss for the year	-	-	-	(3,578,736)	(3,578,736)
Balance, December 31, 2022	50,422,763	12,235,260	1,210,928	(13,258,383)	187,805

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

LOVE PHARMA INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
Expressed in Canadian Dollars
For the years ended

	December 31, 2022	December 31, 2021
	\$	\$
Operating activities		
Net loss for the year	(3,578,736)	(9,521,155)
Adjusted for:		
Accrued interest	6,193	10,275
Accretion and interest - convertible debenture	8,900	-
Gain on debt settlement	-	36,903
Listing fee	-	6,048,225
Stock-based compensation	294,400	552,120
Unrealized loss on investments	-	36,541
Unrealized foreign exchange	(24,480)	-
Loss on disposition of MicroDoz	32,500	-
Impairment - Deposits	312,088	-
Impairment - Investment in Elios	655,000	-
Impairment - Love Hemp Group Plc	25,601	-
Impairment - 1288339 BC Ltd. licence	319,015	1,200,000
Impairment - 212774 AB Ltd. licence	191,093	33,504
Impairment - Doc Hygiene - intangibles	425,906	-
Fair value adjustment - derivative liability	(2,000)	-
Changes in non-cash working capital:		
Prepaid expenses and deposits	(245,350)	2,230
Deferred revenue	-	123,000
Receivables	(917)	(11,373)
Accounts payable and accrued liabilities	76,472	79,363
Cash flows - operating activities	(1,504,315)	(1,410,367)
Investing activities		
Cash acquired - Acquisition of Doc Hygiene	273	24,255
Doc Hygiene acquisition	(224,875)	-
Investment in Starton Therapeutics Inc.	(584,999)	-
Note receivable	-	(32,500)
Purchase of intangible assets	-	(161,093)
Cash flows - investment activities	(809,601)	(169,338)
Financing activities		
Common shares issued for cash	2,112,235	1,766,750
Share issue costs	(91,492)	(92,651)
Loans repaid	-	(290,273)
Cash flows - financing activities	2,020,743	1,383,826
Change in cash	(293,173)	(195,879)
Cash, beginning	334,781	530,660
Cash, end	41,608	334,781

Supplemental cash flow disclosure (Note 18)

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

LOVE PHARMA INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Expressed in Canadian Dollars

For the years ended December 31, 2022, and 2021

1. NATURE AND CONTINUANCE OF OPERATIONS

Love Pharma Inc. (“Love Pharma” or the “Company”) was incorporated under the Alberta Business Corporations Act on July 15, 1994, and is a publicly traded company listed on the Canadian Securities Exchange (“CSE”) (trading symbol; LUV). The Company is a licensee of certain technologies relating to certain controlled substances and pharmaceutical grade therapeutics. The Company’s registered address is 20th Floor, 250 Howe Street, Vancouver, BC V6C 3R8. The Company’s head office address and principal place of business is 1780 -355 Burrard Street, Vancouver BC, V6C 2G8. The Company is investigating business opportunities in other industries however has not reached a definitive decision to pursue alternative lines of business.

On September 22, 2021, the Company acquired 100% of the issued and outstanding common shares of Kick Pharmaceutical Inc. (“Kick”) in exchange for 10,885,200 of the Company’s common shares (Note 13). The acquisition was accounted for as a reverse takeover whereby Kick obtained a listing of its shares on the CSE.

On February 27, 2023, the Company consolidated its common shares on a 10:1 basis. All share and per share amounts in the consolidated financial statements have been retroactively restated to reflect the share consolidation.

These consolidated financial statements have been prepared on a going concern basis, in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. During the year ended December 31, 2022, the Company has incurred a net loss of \$3,578,736 (2021 - \$9,521,155) and has an accumulated deficit of \$13,258,383 (2021 - \$9,679,647).

The material uncertainty from these conditions may cast significant doubt on the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES**Basis of presentation and statement of compliance**

These consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), and Interpretations of IFRS Interpretations Committee (“IFRIC”). They have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements are presented in Canadian dollars unless otherwise noted.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars unless otherwise noted. The functional currency of the Company and its subsidiaries is the Canadian dollar.

Basis of consolidation

These consolidated financial statements include the Company and the Company's wholly owned subsidiaries. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The Company controls a subsidiary when it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All significant intercompany transactions and balances have been eliminated.

The consolidated financial statements include the financial information of the Company and its wholly owned Canadian subsidiaries Doc Hygiene Pharmaceuticals Inc. ("Doc Hygiene"), Kick Pharmaceutical Inc. ("Kick"), 1288339 BC Ltd. ("1288339 BC"), 2127774 Alberta Ltd. ("2127774 Alberta"), Nabilone Pharma Inc., Life Pharmaceuticals Company Inc., and LSB Life Sciences Biotech Inc.

Estimates, judgments and assumptions

The preparation of these consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes. Although these judgments, estimates and assumptions are based on management's best knowledge of the amount, event or actions, actual results may differ and these differences could be material.

i) Impairment of intangible assets

Intangible assets with indefinite useful lives are reviewed for impairment at each reporting period and intangible assets with finite useful lives are assessed for indicators of indicators on an annual basis. In the determination of impairment, management looks at the higher of value in use or fair value less costs of disposal. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

ii) Share-based payments

Management determines measurement for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using the Black Scholes option pricing model. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

iii) Business combinations versus asset acquisition

Management applied judgment with respect to whether the transactions with Microdoz Therapy Inc. and Doc Hygiene were considered to be asset acquisitions or business combinations. Management was required to assess the inputs, processes and outputs of the company acquired at the time of acquisition. Pursuant to those assessments, both of these acquisitions were determined to be asset acquisitions (Notes 4 and 11).

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Estimates, judgments and assumptions (Continued)

iv) Valuation of investments

Judgment is required in determining the fair value of investments where quoted prices are not available and where cost is an approximate estimate of fair value. Management uses judgment in interpreting IFRS as to what model and assumptions will be used to determine the valuation technique used to arrive at the fair valuation of these investments in accordance with IFRS. In the absence of reliable information costs is determined to be an appropriate carrying value.

v) Common control transactions

IFRS 3, Business Combinations does not include specific measurement guidance for transfers of businesses or subsidiaries between entities under common control. Accordingly, the Company has developed a policy to account for such transactions taking into consideration other guidance in the IFRS framework and pronouncements of other standard-setting bodies. The Company's policy is to record assets and liabilities recognized as a result of transactions between entities under common control at the carrying value on the transferor's financial statements, and to have the consolidated statements of financial position, consolidated statements of loss and comprehensive loss and consolidated statements of cash flows reflect the results of combining entities for all periods presented for which the entities were under the transferor's common control, irrespective of when the combination takes place.

i) Convertible instruments

Convertible instruments are compound financial instruments which are accounted for separately by their components: a financial liability and a derivative liability. The identification of convertible note components is based on interpretations of the substance of the contractual arrangement and therefore requires judgement from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the liability component. The determination of the fair value of the liability is also based on several assumptions, including contractual future cash flows, discount rates, and the presence of any derivative financial instruments.

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on deposit with banks and short-term deposits with initial maturities of three months or less. The Company did not have any cash equivalents as at December 31, 2022 and 2021.

Net income (loss) per share

The Company follows the treasury stock method to determine the dilutive effect of stock options or other potentially dilutive instruments. Under this method, basic net income (loss) per share is calculated using the weighted average number of common shares outstanding during the period. Diluted income per share is calculated on the basis of the weighted average number of common shares outstanding during the period plus the additional incremental common shares that would have been outstanding for any potentially dilutive stock options or other dilutive instruments using the treasury stock method. Diluted loss per share is equal to basic loss per share, as the effect of potentially dilutive stock options or other instruments would be anti-dilutive to the calculation.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share capital

When units are issued, which include shares and warrants, the warrants are valued using the residual value method where proceeds are allocated to the common shares up to their fair value as determined by the current quoted trading price on the date of grant, and the balance, if any, is allocated to the warrants and included in reserves.

(i) Share issue costs

Share issue costs that are directly attributable to issuing new shares are deducted from equity.

Costs that are not incremental and directly attributable to issuing new shares, are recorded as an expense in profit or loss.

(ii) Equity instruments issued as consideration

The fair value of shares issued as purchase consideration is based upon the quoted trading price of those shares on the date of grant. Other equity instruments issued in non-cash transactions as purchase consideration are recorded at fair value determined by management using the Black-Scholes option pricing model.

Provisions and contingencies

A provision is recognized on the consolidated statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the rate of exchange in effect at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are recorded at rates of exchange in effect at the consolidated statement of financial position date and any resulting gains or losses are recorded in profit or loss for the period.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when, and only when, the Company's obligations are discharged, cancelled or they expire. Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets

The Company classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value (either through other comprehensive income (“FVTOCI”) or through profit or loss (“FVTPL”); and those to be measured at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income (“OCI”).

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payments of principal and interest. Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest method. The effective interest rate is the rate that discounts estimated future cash flows over the expected life of the financial instrument, or where appropriate, a shorter period. Cash and note receivable are classified in this category.

FVTOCI: Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these debt instruments is included as finance income using the effective interest method. The Company has no assets classified in this category.

FVTPL: Assets that do not meet the criteria for amortized cost or FVTOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises. Investments are classified in this category. Certain investments in equity instruments are accounted for at cost, whereby cost is an appropriate estimate of fair value. In these cases, there is insufficient more recent information available to measure fair value, or there is a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range. Investments are classified in this category.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred.

The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. At present, the Company classifies accounts payable and accrued liabilities, loans payable, and convertible debentures as held at amortized cost. The Company classifies derivative liability as FVTPL.

Intangible assets

Intangible assets are recorded at cost less accumulated amortization and any impairment losses. Intangible assets acquired in a business combination are measured at fair value at the acquisition date. Amortization of finite useful life intangibles is calculated on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any, over the following terms:

Royalty and Product License Agreements – term of the agreement

The estimated useful lives, residual values and amortization methods are reviewed annually and any changes in estimates are accounted for prospectively. Intangible assets with an indefinite useful life or not yet available for use are not subject to amortization.

Research costs are expensed as incurred. Development expenditures are capitalized only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Company intends to and has sufficient resources to complete development to use or sell the asset. Other development expenditures are recognized as research and development expenses in profit or loss as incurred.

Convertible debentures

The convertible debentures were determined to be compound instruments, comprising a financial liability (debt obligation) and a derivative liability (conversion option). The derivative liability (conversion option), which represents the fair value of the conversion feature, is initially measured at fair value and subsequently re-measured at each period end. The residual amount is accounted for as a debt instrument at issuance.

The convertible debentures, net of the derivative liability (conversion option), is accreted to the principal balance using the effective interest method over the term of the convertible debentures, such that the carrying amount of the debt obligation will equal the principal balance at maturity. Upon exercise of the convertible debentures, the derivative liability (conversion option) and the carrying value of debt obligation is reclassified to share capital. Transaction costs are allocated on a pro-rata basis between the financial liability (debt obligation) and the derivative liability (conversion option). To determine the principal amount due, refer to note 9.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of long-lived assets

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized in profit or loss.

Deferred Revenue

Upfront cash deposits received for products are accounted for as contract liabilities (deferred revenue) in accordance with IFRS 15, Revenue from contracts with customers. Deferred revenue consists of payments received by the Company in consideration for future commitments to deliver products.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are expected to have a material impact on the Company's consolidated financial statements.

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3. PREPAID EXPENSES AND DEPOSITS

	December 31, 2022	December 31, 2021
	\$	\$
Prepaid expenses	63,964	72,507
Deposits	-	181,195
Total	63,964	253,702

During the year ended the Company recorded an impairment expense of \$312,088 (2021 - \$Nil) in relation to deposits for inventory items which were determined to be not recoverable.

4. ACQUISITION AND DISPOSITION OF MICRODOZ THERAPY INC.

On May 13, 2022, the Company acquired 100% of the share capital in MicroDoz Therapy Inc. ("MicroDoz") by issuing 1,000,000 shares. MicroDoz is in the business of researching psilocybin-based therapies and the acquisition aligned with the Company's mandate to develop therapies in emerging fields.

For accounting purposes, the acquisition of MicroDoz was considered an asset acquisition and accounted for using the acquisition method. The results of operations from MicroDoz are included in the consolidated financial statements from the acquisition date to the date of disposition (see below).

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Consideration	\$
1,000,000 common shares with a fair value of \$0.10 per share	100,000
Cash	32,500
	132,500
Net assets of Microdoz Therapy Inc.	
Intangible asset - research study	132,500
Total	132,500

During the year ended December 31, 2021, the Company loaned \$32,500 (US\$25,000) to Microdoz by way of a promissory note that bore 10% interest per annum and was due on demand. Upon the completion of the acquisition of MicroDoz the loan became an intercompany balance and is eliminated upon consolidation.

On December 13, 2022, the Company entered an agreement to divest 100% of MicroDoz in consideration for a one-year non-interest bearing unsecured promissory note in the amount of \$100,000. Pursuant to the divestiture the Company recorded a loss on disposition of \$32,500.

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5. INVESTMENTS

The Company's investments are as follows:

	Eleos Robotics	Love Hemp Group Plc	Starton Therapeutics	Total
	\$	\$	\$	\$
Balance, December 31, 2020	655,000	62,142	-	717,142
Unrealized gain / loss	-	(36,541)	-	(36,541)
Balance, December 31, 2021	655,000	25,601	-	680,601
Purchase of investments	-	-	584,999	584,999
Foreign exchange	-	-	24,480	24,480
Impairment	(655,000)	(25,601)	-	(680,601)
Balance, December 31, 2022	-	-	609,479	609,479

Eleos Robotics

The Company holds an 18% interest of Eleos Robotics Inc. ("Eleos"), an arm's length, a private company based in British Columbia, represented by 744,691 common non-voting shares of Eleos with a cost of \$655,000. As at December 31, 2021, in accordance with the guidance in IFRS 9 regarding when cost may be the best estimate of fair value, the investment in Eleos was carried at cost. During the year ended December 31, 2022, the Company assessed the investment in Eleos for impairment and determined the fair value as at year end was \$Nil, and an impairment of \$655,000 was recognized.

Love Hemp Group Plc.

The Company holds 1,483,967 shares of Love Hemp Group PLC ("LHG"). At December 31, 2022, the fair value of the shares was \$Nil (2021 - \$25,601) resulting in an impairment of \$25,601.

Starton Therapeutics Inc.

During the year ended December 31, 2022, the Company acquired 145,161 shares of Starton Therapeutics Inc. ("Starton"), an arm's length private company for \$584,999. As at December 31, 2022, in accordance with the guidance in IFRS 9 regarding when cost may be the best estimate of fair value, the investment in Starton was carried at cost.

LOVE PHARMA INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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6. INTANGIBLE ASSETS

	1288339 BC license (i)	212774 AB licence (ii)	Nabilone (iii)	Microdoz (iv)	Doc Hygiene (v)	Total
	\$	\$	\$	\$	\$	\$
Balance, December 31, 2020	-	205,918	33,504	-	-	239,422
Cash consideration	161,093	-	-	-	-	161,093
Share consideration	1,230,000	150,000	-	-	-	1,380,000
Amortization	-	(36,903)	-	-	-	(36,903)
Impairment	(1,200,000)	-	(33,504)	-	-	(1,233,504)
Balance, December 31, 2021	191,093	319,015	-	-	-	510,108
Acquisition - Microdoz	-	-	-	132,500	-	132,500
Acquisition - Doc Hygiene	-	-	-	-	425,906	425,906
Disposition	-	-	-	(132,500)	-	(132,500)
Impairment	(191,093)	(319,015)	-	-	(425,906)	(936,014)
Balance, December 31, 2022	-	-	-	-	-	-

- i) 1288339 BC entered into an exclusive 5-year Royalty and Product License Agreement with Callitas Therapeutics Inc. ("Callitas") whereby 1288339 BC would acquire the distribution rights to certain psilocybin technologies for cash consideration of US\$250,000 and granting Callitas a 5% royalty on gross sales. The agreement has an option to renew for an additional 5 years and covers the specific distribution territories of Canada, the Netherlands and Jamaica. As at December 31, 2021, the Company has paid US\$125,000 (\$161,093) On September 22, 2021, the Company purchased 1288339 BC and the acquisition price of \$1,200,000 was allocated to the intangible asset. At December 31, 2021, management assessed the carrying value of the intangible asset for impairment and wrote off \$1,200,000 to profit or loss, which was the amount incurred in excess of the consideration required pursuant to the terms of the agreement with Callitas. Pursuant to the terms of the agreement, in the event that 1288339 BC transferred the license or merged with a public company, 50,000 common shares were to be issued to Callitas. The reverse takeover ("RTO") triggered the requirement to issue these shares and they were issued by the Company on September 22, 2021 with a fair value of \$30,000 (Note 10). During the year ended December 31, 2022, the Company assessed the 1288339 BC license for impairment and determined the fair value as at year end was \$Nil, and an impairment of \$191,093 was recognized.
- ii) 2127774 Alberta entered into an exclusive 10-year Royalty and Product License Agreement with Callitas whereby 2127774 Alberta acquired the distribution rights to certain cannabinoid technologies for cash consideration of \$205,918 (US\$150,000) and granting Callitas a 3% royalty on gross sales if sublicensed. The agreement covers the specific distribution territories of the United Kingdom and Europe (except Poland). Pursuant to the terms of the agreement, in the event that 2127774 Alberta transferred the license or merged with a public company, 2,500,000 common shares were to be issued to Callitas. The RTO triggered the requirement to issue these shares and they were issued by the Company on September 22, 2021 with a fair value of \$150,000 (Note 10). During the year ended December 31, 2022, the Company assessed the 212774 AB license for impairment and determined the fair value as at year end was \$Nil, and an impairment of \$319,015 was recognized.
- iii) 2127774 Alberta purchased certain patents and patent applications, for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients, for cash consideration of \$33,504 (US\$25,000). At December 31, 2022, the purchase price remains payable and is included in accounts payable and accrued liabilities. The patents and patent applications have an indefinite life and will not be amortized. As at December 31, 2021, the patent had expired and the intangible asset was written down to \$Nil.
- iv) During the year ended December 31, 2022, in accordance with the acquisition of MicroDoz (Note 4) the Company disposed of a research study (Note 4).

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6. INTANGIBLE ASSETS (Continued)

- v) During the year ended December 31, 2022, in connection with the acquisition of Doc Hygiene (Note 11) the Company acquired various intangible assets with a fair value of \$425,906. The intangible assets were considered impaired as at December 31, 2022. Subsequent to the acquisition of Doc Hygiene, the Company decided to no longer pursue the line of business which resulted in the impairment as at December 31, 2022.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2022	December 31, 2021
	\$	\$
Accounts payable	282,212	259,436
Accrued liabilities	60,000	-
Total	342,212	259,436

8. LOANS PAYABLE

The Company has the following loans outstanding:

	December 31, 2022	December 31, 2021
	\$	\$
Opening balance	223,677	-
Loan issued	-	205,500
Loan settled in private placement	(140,500)	-
Accrued interest	6,193	18,177
Closing balance	89,370	223,677

During the year ended December 31, 2021, the Company received unsecured loans totalling \$205,500 from arms-length third parties bearing interest at 5% repayable on December 31, 2022. During the year ended December 31, 2022, \$140,500 was settled in shares and the remaining loan of \$65,000 plus accrued interest of \$24,370 (2021 - \$18,177) remains payable.

9. CONVERTIBLE DEBENTURE

	December 31, 2022
	\$
Balance, December 31, 2021	-
Convertible debenture issued	195,000
Derivative liability component	(148,000)
Interest and accretion expense	8,900
Balance, December 31, 2022	55,900

As consideration for the acquisition of Doc Hygiene (Note 11) the Company issued a \$195,000 convertible debenture bearing annual interest of 10% maturing five years from the issue date (October 12, 2022). The debenture is convertible into common shares of the Company at a conversion price equal to the lesser of: (a) \$0.50 per Common Share; and (b) the last closing price of the common shares on the Canadian Securities Exchange prior to the conversion of the promissory note subject to CSE approval.

As stated in the convertible debenture agreement the conversion price will be adjusted if the market price of the Company's common shares is less than \$0.50. The variability of the conversion price creates a derivative instrument which has been recognized as a financial liability.

A continuity of the derivative liability related to the debenture conversion feature is as follows:

	December 31, 2022
	\$
Balance, December 31, 2021	-
Derivative liability component	148,000
Fair value adjustment	(2,000)
Balance, December 31, 2022	146,000

The derivative liability was valued using the Black-Scholes Option Pricing Model at the date of initial recognition (October 12, 2022) and at year end using the following assumptions:

	December 31, 2022	October 12, 2021
Exercise price	\$0.050	\$0.150
Market price	\$0.050	\$0.150
Risk-free interest rate	3.34%	3.34%
Expected life of options	4.78	5.00
Expected forfeitures	0%	0%
Annualized volatility	100%	100%
Dividend rate	0%	0%

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10. CAPITAL STOCK**Authorized share capital** - Unlimited number of common shares without par value.**Escrow shares:** As at December 31, 2022, 232,933 common shares are held in escrow.**Issued share capital**

During the year ended December 31, 2022, the Company:

- i) Completed a non-brokered private placement for 1,892,500 units at a price of \$0.20 per unit for gross proceeds of \$378,500. Each unit consists of one common share and one common share purchase warrants. Each warrant entitles the holder to purchase one additional common share at \$0.50 for a period of 2 years from the date of closing. The warrants were valued at \$Nil using the residual value method. The Company paid \$12,850 in finders' fees and issued 59,000 broker warrants on the same terms of the unit warrants with a fair value of \$4,000 using the Black-Scholes option pricing model.
- ii) Completed a non-brokered private placement for 7,297,200 units at a price of \$0.11 per unit for gross proceeds of \$802,692. Each unit consists of one common share and one common share purchase warrants. Each warrant entitles the holder to purchase one additional common share at \$0.50 for a period of 2 years from the date of closing. The warrants were valued at \$72,972 using the residual value method. The Company paid \$32,655 in finders' fees and issued 231,049 broker warrants on the same terms of the unit warrants with a fair value of \$4,200 using the Black-Scholes option pricing model.
- iii) Completed a non-brokered private placement for 5,073,577 units at a price of \$0.11 per unit for gross proceeds of \$558,094. Each unit consists of one common share and one common share purchase warrants. Each warrant entitles the holder to purchase one additional common share at \$0.50 for a period of 2 years from the date of closing. The warrants were valued at \$50,735 using the residual value method. The Company paid \$23,415 in finders' fees and issued 296,886 broker warrants on the same terms of the unit warrants with a fair value of \$5,400 using the Black-Scholes option pricing model.
- iv) Completed a non-brokered private placement for 3,667,500 units at a price of \$0.14 per unit for gross proceeds of \$513,450. Each unit consists of one common share and one common share purchase warrants. Each warrant entitles the holder to purchase one additional common share at \$0.50 for a period of 2 years from the date of closing. The warrants were valued at \$Nil using the residual value method. The Company paid \$4,072 in finders' fees and issued 10,800 broker warrants on the same terms of the unit warrants with a fair value of \$1,000 using the Black-Scholes option pricing model.
- v) Issued 1,000,000 shares with a fair value of \$100,000 in consideration for the acquisition of MicroDoz (Note 3).

The Company incurred share issue costs totalling \$18,500 in accordance with the above transactions.

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10. CAPITAL STOCK (Continued)**During the year ended December 31, 2021, the Company issued:**

- i) Issued 10,885,200 common shares upon acquisition of Kick (Note 13).
- ii) Issued 2,000,000 common shares with a fair value of \$1,200,000 to purchase 1288339 BC Ltd., an arm's-length private company with a license agreement covering certain patent filings and intellectual property (Note 12).
- iii) 300,000 common shares with a fair value of \$180,000 to an arms-length vendor relating to certain product license agreements.
- iv) Issued 430,000 units for total proceeds of \$215,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at \$0.50 per share for a period of 2 years, expiring on February 4, 2023. Warrants were valued at \$Nil using the residual value method. The Company paid \$3,125 in share issuance costs.
- v) Issued 1,159,961 units for total proceeds of \$811,972. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at \$1.00 per share for a period of 2 years, expiring on March 22, 2023. Warrants were valued at \$Nil using the residual value method. The Company paid \$34,520 in share issuance costs and issued 49,314 broker warrants which have the same terms of the unit warrants, valued at \$22,700.
- vi) Issued 1,056,825 units for total proceeds of \$739,778. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at \$1.00 per share for a period of 2 years, expiring on March 24, 2023. Warrants were valued at \$Nil using the residual value method. The Company also paid \$55,006 in share issuance costs and issued 78,580 broker warrants which have the same terms as the unit warrants, valued at \$36,200.

Reserves:

	Stock options	Warrants	Total
	\$	\$	\$
Balance, December 31, 2020	-	-	-
Finders' warrants	-	58,900	58,900
Warrants issued on acquisition of Kick	-	167,200	167,200
Share-based payments	552,120	-	552,120
Balance, December 31, 2021	552,120	226,100	778,220
Finders' warrants	-	14,600	14,600
Residual value of unit warrants	-	123,708	123,708
Share-based payments	294,400	-	294,400
Balance, December 31, 2022	846,520	364,408	1,210,928

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10. CAPITAL STOCK (Continued)**Stock Options**

The Company has an incentive stock option plan (the "Plan") pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Company. The number of common shares granted under each option and the vesting terms thereof are at the discretion of the Board after discussion with management. Options granted under the Plan must have a term of no more than ten years from the date of grant. The exercise price of each option granted under the Plan is in the discretion of the Board, provided that the exercise price cannot be below the closing price of the common shares on the last trading day before the date of grant. The number of common shares that may be optioned under the Plan is limited to 10% of the outstanding common shares from time to time; provided, that any one participant under the Plan shall not be entitled to receive options to acquire an aggregate of greater than 5% (2% in the case of consultants) of the outstanding common shares in any 12-month period.

Summary of option activity:

	Number of Options	Weighted Average Exercise Price \$
Balance at December 31, 2020	-	-
Granted	1,925,000	0.50
Balance December 31, 2021	1,925,000	0.50
Granted	1,775,000	0.50
Balance December 31, 2022	3,700,000	0.50

The following table summarizes stock options outstanding at December 31, 2022:

	Number of Exercisable Options	Weighted Average Exercise	Weighted Average Remaining Years
November 23, 2026	1,925,000	0.50	3.90
August 24, 2027	1,775,000	0.50	4.65
	3,700,000	0.50	4.26

During the year ended December 31, 2022, the Company recorded share-based payments of \$294,400 (2021 - \$552,120) with respect to options granted. The weighted average fair value of these options was estimated using the Black-Scholes option pricing model. The weighted average assumptions used in calculating the fair value are as follows:

	December 31, 2022	December 31, 2021
Exercise price	\$0.500	\$0.500
Market price	\$0.025	\$0.400
Risk-free interest rate	3.34%	1.58%
Expected life of options	5	5
Expected forfeitures	0%	0%
Annualized volatility	100%	100%
Dividend rate	0%	0%
Weighted average fair value per option	\$0.17	\$0.29

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10. CAPITAL STOCK (Continued)

Warrants

As at December 31, 2022, 132,933 warrants are held in escrow.

Summary of warrant activity:

	Number of Warrants	Weighted Average Exercise Price \$
Balance at December 31, 2020	1,010,000	0.50
Granted	2,774,680	0.90
Acquired in RTO	3,577,933	1.50
Balance at December 31, 2021	7,362,613	0.40
Granted	18,528,494	0.50
Expired	(4,234,600)	1.26
Balance at December 31, 2022	21,656,507	0.56

The following table summarizes warrants outstanding at December 31, 2022:

Expiry date	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Years
February 4, 2023	430,000	1.50	0.10
March 22, 2023	1,209,275	0.50	0.22
March 24, 2023	1,135,405	1.00	0.23
May 7, 2023	353,333	1.00	0.35
April 5, 2024	1,655,000	1.00	1.26
May 6, 2024	59,000	1.00	1.35
May 6, 2024	237,500	0.50	1.35
June 29, 2024	5,073,577	0.50	1.50
June 29, 2024	296,868	0.50	1.50
June 8, 2024	7,297,200	0.50	1.44
June 8, 2024	231,049	0.50	1.44
August 24, 2024	2,117,500	0.50	1.65
September 30, 2024	1,550,000	0.50	1.75
September 30, 2024	10,800	0.50	1.75
	21,656,507	0.56	1.31

10. CAPITAL STOCK (Continued)

Warrants (Continued)

During the year ended December 31, 2022, the Company granted 597,735 (2021 – 127,894) broker warrants with a total fair value of \$14,600 (2021 - \$58,900) using the Black-Scholes option pricing model using the following weighted average inputs:

	December 31, 2022	December 31, 2021
Exercise price	\$0.50	\$1.00
Market price	\$0.01	\$0.70
Risk-free interest rate	3.00%	0.28%
Expected life	2	2
Annualized volatility	142%	150%
Dividend rate	0%	0%
Weighted average fair value per warrant (\$CAD)	\$0.02	\$0.46

Annualized volatility was derived from a sample of similar publicly traded companies.

11. ACQUISITION OF DOC HYGIENE PHARMACEUTICALS INC.

On October 12, 2022 the Company acquired Doc Hygiene in exchange for the issuance of a \$195,000 convertible debenture (Note 9) and cash of \$224,875. Doc Hygiene is in the business of consumer sanitation products and the acquisition aligned with the Company’s strategy to offer innovative consumer products direct to consumer.

For accounting purposes, the acquisition of Doc Hygiene was considered an asset acquisition. The results of operations from Doc Hygiene are included in the consolidated financial statements from the acquisition date.

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Consideration	\$
Issuance of convertible note	195,000
Cash	224,875
	419,875
Net assets of Doc Hygiene Pharmaceuticals Inc.	
Cash	273
Accounts payable	(6,304)
Intangible assets - brand, trademark, website	425,906
Total	419,875

12. ACQUISITION OF 1288339 BC LTD.

On September 22, 2021, concurrent with closing of the RTO (Note 13), the Company issued 2,000,000 common shares at a fair value of \$1,200,000 to purchase 1288339 BC, an arm’s-length private company with a license agreement covering certain patent filings and intellectual property. The transaction is accounted for in accordance with guidance provided in IFRS 2, Share-Based Payment, as 1288339 BC did not qualify as a business according to the definition in IFRS 3, Business Combinations. At the acquisition date, 1288339 BC had net assets of \$1,200,000 consisting entirely of intangible assets relating to patent filings and intellectual property.

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13. ACQUISITION OF KICK PHARMACEUTICAL INC.

On September 22, 2021, the Company issued 10,855,200 common shares to the shareholders of Kick. As a result, the shareholders of Kick acquired control of Love Pharma, thereby constituting a RTO of Love Pharma. The transaction was considered a purchase of Love Pharma's net assets by the Kick shareholders. The transaction was accounted for in accordance with guidance provided in IFRS 2, Share-Based Payment, as Love Pharma did not qualify as a business according to the definition in IFRS 3, Business Combinations.

The transaction was recognized as if Kick had issued common shares to the existing Company shareholders outstanding before the transaction in exchange for the net assets acquired. The fair value of the 10,885,200 common shares of Love Pharma was determined to be \$0.60 per common share, as determined by reference to the concurrent financing (Note 10). The fair value of the 3,577,933 warrants were valued at \$167,200 using the Black-Scholes option pricing model using a weighted average exercise price of \$1.45, a 100% volatility rate, a 0.44% risk free return, and a 0.60-year term.

The resulting consolidated statement of financial position is presented as a continuance of Kick and comparative figures presented in the consolidated financial statements prior to the reverse takeover are those of Kick.

IFRS 2 applies to transactions where an entity grants equity instruments and cannot identify specifically some or all the goods or services received in return. Because Kick issued shares with a fair value in excess of the assets received, the difference is recognized in profit or loss as a share listing expense. The amount assigned to the share listing expense of \$6,048,225 is the difference between the fair value of the consideration and the net identifiable assets of Love Pharma acquired by Kick. The fair value of the net assets acquired from Love Pharma as at September 21, 2021 were:

Consideration		
Fair value of 10,885,200 Love Pharma common shares	\$	6,531,125
Fair value of 3,577,933 Love Pharma warrants		167,200
Total consideration paid	\$	6,698,325
Identifiable assets acquired:		
Cash	\$	24,255
Prepays		250,000
Investments		717,142
Trade and other payables		(44,220)
Loan payable		(290,273)
GST liability		(6,804)
Net assets acquired		650,100
Unidentifiable assets acquired:		
Share listing expense		6,048,225
Total net identifiable assets and share listing expense	\$	6,698,325

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14. RELATED PARTY BALANCES AND TRANSACTIONS

Related parties include key management personnel and others considered to have significant influence or control over the Company's operations. The Company has identified the directors and senior officers as key management personnel.

Transactions with related parties and key management personnel are as follows:

	December 31, 2022	December 31, 2021
	\$	\$
Consulting fees - CEO and director	204,250	91,700
Consulting fees, directors	30,350	8,100
Consulting fees, COO	55,080	110,587
Total	289,680	210,387
Stock based compensation - Officers and directors	107,835	236,623
Total	107,835	236,623

The amounts for key management personnel are as follows:

	December 31, 2022	December 31, 2021
Accrued liabilities - Director and officer consulting	4,853	700
Advance to director	-	10,710
	4,853	11,410

15. CAPITAL MANAGEMENT

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. In the management of capital, the Company includes the components of shareholders' equity, which totaled \$187,805 at December 31, 2022 (2021 - \$1,210,898). The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. The Company's strategy for capital management did not change during the year ended December 31, 2022.

16. FINANCIAL INSTRUMENTS AND RISK

Fair value of financial instruments

The Company's financial instruments are comprised of cash, note receivable, investments, accounts payable and accrued liabilities, loans payable, convertible debenture, and derivative liability. The carrying values of the Company's cash, note receivable, accounts payable and accrued liabilities and loans payable approximate their respective fair values due to their short term to maturity.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 reflects valuation based on quoted prices observed in active markets for identical assets or liabilities.
- Level 2 reflects valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 reflects valuation techniques with significant unobservable market inputs.

The Company's investment in Starton is classified as Level 3 and accounted for at cost as an appropriate estimate of fair value (Note 6). The Company's investment in Eleos was classified as Level 3 and accounted for at cost as an appropriate estimate of fair value (Note 6) and its investment in LHG is classified as Level 1. The Company's derivative liability is FVTPL and classified as Level 2.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. As at December 31, 2022 the Company believes it has no significant credit risk associated with cash. The note receivable is unsecured and held by a United Kingdom based third party entity. The Company has considered credit risk associated with the note receivable and determined the risk of loss to be low. The Company is satisfied with the credit ratings of its bank. The Company's exposure to credit risk is the carrying value of the respective financial assets. The Company's management of credit risk has not changed materially from that of the year ended December 31, 2021.

16. FINANCIAL INSTRUMENTS AND RISK (Continued)

Liquidity risk

Liquidity risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$41,608 (2021 - \$334,781) to settle accounts payable and accrued liabilities of \$342,212 (2021 - \$259,436) and loans payable of \$89,370 (2021 - \$223,677). The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. The Company's management of liquidity risk has not changed materially from that of the year ended December 31, 2021. The Company's accounts payables have contractual maturities of 30 days and are subject to normal trade terms, the loans payable are due on December 31, 2023. The Company's convertible debentures are unsecured and mature on October 12, 2027.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company's management of market risks has not changed materially from that of the year ended December 31, 2021.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company believes it has no significant interest rate risk as cash balances are held in accounts which earn nominal interest and note receivable, loans payable, and convertible debenture have fixed rates of interest.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at December 31, 2022, the Company was not exposed to any significant foreign currency risk.

c) Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than interest rates and foreign currency rates), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material price risk at December 31, 2022.

17. SEGMENTED INFORMATION

The Company has one operating segment, being the licensee of technologies relating to certain controlled substances and therapeutic delivery methods in Canada.

LOVE PHARMA INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Expressed in Canadian Dollars

For the years ended December 31, 2022, and 2021

18. SUPPLEMENTAL CASH FLOW DISCLOSURE

Supplemental cash flow disclosure:	\$	\$
Warrants issued as finder fee	14,600	58,900
Shares issued for acquisition of Microdoz	100,000	-
Note receivable received on disposition of Microdoz	100,000	-
Convertible debenture issued to acquire Doc Hygiene	195,000	-
Loan settled in private placement	140,500	-
Impairment - Deposits	123,000	-

There was no cash paid for interest or taxes, for the years ended December 31, 2022, and 2021.

19. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	December 31, 2022	December 31, 2021
	\$	\$
Loss for the year (before tax)	(3,578,736)	(9,521,155)
Expected income tax (recovery)	(966,000)	(2,571,000)
Permanent difference and other	87,000	1,784,000
Share issue cost	(25,000)	(41,000)
Change in unrecognized deductible temporary differences	904,000	828,000
Total income tax expense (recovery)	-	-

The significant components of the Company's deferred tax assets and liabilities that have not been included in the consolidated balance sheet are as follows:

	December 31, 2022	December 31, 2021
	\$	\$
Deferred tax assets (liabilities)		
Share issue costs	46,000	34,000
Investments	187,000	10,000
Intangible assets	494,000	343,000
Non-capital losses available for future years	1,050,000	486,000
	1,777,000	873,000
Unrecognized deferred tax assets	(1,777,000)	(873,000)
Net deferred tax assets	-	-

LOVE PHARMA INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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19. INCOME TAXES (Continued)

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated balance sheet are as follows:

	December 31,		December 31,	
	2022	Expiry Date Range	2021	Expiry Date Range
	\$		\$	
Temporary Differences				
Share issue costs	168,000	2022-2025	7,000	2021-2024
Investments	693,000	No expiry date	-	No expiry date
Intangible assets	1,831,000	No expiry date	-	No expiry date
Non-capital losses available for future years	3,887,000	2040-2041	1,799,200	2040

20. SUBSEQUENT EVENT

The Company issued 5,035,000 stock options exercisable at \$0.05 for a period of five years. The Company also cancelled 3,700,000 stock options.