Consolidated Financial Statements of

BLACKHAWK GROWTH CORP.

For the Years Ended June 30, 2021 and 2020

S H I M

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Blackhawk Growth Corp.

Opinion

We have audited the accompanying consolidated financial statements of Blackhawk Growth Corp. (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including 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 June 30, 2021 and 2020, and its consolidated financial performance and cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

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

Material Uncertainty Related to Going Concern

We draw attention to Note 3 of the consolidated financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information, other than the consolidated financial statements and our auditors' report thereon, included in Management's Discussion and Analysis report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, 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 scepticism throughout the audit. We also:

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Dong H. Shim.

"SHIM & Associates LLP"

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, Canada
October 28, 2021

BLACKHAWK GROWTH CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

		June 30, 2021		June 30, 2020
ASSETS				
Current assets				
Cash and cash equivalents	$	419,617	$	619,373
Trade and other receivables (note 11(a))		175,012		45,269
Prepaid expenses and deposits		481,572		99,106
Investment at fair value – Short term loans (note 7)		259,609		349,609
Investments at fair value – equity (note 7)		6,318,835		1,170,000
Total assets	**$**	**7,654,645**	**$**	**2,283,357**
LIABILITIES				
Current liabilities				
Trade and other payables (note 9 and 11(b))	$	60,280	$	429,145
		60,280		429,145
SHAREHOLDERS' EQUITY				
Share capital (note 8)		20,232,108		12,607,944
Subscription receivable (note 8)		(50,000)		-
Contributed surplus		1,768,263		1,081,869
Deficit		(14,356,006)		(11,835,601)
Total shareholders' equity		7,594,365		1,854,212
Total liabilities and shareholders' equity	**$**	**7,654,645**	**$**	**2,283,357**

Going concern (note 3)
Subsequent events (note 14)

See accompanying notes to the consolidated financial statements.

Approved for issuance by the Board of Directors on October 28, 2021

Signed *"Dave Antony"*
Director

Signed *"Frederick Pels"*
Director

BLACKHAWK GROWTH CORP.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

Years ended June 30,		**2021**		2020
Revenues				
Net investment gains (losses)				
Net change in unrealized gain on investments (note 7)	$	774,803	$	917,725
Net realized gain (loss) on disposal of investments (note 7)		21,356		(1,150,000)
Interest revenue (note 7)		37,249		78,682
Net revenues (losses)		**833,408**		(153,593)
Expenses				
General and administrative		293,233		333,008
Consulting (note 9)		2,097,198		582,274
Directors fee (note 9)		18,000		8,750
Professional fees		171,254		197,581
Bank service charges		2,908		1,588
Bad debt		-		51,945
Share based compensation (note 8)		756,920		79,689
Total expenses		**3,339,513**		1,254,835
Loss before other items		(2,506,105)		(1,408,428)
Other income (expenses)				
Other income		61,259		19,860
Gain (loss) on settlement of debts (note 8)		(75,559)		50,647
Write-off of investments (note 7)		-		(527,300)
Total other expenses		**(14,300)**		(456,793)
Net loss and comprehensive loss	**$**	**(2,520,405)**	$	(1,865,221)
Weighted average shares outstanding, basic and diluted		17,493,276		5,240,368
Net loss per share				
Net loss basic and diluted	$	(0.14)	$	(0.36)

See accompanying notes to the consolidated financial statements

BLACKHAWK GROWTH CORP.
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Number of shares	Amount	Subscriptions receivable	Contributed surplus	Deficit	Total
Balance, June 30, 2019	**3,246,415**	**$ 9,749,813**	**$ -**	**$ 846,680**	**$ (9,970,380)**	**$ 626,113**
Shares issued pursuant to:						
Purchase of investments	1,540,000	1,645,000	-	-	-	1,645,000
Private placement	2,000,000	1,000,000	-	-	-	1,000,000
Exercise of warrants	160,000	200,000	-	-	-	200,000
Debt settlements	16,286	13,131	-	-	-	13,131
Share-based compensation	-	-	-	79,689	-	79,689
Warrants issued for purchase of investments	-	-	-	155,500	-	155,500
Net loss for the year	-	-	-	-	(1,865,221)	(1,865,221)
Balance, June 30, 2020	**6,962,701**	**$ 12,607,944**	**$ -**	**$ 1,081,869**	**$ (11,835,601)**	**$ 1,854,212**
Shares issued pursuant to:						
Purchase of investments	8,491,738	3,247,935	-	-	-	3,247,935
Private placement	5,000,000	2,500,000	-	-	-	2,500,000
Exercise of stock options	1,052,000	463,649	-	(200,649)	-	263,000
Debt settlements	3,746,136	1,621,005	-	-	-	1,621,005
Share issue costs	-	(208,425)	-	130,123	-	(78,302)
Share subscriptions receivable	-	-	(50,000)	-	-	(50,000)
Share-based compensation	-	-	-	756,920	-	756,920
Net loss for the year	-	-	-	-	(2,520,405)	(2,520,405)
Balance, June 30, 2021	**25,252,575**	**$ 20,232,108**	**$ (50,000)**	**$ 1,768,263**	**$ (14,356,006)**	**$ 7,594,365**

See accompanying notes to the consolidated financial statements

BLACKHAWK GROWTH CORP.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

Years ended June 30,	**2021**	2020
Cash provided by (used in)		
Operations:		
Net loss from operations	$ (2,520,405)	$ (1,865,221)
Items not affecting cash:		
Net change in unrealized gain on investments	(774,803)	(917,725)
Realized loss (gain) on investments	(21,356)	1,150,000
Accrued interest income	(37,249)	(78,621)
Bad debt	-	51,945
Share based compensation	756,920	79,689
Loss (gain) on settlement of debts	75,559	(50,647)
Write off of investments	-	527,300
Change in operating working capital		
Trade and other receivables	(140,937)	(22,490)
Purchase of investments	(1,085,055)	(59,609)
Proceeds on disposition of investments	103,439	-
Prepaid expenses and deposits	(382,466)	61,816
Trade and other payables	1,191,898	377,605
Cash used for continued operations	(2,834,455)	(745,958)
Finance:		
Proceeds for issuance of shares (net)	2,371,699	1,200,000
Exercise of stock options	263,000	-
Cash provided by finance	2,634,699	1,200,000
Net change in cash and cash equivalents	(199,756)	454,042
Cash and cash equivalents, beginning of the year	619,373	165,331
Cash and cash equivalents, end of the year	$ 419,617	$ 619,373
Supplemental cash flow information:		
Income taxes paid	$ -	$ -
Interest received	$ -	$ -

See accompanying notes to the consolidated financial statements.

1. General information:

Blackhawk Growth Corp. (the "Company") was incorporated under the Business Corporations Act (Alberta) on March 25, 1986.

The Company invests in equity and debt instruments of companies to generate positive returns for shareholders.

The Company's registered office is located at Suite 3810, Bankers Hall West, 888 - 3 Street SW, Calgary, Alberta, T2P 5C5.

2. Basis of preparation:

Statement of compliance

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars, unless otherwise noted. The Company presents its consolidated financial position on a non-classified basis in order of liquidity.

Basis of presentation

The consolidated financial statements have been prepared on a historical cost basis except as disclosed in note 4. These consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

3. Going concern:

For the year ended June 30, 2021, the Company reported a net and comprehensive loss of $2,520,405 (2020 – $1,865,221) and has an accumulated deficit of $14,356,006 (2020 - $11,835,601). These conditions indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. As at June 30, 2021, the Company has $419,617 (2020 - $619,373) in cash available to meet its liabilities as they become due. The Company will manage its activity levels, expenditures and commitments based on its current cash position.

The consolidated financial statements have been prepared on the basis that the Company will continue to operate as a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to generate additional financial resources in order to meet its planned business objectives. Financial resources will come in the form of debt and/or equity financing. These consolidated financial statements do not reflect adjustments in the amounts and classifications of assets and liabilities reported that would be necessary if the going concern assumption was not appropriate. Such adjustments could be material.

3. Going concern (continued):

In March 2020, the World Health Organization declared a global pandemic known as COVID-19. This is causing significant financial market and social dislocation. This has also resulted in significant economic uncertainty and consequently, it is difficult to reliably measure the potential impact of this uncertainty on the Company's future financial results.

4. Significant accounting policies:

These policies have been applied consistently for all periods presented in these consolidated financial statements.

a.) Basis of consolidation

These consolidated financial statements have been prepared in accordance with IFRS 10, Consolidated Financial Statements ("IFRS 10"), and include the accounts of the Corporation and its former wholly owned consolidated subsidiary. As discussed under critical accounting estimates and judgements, the Company has determined it meets the definition of an investment entity.

Consolidated subsidiary

In accordance with IFRS 10, subsidiaries are those entities that provide investments-related services and that the Company controls by having the power to govern the financial and operating polices of the entity. Such entities would include those who incur management and consulting fees for the Company's day to day operations. All intercompany amounts and transactions amongst these consolidated entities have been eliminated upon consolidation.

The Company's only consolidated entity was Blackhawk Resource Operating Corp., which was disposed of on January 31, 2019. The Company has a wholly owned subsidiary in Delaware, which is a consolidated entity that has been inactive throughout the year ended June 30, 2021.

Interests in unconsolidated subsidiaries

In accordance with the amendments for investment entities under IFRS 10, interests in subsidiaries other than those that provide investment related services are accounted for at fair value through profit or loss rather than consolidating them. As discussed under critical accounting estimates and judgements, management exercised judgement when determining whether subsidiaries are investment entities.

The entity, NuWave Foods Inc. ("NuWave") is significantly influenced or controlled by the Company either directly or indirectly and are held as investments. NuWave's principal place of business is in Canada.

The entities, Noble Line Inc., Sac Pharma Partners Inc. and Trip Pharma Inc. are significantly influenced or controlled by the Corporation either directly or indirectly and are held as investments.

4. Significant accounting policies (continued):

b.) Cash and cash equivalents

Cash comprises cash on hand. Other investments (term deposits and certificates of deposit) with an original term to maturity at purchase of three months or less are reported as cash equivalents in the consolidated statement of financial position.

c.) Foreign currency translation

The Company's former and current consolidated subsidiaries had the same functional currency as that of the Company and translates foreign denominated monetary assets and liabilities at the exchange rate prevailing at period end; non-monetary assets, liabilities and related depreciation at historic rates; revenues and expenses at the average rate of exchange for the period; and any resulting foreign exchange gains or losses are included in the consolidated statement of comprehensive loss.

d.) Taxes

The Company follows the liability method of accounting for taxes. Under this method, deferred tax assets and liabilities are recognized based on the estimated tax effects of temporary differences in the carrying amount of assets and liabilities in the consolidated financial statements and their respective tax bases.

Deferred tax assets and liabilities are calculated using the enacted or substantively enacted income tax rates that are expected to apply when the asset is recovered or the liability is settled. Deferred tax assets or liabilities are not recognized when they arise on the initial recognition of an asset or liability in a transaction (other than in a business combination) that, at the time of the transaction, affects neither accounting nor taxable profit.

Deferred tax assets for deductible temporary differences and tax loss carry forwards are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences or tax loss carry forwards can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date, and is reduced if it is no longer probable that sufficient future taxable profits will be available against which the temporary differences or tax loss carry forwards can be utilized.

Current tax is calculated based on net earnings for the year, adjusted for items that are non-taxable or taxed in different periods, using income tax rates that are enacted or substantively enacted at each reporting date.

Income taxes are recognized in equity or other comprehensive income, consistent with the items to which they relate.

4. Significant accounting policies (continued):

e.) Revenue recognition

Purchases and sales of investments are recognized on the trade date. Realized gains and losses on disposal of investments and unrealized gains and losses in the value of investments are reflected in the consolidated statement of loss and comprehensive loss. Upon disposal of an investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition.

The Company recognizes interest income as the interest is earned using the accrual method.

f.) Share based compensation

The Company's Stock Option Plan (the "Option Plan") provides current employees with the right to elect to receive common shares in exchange for options surrendered. The Company records compensation expense over the graded vesting period based on the fair value of options granted. Compensation expense is recorded in the consolidated statement of comprehensive loss as share based compensation expense with a corresponding credit to contributed surplus. When stock options are exercised, the proceeds, together with the amount recorded in contributed surplus, are recorded in share capital. The fair value of stock options granted is estimated using the Black-Scholes option pricing model, taking into account amounts that are believed to approximate the forfeiture rate, volatility of the trading price of the Company's shares, the expected lives of the awards of stock based compensation, the fair value of the Company's stock and the risk-free interest rate, as determined at the grant date. Forfeitures are estimated through the vesting period based on past experience and future expectations, and adjusted upon actual vesting.

g.) Financial instruments (investments at fair value)

Classification

All investments at fair value are classified upon initial recognition and are designated as fair value through profit or loss with changes in fair value reported in the consolidated statement of loss and comprehensive loss.

Recognition, derecognition and measurement

Purchases and sales of investments are recognized on the trade date.

Equity investments and loan investments are designated at fair value through profit or loss are initially recognized at fair value. Transaction costs are expensed as incurred in the consolidated statement of loss and comprehensive loss. Investments are derecognized when the rights to receive cash flow from the investment has expired or the Company has transferred the financial asset and the transfer qualifies for derecognition.

4. Significant accounting policies (continued):

g.) Financial instruments (investments at fair value) (continued)

Recognition, derecognition and measurement (continued)

Subsequent to initial recognition, all investments are measured at fair value. Gains and losses arising from changes in the fair value of the investments at fair value through profit or loss category are presented in the consolidated statement of loss and comprehensive loss within net change in unrealized and realized gains or losses on investments in the period in which they arise.

Determination of fair values

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the consolidated financial statements.

The Company is also required to disclose details of its investments within three hierarchy levels (Level 1, 2, or 3) as defined in note 7, based on the transparency of inputs used in measuring or disclosing the fair value, and to provide additional disclosure in connection therewith.

Equity investments

Securities including shares, and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the consolidated statement of financial position date or the closing trade price on the last day the security traded if there were no trades at the consolidated statement of financial position date. These are included in Level 1 in note 7.

For warrants not traded in an active market, no market value is readily available. When there are sufficient and reliable observable market inputs, the Black-Scholes valuation technique is used. These are included in Level 2 in note 7. When no sufficient and reliable observable market inputs are available the warrants would be carried at a Nil value, until a market value can be determined or the Black Sholes technique can be used.

The determinations of fair value of the Company's privately-held investments are evaluated based on the financial information available from the private company, including financial statements, cash forecasts, and other completed private placements as well as comparative other companies in the same industry. These are included in Level 3 in note 7.

4. Significant accounting policies (continued):

g.) Financial instruments (investments at fair value) (continued)

Loan investments

When determining the fair value of short term loans, the Company considers the nature and length of the loan, interest on the loan, business risk of the investee company and any other factors that may be relevant to the ongoing and realizable value of the loan investments. The short term loans would be included in Level 3.

h.) Financial instruments other than investments held at fair value

The Company classifies its financial instruments into one of the following categories: fair value through profit or loss, and financial assets or liabilities measured at amortized cost. All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods is dependent on the classification of the respective financial instrument.

Fair value through profit or loss financial instruments are subsequently measured at fair value with changes in fair value recognized in the statement of loss and comprehensive loss. Financial instruments classified as amortized cost are measured at amortized cost using the effective interest method.

Cash and cash equivalents, and trade and other receivables and trade and other payables are classified as assets or liabilities measured at amortized cost. Investments are classified as assets measured at fair value through profit or loss.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized immediately in the consolidated statement of loss and comprehensive loss. Transaction costs in respect of financial instruments classified at amortized cost are included in the initial measurement of the financial instrument and amortized to the consolidated statement of loss and comprehensive loss using the effective interest method.

i.) Per common share amounts

Basic per share amounts are calculated by dividing the net earnings or loss by the weighted average number of shares outstanding during the year. Diluted per share amounts are calculated by using the treasury stock method, by adjusting the weighted average number of shares outstanding for the potential number of issued instruments which may have a dilutive effect on net earnings or loss. This method assumes that proceeds received from the exercise of in-the-money instruments are used to repurchase common shares at the average market price for the year.

5. Critical accounting estimates and judgments:

The Company has made estimates and assumptions regarding certain assets, liabilities, revenues and expenses in the preparation of the consolidated financial statements. Such estimates primarily relate to unsettled transactions and events as of the date of the consolidated financial statements. Accordingly, actual results may differ from estimated amounts. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Accounting Estimates:

a) Share based compensation

The Company measures the cost of share-based compensation transactions with employees by reference to the fair value of the equity instruments. Estimating fair value for share-based compensation transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, forfeiture rate, volatility and dividend yield of the share option. The Company measures the cost of share-based compensation transactions with consultants by reference to the fair value of the services to be performed.

b) Taxes

Tax interpretations, regulations and legislation are subject to change and as such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the probability that they will be realized from future taxable earnings.

c) Fair value of investments in securities not quoted in an active market or private company investments:

Where the fair value of financial assets recorded on the consolidated statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgement is required to establish fair values. The Company will look at the financial information provided by the investee, as well as comparative company information available to determine a fair value.

Accounting Judgments:

a) Determination of investment entity

Judgement is required when making the determination that the Company or its subsidiaries meet the definition of an investment entity under IFRS. In accordance with IFRS 10, an investment entity is an entity that: "obtains funds from one or more investors for the purpose of providing them with investment management services, commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income or both, and measures and evaluates the performance of substantially all of its investments on a fair value basis."

5. Critical accounting estimates and judgments (continued):

Accounting Judgments (continued):

b) Determination of investment entity (continued):

In addition, IFRS 10 clarifies that an investment entity may earn fee income from the provision of investment related services to external parties. In determining its status as an investment entity, the Company has determined that fair value is the primary measurement attribute used to monitor and evaluate its investments.

c) Going concern

The Company has experienced lower than planned revenue combined with operating losses. Management has assessed and concluded that the going concern assumption is appropriate for a period of at least twelve months following the end of the reporting period. Management applied significant judgement in arriving at this conclusion including the amount of new investments and total realized gain on investments to be generated to provide sufficient cash flow to continue to fund operations and other committed expenditures; the timing of generating those cash inflows and the timing of the related expenditures; the ability to raise additional capital to support ongoing operations; and the assessment of potentially discretionary expenditures that could be delayed in order to manage cash flows. Given the judgement involved, actual results may lead to a materially different outcome.

6. Adopted and future accounting standards:

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's consolidated financial statements.

7. Investments at fair value and financial instruments hierarchy:

Financial hierarchy:

Fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

7. Investments at fair value and financial instruments hierarchy (continued):

The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

In accordance with IFRS 10, the fair value of the Company's investments includes the fair value of entities that are controlled by the Company.

Equity investments consist of the following as at June 30, 2021:

Company	Cost	Level 1	Level 2	Level 3	Total FV	% of total FV
Noble Line Inc.	$ 951,195	$ –	$ –	$ 901,145	$ 901,145	14%
NuWave Foods Inc.	783,892	–	–	783,892	783,892	12%
Gaia Grow Corp.	1,050,000	1,500,000	–	–	1,500,000	24%
Fantasy Aces Daily Fantasy Sports Corp.	455,268	9,470	–	–	9,470	0%
Engine Media Holdings, Inc.	41,043	–	56,377	–	56,377	1%
SAC Pharma Partners Inc.	1,890,000	–	–	1,890,000	1,890,000	30%
Spaced Foods Inc.	254,607	–	–	254,607	254,607	4%
Trip Pharma Inc.	923,344	–	–	923,344	923,344	15%
Total Investments at Fair Value	**$6,349,349**	**$ 1,509,470**	**$ 56,377**	**$ 4,752,988**	**$ 6,318,835**	**100%**

7. Investments at fair value and financial instruments hierarchy (continued):

Equity investments consist of the following as at June 30, 2020:

Company	Cost	Level 1	Level 2	Level 3	Total FV	% of total FV
Noble Line Inc.	$ 50,050	$ –	$ –	$ –	$ –	0%
NuWave Foods Inc.	420,000	–	–	420,000	420,000	36%
Gaia Grow Corp.	1,050,000	750,000	–	–	750,000	64%
Fantasy Aces Daily Fantasy Sports Corp.	455,268	–	–	–	–	0%
Total Investments at Fair Value	**$ 1,975,318**	**$ 750,000**	**$ –**	**$ 420,000**	**$ 1,170,000**	**100%**

Gaia Grow Corp.

The Company owns 30,000,000 common shares of Gaia Grow Corp. (“Gaia”). The shares of Gaia are included in Level 1 and had a fair value of $1,500,000 at June 30, 2021 (2020 - $750,000). The Company recorded an unrealized gain of $750,000 for its investment in Gaia during the year ended June 30, 2021 (2020 - an unrealized loss of $300,000).

Gaia is a publicly traded Canadian corporation focused on farming Industrial Hemp for Medical Purposes whose shares are traded on the TSX-V under the symbol GAIA. The Company acquired this investment as a result of selling 100% of its interests in the leases for The Green Room’s retail cannabis dispensary locations via its interests in 1202465 BC Ltd. and 1216372 BC Ltd. to Gaia resulting in a realized loss of $1,150,000 during the year ended June 30, 2020.

Fantasy Aces Daily Fantasy Sports Corp.

The Company owns 3,642,146 common shares of Fantasy Aces Daily Fantasy Sports Corp. (“Fantasy”) which is a publicly traded US corporation focused on providing fantasy sports games, social media, and advertising in the United States. The shares of Fantasy are included in Level 1 and had a fair value of $9,470 at June 30, 2021 (2020 - $Nil). The Company recorded an unrealized gain of $9,470 for its investment in Fantasy during the year ended June 30, 2021 (2020 - $Nil).

Noble Line Inc.

The Company owns 100% of the common shares of Noble Line Inc. (“Noble”). As at September 30 2020 the Company owned 71,500 common shares of Noble with an initial cost of $50,050 which represented approximately 10.6% of the common shares outstanding of Noble.

7. Investments at fair value and financial instruments hierarchy (continued):

On November 17, 2020, the Company acquired remaining balance or 89.4% of the outstanding share capital of Noble by issuing 2,131,738 common shares of the Company with a cost of $532,934 (note 8). During the year ended June 30, 2021, the Company provided advances to Noble of $368,211 incurred as an investment in Noble.

As at June 30, 2021 the fair market value of Noble was estimated to be $901,145 (2020 - $Nil) and is included in Level 3.

Noble operates an on-line store with an array of CBD/hemp consumable and topical products. Manufacturing and fulfillment operations are based out of Colorado and California.

Nu Wave Foods Inc.

The Company owns 7,650 common shares of Nu Wave Foods Inc. ("Nu Wave") with an initial cost of $420,000 which represents 51% of the common shares outstanding in Nu Wave. During the year ended June 30, 2021, the Company provided advances to Nu Wave of $363,892 incurred as an investment in Nu Wave.

The cost of the holdings is $783,892 (2020 - $420,000) and is included in Level 3. Nu Wave is a fully licensed commercial kitchen and baked goods manufacturer that is developing shelf-stable baked goods with no preservatives, solving a long-time issue in baked food.

Sac Pharma Partners Inc.

During the year ended June 30, 2021 the Company acquired 100% of the common shares of Sac Pharma Partners Inc. ("SAC Pharma") by issuing 5,040,000 common shares of the Company with a cost of $1,890,000 (note 8) and is included in Level 3.

Sac Pharma, through its wholly-owned subsidiary, SAC Pharma Partners USA, Inc. operates a facility for the licensed production of cannabis in California. SAC Pharma became fully operational in the regulated cannabis business when commercial sales became legal in California on January 1, 2018.

Trip Pharma Inc. – Operating as LeichtMind Clinics

On October 13, 2020, the Company acquired 100% of the common shares of Trip Pharma Inc. ("LeichtMind") by issuing 1,320,000 common shares of the Company with a cost of $825,000 (note 8) and is included in Level 3. During the year ended June 30, 2021, the Company provided advances to LeichtMind of $98,344 incurred as an investment in LeichtMind.

7. Investments at fair value and financial instruments hierarchy (continued):

Trip Pharma Inc. – Operating as LeichtMind Clinics (continued)

LeichtMind is a psychedelic development and wellness company based in Edmonton, Alberta. On January 21, 2021 LeichtMind opened the first LeichtMind Clinic, located in Edmonton. The clinic has begun seeing patients and will provide a supply of high-quality products for use in research and prescription for clinical patients. LeichtMind intends to conduct research in psilocybin producing mushrooms, is in the process of submitting an application for a Controlled Drugs and Substances Dealers License in Canada and is working to source a library of Psilocybin Cubensis genetics.

Engine Media Holdings Inc.

On January 22, 2021, the Company settled the loan balances and other receivables from UMG Media Corp. which was acquired by Engine Media Holdings Inc. ("Engine Media") in exchange of 7,703 shares and 3,852 warrants of Engine Media resulting in a loss of settlement of $15,317 during the year ended June 30, 2021.

7,703 shares of Engine Media were acquired with a cost of $82,083 based on the quoted share price of Engine Media on January 22, 2021. In June 2021, the Company sold all shares of Engine Media for gross proceeds of $103,439 and realized a gain of $21,356 on its investment in Engine Media.

The fair value of 3,852 warrants acquired was estimated to be $41,043 using the Black-Scholes pricing model, taking into account amounts that are believed to approximate the volatility of the trading price of Engine Media's shares, the expected lives of the warrants, the fair value of Engine Media's stock and the risk-free interest rate, as determined at the grant date. At June 30, 2021 the fair value of warrants was estimated to be $56,377 using the Black-Scholes pricing model, resulting in an unrealized gain of $15,334 during the year ended June 30, 2021.

Spaced Food Inc.

On January 23, 2020, the Company entered into a definitive share purchase agreement to acquire all of the outstanding shares of Spaced Food Inc. ("Spaced Food"). The consideration to acquire Spaced Food was up to 10,000,000 common shares of the Company and the number of common shares to be issued to Spaced Food was based on the "Gross Revenue" of Spaced Food up to March 31, 2021.

7. Investments at fair value and financial instruments hierarchy (continued):

Spaced Food Inc. (continued)

On January 26, 2021, the agreement was amended to extend the closing date to December 2021. During the year ended June 30, 2021 the Company provided advances to Spaced Food of $254,607 as an investment in Spaced Food.

Emergence Technology Pty. Ltd.

On April 22, 2020, the Company acquired the ongoing rights to distribute 2019-nCoV Ab test kits used in the detection of COVID-19 from Emergence Technology Pty. Ltd ("Emergence") with a cost of $480,500. During the year ended June 30, 2020, the investment was written down to $Nil.

Medigen Biotechnology Corporation

In August 2020, the Company entered into a distribution agreement with Medigen Biotechnology Corporation and its affiliate company TBG Biotechnology Corp. to distribute certain diagnostic products, including an ExProbe SARS-CoV-2 Testing Kit and a SARS-CoV-2 IgG/IgM Rapid Test Kit (collectively, the "Test Kits") used in the detection of antibodies associated with COVID-19. For the year ended June 30, 2021, the Company recorded a net revenue of $26,914 in relation to sales of Test Kits.

Short term loans

Short term loan investments consist of the following:

	June 30, 2021	June 30, 2020
Short term loans	$ 259,609	$ 349,609
Total loan investments	**$ 259,609**	**$ 349,609**

The carrying value of the Company's short-term loans approximates their fair value due to the short-term nature of these loans and would be included in level 3 of the financial instruments' hierarchy.

The loan to Noble no longer existed since the Company acquired the remaining issued and outstanding shares of Noble in November 2020.

As at June 30, 2021, the Company's short-term loans included one (2020 – one) related party loan for a total of $259,609 (June 30, 2020 - $259,609) (note 9).

7. Investments at fair value and financial instruments hierarchy (continued):

Short term loans **(continued)**

During the year ended June 30, 2021, the Company recorded interest income of $37,249 (2020 - $78,621) for the outstanding short-term loans, of which $Nil (2020 - $46,800) related to the Noble loan that was written down to $Nil (2020 - $Nil). At June 30, 2021, interest receivable of $56,688 is included in trade and other receivables.

8. Share capital:

a) Authorized:

Unlimited number of common voting shares and preferred shares

b) Issued:

Shares issued during the year ended June 30, 2021:

On July 28, 2020, the Company issued 5,040,000 common shares valued at $1,890,000 for the purchase of 100% of the common shares of SAC Pharma (note 7).

On October 16, 2020 the Company issued 1,320,000 common shares valued at $825,000 for the purchase of 100% of the common shares of LeichtMind (note 7).

On November 17, 2020 the Company issued 2,131,738 common shares valued at $532,935 for the purchase of 89.4% of the common shares of the Noble (note 7).

During the year ended June 30, 2021 the Company issued a total of 1,052,000 common shares pursuant to the exercise of stock options at an exercise price of $0.25 for gross proceeds of $263,000. The fair value of the options in the amount of $200,649 was reclassed from contributed surplus to share capital.

During the year ended June 30, 2021, the Company issued a total of 3,349,136 common shares at a fair value of $1,430,445 to settle outstanding balances of $1,308,500 owing to its vendors, in connection with services previously provided to the Company. The Company recorded a loss on settlement of debt in the amount of $121,945.

On March 31, 2021, the Company completed a private placement of 5,000,000 units at a price of $0.50 per unit for gross proceeds of $2,500,000. Each unit consists of one common share of the Company and one common share purchase warrant entitling the holder to acquire an additional common share at a price of $0.60 for a period of 24 months. The Company paid finders' fees of $78,302 in cash and issued 154,970 warrants exercisable at $0.60 for a period of 24 months to finders with a fair value of $130,123. As at June 30, 2021, the Company has a subscription receivable of $50,000 from its chief executive officer.

8. Share capital (continued):

b) Issued (continued):

On June 30, 2021, the Company issued 397,000 common shares at a fair value of $190,560 to settle outstanding balance of $208,355 owing to one vendor, in connection with services previously provided to the Company. The Company recorded a gain on settlement of debt in the amount of $17,795.

Shares issued during the year ended June 30, 2020:

On July 29, 2019, the Company issued 800,000 common shares valued at $900,000 for the purchase of 100% of the common shares of 1216372 BC Ltd., a company that has two retail leased location in BC.

On December 18, 2019, the Company completed a private placement of 2,000,000 units at a price of $0.50 per unit for gross proceeds of $1,000,000. Each unit consists of common share of the Company, and one common share purchase warrant entitling the holder to acquire an additional common share at a price of $1.25 for a period of sixty months. No finders' fees or commissions were paid in connection with completion of the placement.

On March 10, 2020, the Company issued 8,952 common shares, at a fair value of $6,714, to settle outstanding balance of $11,190 owing to its chief financial officer, in connection with services previously provided to the Company. The Company recorded a gain on settlement of debt in the amount of $4,476.

On April 3, 2020, the Company issued 480,000 common shares valued at $420,000 for the purchase of 51% of the common shares of Nu Wave (note 7).

On April 22, 2020, the Company issued 260,000 common shares valued at $325,000 and 200,000 warrants valued at $155,500 to Emergence in consideration for the ongoing rights to distribute 2019-nCoV Ab test kits used in the detection of COVID-19.

In May 2020, the Company issued 160,000 common shares pursuant to the exercise of 160,000 share purchase warrants at a post consolidated exercise price of $1.25 for gross proceeds of $200,000.

On May 27, 2020, the Company issued 7,334 common shares, at a fair value of $6,417, to settle outstanding balance of $9,167 owing to its chief financial officer, in connection with services previously provided to the Company. The Company recorded a gain on settlement of debt in the amount of $2,750.

8. Share capital (continued):

c) Warrants:

On December 18, 2019, the Company issued 2,000,000 warrants with an exercise price of $1.25 per common share of the Company for a period of sixty months.

On April 24, 2020, the Company issued 200,000 warrants with an exercise price of $1.50 per common share of the Company for a period of twenty-four months in connection with the distribution rights acquired from Emergence. The warrants had a fair value of $155,500 calculated using Black-Scholes Option Pricing Model using the following assumptions: stock price – $1.125; exercise price – $1.50; expected life – two years; volatility – 162%; dividend yield – $nil; and risk-free rate – 0.32%.

On March 31, 2021, the Company issued 5,000,000 warrants with an exercise price of $0.60 per common share of the Company for a period of twenty-four months in connection of the private placement. The Company also issued 154,970 finders' warrants with an exercise price of $0.60 per common share of the Company for a period of twenty-four months. The finders' warrants had a fair value of $130,123 calculated using Black-Scholes Option Pricing Model using the following assumptions: stock price – $0.95; exercise price – $0.60; expected life – two years; volatility – 205%; dividend yield – $Nil; and risk-free rate – 0.24%.

Warrants transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance at June 30, 2020	2,040,000	$ 1.25
Issued	5,154,970	$ 0.60
Balance at June 30, 2021	**7,194,970**	**$ 0.79**

The following table summarizes information about warrants outstanding at June 30, 2021:

Outstanding	Remaining Life (years)	Exercise Price
1,840,000	3.47	$ 1.25
200,000	0.82	$ 1.50
5,154,970	1.75	$ 0.60
7,194,970	**2.16**	**$ 0.79**

d) Stock options:

The Company has implemented a stock option plan for directors, officers, employees, and consultants. The exercise price of each option approximates the market price for the common shares on the date the option was granted. Options granted under the plan generally vest over an eighteen-month period from the date of the grant and expire five years after the grant date. The maximum number of common shares to be issued upon the exercise of options granted under the plan is 2,525,258 (2020 – 696,270) common shares.

8. Share capital (continued):

d) Stock options (continued):

On July 27, 2019, the Company granted 144,000 stock options to directors, officers and consultants. The stock options have an exercise price of $2.50 and expire on July 27, 2024. The stock options vest one third on the grant date, one third six months after the grant date and the balance on the twelve months date after the grant date. The fair value of the options was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $1.125; exercise price – $2.50; expected life – five years; volatility – 113%; dividend yield – $Nil; and risk-free rate – 1.42%.

On August 11, 2020, the Company granted 400,000 stock options to directors, officers and consultants. The stock options have an exercise price of $1.25 and expire on August 11, 2022. The stock options vest quarterly over the next twelve months. The fair value of the options was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.625; exercise price – $1.25; expected life – two years; volatility – 188%; dividend yield – $Nil; and risk-free rate – 0.25%.

On December 8, 2020, the Company granted 200,000 stock options to directors, officers and consultants. The stock options have an exercise price of $0.25 and expire on December 8, 2021. The stock options vest immediately. The fair value of the options was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.25; exercise price – $0.25; expected life – one year; volatility – 236%; dividend yield – $Nil; and risk-free rate – 0.26%.

On December 10, 2020, the Company granted 852,000 stock options to directors, officers and consultants. The stock options have an exercise price of $0.25 and expire on December 10, 2021. The stock options vest immediately. The fair value of the options was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.25; exercise price – $0.25; expected life – one year; volatility – 236%; dividend yield – $Nil; and risk-free rate – 0.26%.

On March 1, 2021, the Company granted 450,000 stock options to directors, officers and consultants. The stock options have an exercise price of $0.69 and expire on March 1, 2026. The stock options vest one third six months after the grant and one third every six months thereafter. The fair value of the options was calculated using Black-Scholes option pricing model with the following assumptions: stock price – $0.70; exercise price – $0.69; expected life – five years; volatility – 159%; dividend yield – $nil; and risk-free rate – 0.85%.

8. Share capital (continued):

d) Stock options (continued):

The details of this stock options issued are as follows:

	Year ended June 30, 2021		Year ended June 30, 2020	
	Number of Options	Exercise Price	Number of Options	Exercise Price
Options outstanding, beginning of year	84,000	$2.50	60,000	$2.50
Issued	1,902,000	$0.56	144,000	$2.50
Expired	(20,000)	$2.50	-	-
Exercised	(1,052,000)	$0.25		
Cancelled	(88,000)	$1.36	(120,000)	$2.50
Options outstanding, end of year	**826,000**	**$1.03**	**84,000**	**$2.50**
Exercisable, end of year	**296,000**	**$1.49**	**62,667**	**$2.50**

The following table summarizes information about stock options outstanding and exercisable at June 30, 2021:

Outstanding	Exercisable	Remaining Life (years)	Exercise Price
320,000	240,000	1.12	$1.25
56,000	56,000	3.08	$2.50
450,000	-	4.67	$0.69
826,000	**296,000**	**3.19**	**$1.49**

The following table summarizes information about stock options outstanding and exercisable at June 30, 2020:

Outstanding	Exercisable	Remaining Life (years)	Exercise Price
20,000	20,000	0.10 years	$2.50
64,000	42,667	4.08 years	$2.50
84,000	**62,667**	**3.13 years**	**$2.50**

8. Share capital (continued):

e) Restricted Share Units:

In January 2021 the Company implemented a restricted share unit plan for directors, officers, employees, and consultants.

On March 1, 2021, the Company granted 950,000 restricted share units ("RSU") to directors, officers and consultants. The restricted share units vest on January 1, 2022 with immediate vesting on a change of control or end of involvement as a director or officer of the Company. The Company recorded expense of $262,958 related to the restricted share units granted during the year ended June 30, 2021.

The details of restricted share units issued are as follows:

	Year ended June 30, 2021
	Number of RSU
RSU outstanding, beginning of year	-
Issued	950,000
RSU outstanding, end of year	**950,000**
Exercisable, end of year	**-**

As at June 30, 2021, the remaining life of the outstanding RSU is 0.51 years.

9. Key management compensation and related party transactions:

Key management personnel are composed of the Company's directors and officers.

For the year ended June 30, 2021, the Company incurred consulting fees of $175,500 (2020 – $52,897), directors fees of $18,000 (2020 - $8,750), paid to companies which are controlled or associated by key management of the Company. At June 30, 2021, $1,489 (2020 - $4,685) remained payable to related parties.

During the year ended June 30, 2021 the Company granted stock options to related parties for the value of $145,279 (2020 - $Nil) and restricted shares units for the value of $262,958 (2020 - $Nil).

As at June 30, 2021, the Company has a short-term loan included in investments (note 7) to company controlled by the Chief Executive Officer of the Company for a total of $259,609 (2020 - $259,609).

10. Financial instruments:

The carrying values of the Company's financial instruments by category as at June 30, 2021 were as follows:

Asset (liability)	Fair value through profit or loss	Financial assets at amortized cost	Financial liabilities at amortized cost
Cash and cash equivalents	$ –	$ 419,617	$ –
Trade and other receivables	–	175,012	–
Investments at fair value – Equity	6,318,835	–	–
Investments at fair value – Short term loans	259,609	–	–
Trade and other payables	–	–	(60,280)
	$ 6,578,444	**$ 594,629**	**$ (60,280)**

The carrying values of the Company's financial instruments by category as at June 30, 2020 were as follows:

Asset (liability)	Fair value through profit or loss	Financial assets at amortized cost	Financial liabilities at amortized cost
Cash and cash equivalents	$ –	$ 619,373	$ –
Trade and other receivables	–	45,269	–
Investments at fair value – Equity	1,170,000	–	–
Investments at fair value – Short term loans	349,609	–	–
Trade and other payables	–	–	(429,145)
	$ 1,519,609	**$ 664,642**	**$ (429,145)**

11. Risk Management:

Financial instruments risks:

The use of financial instruments can expose the Company to several risks including credit, liquidity, and market risks. A discussion of the Company's use of financial instruments and their associated risks is provided below.

a) Credit risk:

The Company is subject to credit risk on its cash and cash equivalents, trade and other receivables, short term loans at fair value and equity investments at fair value.

11. Risk Management (continued):

Financial instruments risks (continued):

a) Credit risk (continued):

Cash and cash equivalents, when outstanding, consist of cash bank balances and short-term deposits maturing in 90 days or less. The Company manages the credit exposure related to short term investments by selecting counter parties based on credit ratings and monitors all investments to ensure a stable return. The maximum credit risk exposure associated with the Company's financial assets is the carrying value.

At June 30, 2021, the Company's trade and other receivables of $175,012 (2020 - $45,269) consisted of $118,324 (2020 - $13,448) due from the government in relation to GST returns, and $56,688 (2020 - $31,821) of interest receivable on short term loans.

The Company's receivables are normally collected within a 60–90 day period. Management believes that the credit risk with respect to trade and other receivables is minimal.

After initial recognition, trade and other receivables are allocated to one of three stages of the expected credit loss model to determine the expected credit loss ("ECL") as follows:

- Stage 1: Credit risk has not increased significantly since initial recognition
- Stage 2: Credit risk has increased significantly since initial recognition
- Stage 3: There is objective evidence of impairment as at the reporting date

As at June 30, 2021, the Company assessed its trade and other receivables for impairment. During the year ended June 30, 2021, the Company recorded an allowance for doubtful amounts of $Nil (2020 - $51,945) related to its trade receivables.

The Company manages its credit risk on equity investments through thoughtful planning, significant due diligence of investment opportunities and by conducting activities in accordance with the investment policies that are approved by the Board of Directors. Management reviews the financial conditions of its investee companies regularly.

b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking harm to the Company's reputation.

11. Risk Management (continued):

Financial instruments risks (continued):

b) Liquidity risk (continued):

The following are the contractual maturities of financial liabilities as at June 30, 2021:

Financial Liabilities	< One Year	> One Year
Trade and other payables	$ 60,280	$ –
Total	**$ 60,280**	**$ –**

The following are the contractual maturities of financial liabilities as at June 30, 2020:

Financial Liabilities	< One Year	> One Year
Trade and other payables	$ 429,145	$ –
Total	**$ 429,145**	**$ –**

c) Market risk:

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices.

Additionally, the Company is required to fair value its equity investments at the end of each reporting period. This process could result in significant write-downs of the Company's investments over one or more reporting periods, particularly during periods of overall market instability, which would have a significant unfavorable effect on the Company's financial position. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market on traded investments. The Company has a concentration of equity price risk due to one of its investments being worth a significant amount of its portfolio. The Company sets thresholds on purchases of investments over which approval of the Board of Directors is required. During periods of significant broader market volatility or volatility experienced by the resource or commodity markets, the value of the Company's investment portfolio can be quite vulnerable to market fluctuations. At June 30, 2021, a 5% change in the closing trade price of the Company's equity investments would result in approximately $80,000 (2020 - $37,500) change in unrealized gain (loss) on investments.

12. Capital disclosures:

As at June 30, 2021, in the definition of capital, the Company includes shareholders' equity of $7,594,365 (2020 - $1,854,212). The Company`s objectives when managing capital is to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or engage in debt financing. The Company is not exposed to externally imposed capital requirements.

13. Income taxes:

The income tax provision differs from income taxes, which would result from applying the expected tax rate to net income (loss) before income taxes. The differences between the "expected" income tax expenses and the actual income tax provision are summarized as follows:

	June 30, 2021	June 30, 2020
Loss from operations	$ (2,520,405)	$ (1,865,221)
Expected income tax recovery at 27%	(680,509)	(503,610)
Non-deductible expenses	148,234	21,516
Change in prior year estimates	(5,020)	
Change in deferred tax assets not recognized	537,295	482,094
Total income taxes (recovery)	$ -	$ -

13. Income taxes (continued):

The components of the Corporation's unrecognized deductible temporary differences are as follows:

	June 30, 2021	June 30, 2020
Petroleum and natural gas properties	$ 47,409	$ 47,409
Investments at fair value	1,222,097	1,988,984
Share issue costs	166,740	-
Capital losses available for future periods	714,630	725,308
Non-capital losses available for future periods	7,038,308	4,437,500
	$ 9,189,184	$ 7,199,201

A deferred tax asset has not been recognized as it is not probable that the assets will be realized.

As at June 30, 2021, the Company has not recognized a deferred tax asset in respect of non-capital losses and capital losses available to carry forward to future years. The net operating loss carryforwards reflected above expire as follows (capital losses do not expire):

Year of Expiry	Total
2041	$ 2,600,808
2040	1,647,757
2039	91,455
2038	372,068
2037	49,406
2035	88,142
2034	74,889
2033	203,645
2032	272,478
2031	702,801
2030	238,668
2029	696,191
Total	**$ 7,038,308**

14. Subsequent events:

On April 9, 2021, the Company entered a letter of intent with TERP Wholesale, LLC ("TERP") to acquire 100% of the common shares of TERP in consideration for $2,500,000 by issuing the common shares of the Company at a deemed price of $0.95 per share.

On August 31, 2021, the Company entered into a share purchase agreement, to acquire all of the outstanding share capital of 1286409 B.C. Ltd. (the "Parent"), of which MindBio Therapeutics ("MindBio") is a wholly-owned subsidiary. In consideration for the completion of the transaction, the Company issued 22,095,180 common shares to the existing shareholders of the Parent. Half of these shares are subject to restrictions on resale for a period of four-months-and-one-day following issuance. No finders' fees or commissions were paid in connection with closing of the acquisition.

On September 7, 2021, the Company granted 4,500,000 stock options to certain employees and consultants of MindBio as well as 2,000,000 restricted share units. The options vest on the date of issuance and are exercisable until September 7, 2023 at an exercise price of $0.55 per share. The restricted share units vest and will convert into common shares on January 8, 2022, provided the holder remains involved with the Company at the time.

On September 23, 2021, the Company issued 900,000 common shares pursuant to the exercise of 900,000 stock options at an exercise price of $0.55 for gross proceeds of $495,000.

On September 27, 2021, the Company entered into an agreement with Launchpad Media Inc. – operating as Psychedelic Finance to provide marketing services to the Company and MindBio Therapeutics for the period from September 27, 2021 to December 27, 2021. The cost of full campaign is $52,500 inclusive of 5% GST.

On September 30, 2021, the Company entered into a debt settlement agreement with Launchpad Media Inc. to settle indebtedness totaling $52,500 incurred in connection with services provided to the Company and MindBio Therapeutics by issuing 87,500 common shares of the Company.