

Consolidated Financial Statements of

BLACKHAWK GROWTH CORP.

For the Nine and Three Months Ended March 31, 2022 and 2021

(unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

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

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

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

	March 31 2022	June 30 2021
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	666,291	419,617
Trade and other receivables (note 9 and 10)	833,075	175,012
Prepaid expenses and deposits	313,721	481,572
Investment at fair value – Short term loans (note 6)	259,609	259,609
Investments at fair value – equity (note 6)	26,783,657	6,318,835
Total assets	28,856,353	7,654,645
LIABILITIES		
Current liabilities		
Trade and other payables (note 9 and 10)	20,997	60,280
	20,997	60,280
Non-current liabilities		
Convertible debt – liability (note 8)	2,245,854	-
Total liabilities	2,266,851	60,280
SHAREHOLDERS' EQUITY		
Share capital (note 7)	43,458,510	20,232,108
Subscription receivable (note 7)	-	(50,000)
Contributed surplus	2,478,485	1,768,263
Deficit	(19,347,493)	(14,356,006)
Total shareholders' equity	26,589,502	7,594,365
Total liabilities and shareholders' equity	28,856,353	7,654,645

Going concern (note 3)

Subsequent events (note 13)

See accompanying notes to the consolidated financial statements.

Approved for issuance by the Board of Directors on May 26, 2022

Signed "*Marc Lowenstein*"

Director

Signed "*Frederick Pels*"

Director

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

	Nine months ended March 31 2022	Nine Months ended March 31 2021	Three months ended March 31 2022	Three months ended March 31 2021
Nine Months ended March 31,				
	\$	\$		
Revenues				
Net change in unrealized (loss) gain on investments (note 6)	(1,105,603)	1,955,899	(300,000)	-
Interest revenue (note 6)	29,735	22,466	10,208	-
Total (losses) revenues	(1,075,868)	1,978,365	(289,792)	-
Expenses				
General and administrative	216,451	174,766	65,841	92,605
Consulting (note 9)	981,923	1,574,490	222,574	939,299
Professional fees	140,554	177,620	36,942	50,812
Share based compensation (note 7)	2,576,691	471,937	45,982	144,890
Total expenses	3,915,619	2,398,813	371,339	1,227,606
Loss before other items	(4,991,487)	(420,448)	(661,131)	(1,227,606)
Other expenses				
Other income	-	40,712	-	-
Loss on settlement of debts (note 7)	-	(42,964)	-	(12,964)
Write-off of investments (note 6)	-	-	-	-
Total other expenses	-	(2,252)	-	(12,964)
Net loss and comprehensive loss	(4,991,487)	(422,700)	(661,131)	(1,240,570)
Weighted average shares outstanding, basic and diluted	35,606,721	16,018,676	46,367,759	19,688,219
Net loss per share				
Net loss basic and diluted	(0.14)	(0.03)	(0.01)	(0.06)

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, 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	3,247,934	-	-	-	3,247,934
Exercise of stock options	1,052,000	463,649	-	(200,649)	-	263,000
Private Placement	5,000,000	2,286,166	-	-	-	2,286,166
Debt settlements	3,349,136	1,430,445	-	-	-	1,430,445
Finders' warrants	-	-	-	135,532	-	135,532
Share-based compensation	-	-	-	471,937	-	471,937
Net income (loss) for the period	-	-	-	-	(422,700)	(422,700)
Balance, March 31, 2021	24,855,575	20,036,138	-	1,488,689	(12,258,301)	9,266,526
Balance, June 30, 2021	25,252,575	20,232,108	(50,000)	1,768,263	(14,356,006)	7,594,365
Shares issued pursuant to:						
Purchase of investments	37,699,658	20,008,037	-	-	-	20,008,037
Exercise of stock options	1,100,000	1,073,532	-	(498,532)	-	575,000
Exercise of warrants	1,000,000	600,000	-	-	-	600,000
Exercise of RSU options	2,340,476	1,492,333	-	(1,492,333)	-	-
Debt settlements	87,500	52,500	-	-	-	52,500
Convertible debt equity	-	-	-	124,396	-	124,396
Share subscriptions receivable	-	-	50,000	-	-	50,000
Share-based compensation	-	-	-	2,576,691	-	2,576,691
Net loss for the year	-	-	-	-	(4,991,487)	(4,991,487)
Balance, March 31, 2022	67,480,209	43,458,510	-	2,478,485	(19,347,493)	26,589,502

See accompanying notes to the consolidated financial statements

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

	Nine months ended March 31 2022	Nine months ended March 31 2021
Cash provided by (used in)	\$	\$
Operations:		
Net loss from operations	(4,991,487)	(422,700)
Items not affecting cash:		
Net change in unrealized loss (gain) on investments	1,105,603	(1,955,899)
Accrued interest income	(29,735)	-
Share based compensation	2,576,691	471,937
Loss (gain) on settlement of debts	-	(15,850)
Write off of investments	-	-
Change in operating working capital		-
Trade and other receivables	(578,328)	(318,188)
Purchase of investments	(1,562,388)	(377,930)
Prepaid expenses and deposits	167,851	(504,524)
Trade and other payables	13,217	1,889,790
Convertible debt	2,370,250	-
Cash used for continued operations	(928,326)	(1,233,364)
Finance:		
Private Placement	-	2,421,698
Exercise of stock options	575,000	263,000
Exercise of share warrants	600,000	-
Cash provided by finance	1,175,000	2,684,698
Net change in cash and cash equivalents	246,674	1,451,334
Cash and cash equivalents, beginning of the period	419,617	619,373
Cash and cash equivalents, end of the period	666,291	2,070,707

See accompanying notes to the consolidated financial statements

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements Nine months ended March 31, 2022, and 2021

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 condensed consolidated interim financial statements are prepared in accordance with International Accounting Standard 34 (“IAS 34”), Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company’s annual consolidated financial statements as at and for the year ended June 30, 2021.

These condensed consolidated interim financial statements do not include all of the information and note disclosures required for annual financial statements and should be read in conjunction with the Corporation’s audited consolidated financial statements for the year ended June 30, 2021. The accounting policies applied in the preparation of these condensed consolidated interim financial statements are consistent with those applied and disclosed in the Corporation’s audited consolidated financial statements for the year ended June 30, 2021. The Corporation’s interim results are not necessarily indicative of its results for a full year.

Basis of presentation

The condensed consolidated interim financial statements have been prepared on a historical cost basis except as disclosed in note 4 of the audited consolidated financial statements as of and for the year ended June 30, 2021.

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

3. Going concern:

For the nine months ended March 31, 2022, the Company reported a net and comprehensive loss of \$4,991,487 (2021 – \$422,700) and has an accumulated deficit of \$19,347,493 (June 30, 2021 - \$14,356,006). 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 March 31, 2022, the Company has \$666,291 (June 30, 2021 - \$419,617) 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.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

3. Going concern (continued):

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.

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. 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.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

4. Critical accounting estimates and judgments (continued):

Accounting Estimates (continued):

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.”

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.

b) 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.

5. 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.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
 Nine months ended March 31, 2022, and 2021

6. 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.

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 March 31, 2022:

Company	Cost	Level 1	Level 2	Level 3	Total FV	% of total FV
	\$	\$	\$	\$	\$	%
Noble Line Inc.	1,050,470	-	-	1,050,470	1,050,470	3.9%
Stable Foods Co.	2,210,792	-	-	2,210,792	2,210,792	8.3%
Gaia Grow Corp.	1,500,000	450,000	-	-	450,000	1.7%
Engine Media Holdings, Inc.	56,377	-	10,244	-	10,244	0.0%
SAC Pharma Partners Inc.	1,890,000	-	-	1,890,000	1,890,000	7.1%
Spaced Food Inc.	355,110	-	-	355,110	355,110	1.3%
Trip Pharma Inc.	1,120,403	-	-	1,120,403	1,120,403	4.2%
MindBio Therapeutics	11,826,638	-	-	11,826,638	11,826,638	44.2%
Fantasy Aces	9,470	-	-	-	-	0.0%
Terp Wholesale, LLC.	2,500,000	-	-	2,500,000	2,500,000	9.3%
Digital Mind	5,370,000	-	-	5,370,000	5,370,000	20.0%
Total Investments at Fair Value	27,889,260	450,000	10,244	26,323,413	26,783,657	100.0%

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
 Nine months ended March 31, 2022, and 2021

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

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	14.3%
Stable Foods Co.	783,892	-	-	783,892	783,892	12.4%
Gaia Grow Corp.	1,050,000	1,500,000	-	-	1,500,000	23.7%
Fantasy Aces Daily Fantasy Sports Corp.	455,268	9,470	-	-	9,470	0.2%
Engine Media Holdings, Inc.	41,043	-	56,377	-	56,377	0.9%
SAC Pharma Partners Inc.	1,890,000	-	-	1,890,000	1,890,000	29.9%
Spaced Foods Inc.	254,607	-	-	254,607	254,607	4.0%
Trip Pharma Inc.	923,344	-	-	923,344	923,344	14.6%
Total Investments at Fair Value	\$6,349,349	1,509,470	56,377	4,752,988	6,318,835	100.0%

Noble Line Inc.

The Company owns 100% of the common shares of Noble Line Inc. (“Noble”). As at June 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.

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 7).

As at March 31, 2022 the fair market value of Noble was estimated to be \$1,050,000 (June 30, 2021 - \$901,145) and is included in Level 3. During the nine months ended March 31, 2022 the Company provided advances to Noble of \$149,325 (year ended June 30, 2021 - \$368,211) recorded as an investment in Noble.

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.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

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

Stable Foods Co. (Formerly Nu Wave Foods Inc.)

The Company owns 100% of the common shares of Stable Foods Co. (Formerly Nu Wave Foods Inc) (“Stable Foods”). As at March 31, 2022, the Company owned 15,000 common shares of Noble with an initial cost of \$420,000 which represents 51% of the common shares outstanding in Stable Foods.

On March 31, 2022, the company acquired additional 7,350 common shares for the remaining 49-per-cent interest of Stable Foods and issued 3.2 million common shares to the existing shareholders at a deemed price of \$0.41 per share. A finder’s fee of 120,000 shares was paid to an arm’s-length third-party in connection with closing of the acquisition. The fair value of these share as of March 31, 2022 was estimated to be \$1,311,400.

As at March 31, 2022, the fair market value of Stable Foods was estimated to be \$2,210,792 (June 30, 2021 - \$783,892) and is included in Level 3.

Stable Foods 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.

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 \$450,000 as at March 31, 2022 (June 30, 2021 - \$1,500,000). The Company recorded an unrealized loss of \$1,050,000 for its investment in Gaia during the nine months ended March 31, 2022 (March 31, 2021 - \$300,000). Gaia is a publicly traded Canadian corporation focused on farming Industrial Hemp for Medical Purposes whose shares are traded on the CSE under the symbol GAIA.

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.

As at March 31, 2022 the Company owns 3,852 share purchase warrants of Engine Media. The fair value of the warrants was estimated to be \$10,244 (June 30, 2021 - \$56,377) using the Black-Scholes pricing model, taking into account 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. The warrants will expire on January 22, 2024. During the nine months ended March 31, 2022, the Company recognized an unrealized loss of \$46,133 (2021 - \$nil) for the value of the warrants.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

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

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 7) and is included in Level 3.

As at March 31, 2022 the value of SAC Pharma was estimated to be \$1,890,000 (June 30, 2021 - \$1,890,000) and is classified as 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.

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.

On January 26, 2021, the agreement was amended to extend the closing date to December 2021.

During the nine months ended March 31, 2022, the company reclassified a total of 100,503 from trade and other receivables to investments in Spaced Food.

As at March 31, 2022 the fair market value of the Company’s investment in Spaced Food was estimated to be \$355,110 (June 30, 2021 - \$254,607) and is included in Level 3.

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 7).

During the nine months ended March 31, 2022, the Company provided advances to LeichtMind of \$197,059 (March 31, 2021 - \$32,675) recorded as an investment in LeichtMind.

As at March 31, 2022 the fair market value of Trip Pharma was estimated to be \$1,120,403 (June 30, 2021 - \$923,344) and is included in Level 3.

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.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

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

MindBio Therapeutics

In September 2021, the Company acquired 100% of the outstanding share capital of 1286409 B.C. Ltd., of which MindBio Therapeutics is a wholly-owned subsidiary. In consideration for the acquisition, the Company issued 22,095,180 common shares to the existing shareholders of 1286409 B.C. Ltd. The fair value of the shares was estimated at \$10,826,638. 50% 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.

During the nine months ended March 31, 2022 the Company provided advances to Mind Bio of \$1,000,000 (March 31, 2021 - \$nil) recorded as an additional investment in Mind Bio.

As at March 31, 2022 the fair market value of Mind Bio was estimated at \$11,826,638 (June 30, 2021 - \$Nil) based on the market price of the Company's shares issued and is included in Level 3.

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 warrants of Fantasy are included in Level 1 and had a fair value of \$Nil at March 31, 2022 (June 30, 2021 - \$9,470). The Company recorded an unrealized loss of \$9,470 for its investment in Fantasy during the nine months ended March 31, 2022 (2021 - \$Nil).

Terp Wholesale, LLC.

On December 6, 2021, the Company completed the acquisition of all the outstanding membership interests in Terp Wholesale, LLC ("TERP") by issuing 3,623,188 common shares at a deemed price of \$0.69 per share for a total consideration of \$2,500,000.

As at March 31, 2022 the value of TERP was estimated to be \$2,500,000 (June 30, 2021 - \$Nil) and is classified as Level 3.

Digital Mind Technology Pty Ltd

On December 6, 2021, the Company acquired 100% of the issued and outstanding share capital of Digital Mind Technology Pty. Ltd. ("Digital Mind"). In consideration for the acquisition, Blackhawk issued 8,661,290 common shares to the existing shareholders of Digital Mind at a deemed price of \$0.62 per common share for a total consideration of \$5,370,000.

As at March 31, 2022 the value of Digital Mind was estimated to be \$5,370,000 (June 30, 2021 - \$Nil) and is classified as Level 3.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

6. Investments at fair value and financial instruments hierarchy (continued):**Short term loans**

Short term loan investments consist of the following:

	March 31, 2022		June 30, 2021	
Short term loans	\$	259,609	\$	259,609
Total loan investments	\$	259,609	\$	259,609

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.

As at March 31, 2022 and June 30, 2021, the Company's short-term loans included one related party loan for a total of \$259,609 (June 30, 2021 - \$259,609) (note 8).

During the nine months ended March 31, 2022, the Company recorded interest income of \$29,735 (March 31, 2021 - \$22,466) for the outstanding short-term loans. At March, 2022, interest receivable of \$86,425 (June 30, 2021 - \$56,688) is included in trade and other receivables.

7. Share capital:**a) Authorized:**

Unlimited number of common voting shares and preferred shares

b) Issued:

Shares issued during the nine months ended March 31, 2022:

On September 2, 2021, the Company issued 22,095,180 common shares valued at \$10,826,638 for the purchase of 100% of the common shares of Mind Bio Therapeutics (note 6).

On September 28, 2021 the Company issued 900,000 common shares pursuant to the exercise of stock options at an exercise price of \$0.55 for gross proceeds of \$495,000. The fair value of the options in the amount of \$452,550 was reclassified from contributed surplus to share capital.

The company also has entered into a debt settlement agreement with an arm's-length creditor to settle indebtedness totaling \$52,500 incurred in connection with services provided to the company. In final settlement and satisfaction of the debt on October 7, 2021, the Company has issued 87,500 common shares at a deemed issue price of 60 cents per share.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

7. Share capital (continued):

c) Issued (continued):

Shares issued during the nine months ended March 31, 2022 (continued):

On October 13, 2021, the Company issued 100,000 common shares pursuant to the exercise of RSU options at an exercise price of \$0.70 for gross proceeds of \$70,000. The fair value of the options in the amount of \$70,000 was reclassified from contributed surplus to share capital.

On December 6, 2021, the Company acquired all of the outstanding membership interests in TERP in consideration for \$2.5 million satisfied through the issuance of common shares (note 6) to the existing members of TERP at a deemed price of 69 cents per share. The Company issued a total of 3,623,188 shares in connection with completion of the acquisition.

On December 8, 2021, in connection with the acquisition of all of the outstanding share capital of Digital Mind Technology Pty. Ltd. (note 6), the Company issued 8,661,290 common shares to the existing shareholders of Digital Mind. One-half of these shares will be subject to restrictions on resale for a period of four months and one day following issuance. No finders' fees or commissions are payable by Blackhawk in connection with the acquisition.

On December 31, 2021, the company issued 1,000,000 common share pursuant to the exercise of share warrants at an exercise price of \$0.60 for gross proceeds \$600,000.

On February 9, 2022, the Company issued 2,240,476 common shares pursuant to the exercise of RSU options at an exercise price of \$0.70 for 850,000 shares and an exercise price of \$0.595 for 1,390,576 shares, for gross proceeds of \$1,422,333. The fair value of the options in the amount of \$1,422,333 was reclassified from contributed surplus to share capital.

On March 2, 2022, the Company acquired the remaining 49% of the outstanding share capital of Stable Foods Co. for a consideration for \$1,311,400 satisfied through the issuance of common shares (note 6) to the existing shareholders of Stable Foods at a deemed price of 41 cents per share. The Company issued a total of 3,320,000 shares in connection with completion of the acquisition. A finders' fees of 120,000 shares were paid to an arm's-length third party in connection with closing of the acquisition.

On March 30, 2022 the Company issued 200,000 common shares pursuant to the exercise of stock options at an exercise price of \$0.40 for gross proceeds of \$80,000. The fair value of the options in the amount of \$45,982 was reclassified from contributed surplus to share capital.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

7. Share capital (continued):

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 6).

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 6).

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 6).

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 reclassified 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.

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.

c) Warrants:

On November 23, 2021, Blackhawk has issued 1,538,461 warrants to the investor whereby each warrant will entitle the investor to purchase one common share of the corporation at a price of 91 cents per share until Nov. 22, 2024. The warrants had a fair value of \$851,061.24 calculated using Black-Scholes Option Pricing Model using the following assumptions: stock price – \$0.63; exercise price – \$0.91; expected life – three years; volatility – 326%; dividend yield – \$Nil; and risk-free rate – 0.49%.

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
 Nine months ended March 31, 2022, and 2021

7. Share capital (continued):**c) Warrants (continued):**

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:

	Nine months ended March 31, 2022		Year ended June 30, 2021	
	Number of Warrants	Exercise Price	Number of Warrants	Exercise Price
		\$		\$
Warrants outstanding beginning of the period	7,194,970	0.79	2,040,000	1.25
Issued	1,538,461	0.91	5,154,970	0.60
Exercised	(1,000,000)	0.60	-	-
Outstanding, end of period	7,733,431	0.83	7,194,970	0.79

The following table summarizes information about warrants outstanding at March 31, 2022:

Grant Date	Expiry Date	Outstanding	Exercisable	Remaining Life (years)	Exercise Price \$
Dec 17, 2019	Dec 17, 2024	1,840,000	1,840,000	2.72	1.25
Apr 24, 2020	Apr 22, 2022	200,000	200,000	0.06	1.50
Mar 31, 2021	Mar 31, 2023	4,154,970	4,154,970	1.00	0.60
Nov 22, 2021	Nov 22, 2024	1,538,461	1,538,461	2.65	0.91
Outstanding, end of period		7,733,431	7,733,431	1.71	0.83

BLACKAWK GROWTH CORP.

Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

7. Share capital (continued):

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 4,824,775 (June 30, 2021 – 2,525,258) common shares.

On September 7, 2021, the Company granted 2,349,252 stock options to certain employees and consultants of MindBio. 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 fair value of the options was calculated using Black-Scholes option pricing model with the following assumptions: stock price – \$0.595; exercise price – \$0.55; expected life – two years; volatility – 198%; dividend yield – \$Nil; and risk-free rate – 0.40%.

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%.

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 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 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%.

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Notes to the Condensed Consolidated Interim Financial Statements
 Nine months ended March 31, 2022, and 2021

7. Share capital (continued):**d) Stock options: (continued)**

The details of this stock options issued are as follows:

	Nine months ended March 31, 2022		Year ended June 30, 2021	
	Number of Options	Exercise Price	Number of Options	Exercise Price
Options outstanding, beginning of period	826,000	\$1.49	84,000	\$2.50
Issued	4,700,000	\$0.48	1,902,000	\$0.56
Expired	-	-	(20,000)	\$2.50
Exercised	(1,000,000)	\$0.48	(1,052,000)	\$0.25
Cancelled	-	-	(88,000)	\$1.36
Options outstanding, end of period	4,426,000	\$2.50	826,000	\$1.03
Exercisable, end of period	4,276,000	\$0.72	296,000	\$1.49

The following table summarizes information about stock options outstanding and exercisable at March 31, 2022:

Grant Date	Expiry Date	Outstanding	Exercisable	Remaining Life (years)	Exercise Price \$
Jul 19, 2019	Jul 24, 2024	56,000	56,000	2.33	2.50
Aug 11, 2020	Aug 11, 2022	320,000	320,000	0.36	1.25
Mar 1, 2021	Mar 1, 2026	450,000	300,000	3.92	0.69
Sep 7, 2021	Sep 7, 2023	3,600,000	3,600,000	1.43	0.55
Outstanding, end of period		4,426,000	4,426,000	1.87	0.64

e) Restricted Share Units:

In January 2021 the Company implemented a restricted share unit (“RSU”) plan for directors, officers, employees, and consultants.

On October 13, 2021, the Company issued 100,000 common shares pursuant to the exercise of RSUs. The fair value of the RSUs in the amount of \$70,000 was reclassified from contributed surplus to share capital.

On September 7, 2021, the Company granted 2,000,000 restricted share units. 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.

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Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

7. Share capital: (continued)

e) Restricted Share Units (continued):

On March 1, 2021, the Company granted 950,000 restricted share units 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.

On October 13 2021 and February 9, 2022, the Company issued 100,000 and 2,240,476 common shares respectively, pursuant to the exercise of RSUs. The fair values of the RSUs in the amount of \$70,000 and \$1,422,333 respectively were reclassified from contributed surplus to share capital. The remaining 609,524 RSUs were cancelled.

During the nine months ended March 31, 2021 the Company recorded expense of \$420,282 (2020 - \$nil) related to the restricted share units.

The details of restricted share units issued are as follows:

	Nine months ended March 31, 2022	Year ended June 30, 2021
		Number of RSU
RSU outstanding, beginning of period	950,000	-
Issued	2,000,000	950,000
Exercised	(2,340,476)	-
Cancelled	(609,524)	-
RSU outstanding, end of period	-	950,000

As at March 31, 2022, the remaining life of the outstanding RSU is Nil (June 30, 2021 – 0.51) years.

f) Convertible Debt

The equity component of the convertible credit facility (note 8) is \$157,446 (5.25% of 2,370,250 proceeds from tranche).

8. Convertible Credit Facility:

On November 22, 2021, the Company entered into a financing agreement for up to \$10-million (the “Credit Facility”). The Credit Facility was arranged by RiverFort Global Capital Ltd (“RiverFort”). The Company intends to utilize the proceeds from the Credit Facility to support research undertaken in Trip Pharma as well as for general operations and working capital purposes.

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Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

8. Convertible Credit Facility (continued):

Pursuant to the agreement, the Company agreed to draw down an initial tranche of \$2.5 million maturing on November 22, 2023. Interest payable by the Company is equal to 10 per cent per annum on the tranche. Any subsequent advances under the loan will be subject to interest payable at an equivalent rate to be applied to the term between the date of the relevant advance date and the maturity date. Drawdowns of each subsequent tranche of the credit facility will be subject to the satisfaction of customary closing conditions involving the Company and RiverFort, including any required regulatory approvals.

The loan provides for 40-per-cent warrant coverage for each advance or drawdown, determined as being 40 per cent of the principal amount of the tranche divided by the corporation's share price at the time of the advance. The exercise price of the warrants will be set at 140 per cent of the corporation's share price at the time of the advance and the warrants will expire three years after the date they are granted. In connection with the initial tranche, Blackhawk has issued 1,538,461 warrants to the Investor whereby each warrant will entitle the Investor to purchase one common share of the corporation at a price of \$0.91 per share until Nov. 22, 2024.

As part of the credit facility, the investor will have the option to convert up to 100 per cent of the principal amount of the loan into shares at a fixed conversion price equal to 120 per cent of the market price of the shares at the time of the applicable drawdown. The fixed conversion price for the initial tranche is \$0.78 per share. In addition, the investor may at its option, once every 30 days, request and require that the debt represented by the interest that has been deemed to accrue on the loan be converted into shares at a price equal to 90 per cent of the last closing price of the shares on the day prior to the notice of such conversion.

The proceeds from the initial tranche, net of issuance costs of \$129,750, were allocated as follows:

Convertible debentures	Debenture liability component	Debenture equity component	Total
	\$	\$	\$
Balance, June 30, 2021	-	-	-
Cash received	2,245,854	157,446	2,370,250
Balance, March 31, 2022	2,245,854	157,446	2,370,250

9. Key management compensation and related party transactions:

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

For the nine months ended March 31, 2022, the Company incurred consulting fees of \$12,000 (March 31, 2021 – \$55,500) paid to companies which are controlled by key management of the Company. At March 31, 2022, \$nil (June 30, 2021 - \$1,489) remained payable to related parties.

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Notes to the Condensed Consolidated Interim Financial Statements
 Nine months ended March 31, 2022, and 2021

9. Key management compensation and related party transactions (continued):

During the nine months ended March 31, 2022, the Company recorded share based compensation expense for related parties stock options in the amount of \$nil (March 31, 2021 – 112,020) and restricted shares units for the value of \$420,282 (March 31, 2021- \$58,333).

As at March 31, 2022, the Company has a short-term loan included in investments (note 6) to company controlled by the Chief Executive Officer of the Company for a total of \$259,609 (June 30, 2021 - \$259,609). As at March 31, 2022 interest in the amount of \$86,425 (June 30, 2021 - \$56,688) accrued on this loan. During the nine months ended March 31, 2022, \$29,735 (March 31, 2021 - \$22,466) is recorded as interest revenue.

Additionally, \$50,000 is receivable from the Chief Executive Officer and included in amounts receivable as at March 31, 2022 (June 30, 2021 - \$Nil).

10. Financial instruments:

The carrying values of the Company's financial instruments as at March 31, 2022 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	–	666,291	–
Trade and other receivables	–	833,075	–
Investments at fair value – Equity	26,783,657	–	–
Investments at fair value – Short term loans	259,609	–	–
Trade and other payables	–	–	(20,997)
Convertible debt – liability	–	–	(2,245,854)
	27,043,266	1,499,366	(2,266,851)

The carrying values of the Company's financial instruments 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)

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Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

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.

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 March 31, 2022, the Company's trade and other receivables of \$833,075 (June 30, 2021 - \$175,012) consisted of \$249,755 (June 30, 2021 - \$118,324) due from the government in relation to GST returns, \$86,425 (June 30, 2021 - \$56,688) of interest receivable on short term loans and \$50,000 (June 30, 2021 - \$nil) in receivable from a related party, and \$444,985 (June 30, 2021 - \$nil) in other receivables.

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 March 31, 2022, the Company assessed its trade and other receivables for impairment. During the nine months ended March 31, 2022, the Company recorded an allowance for doubtful amounts of \$nil (June 30, 2021 - \$nil) 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.

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Notes to the Condensed Consolidated Interim Financial Statements
Nine months ended March 31, 2022, and 2021

11. Risk Management (continued):**Financial instruments risks (continued):****b) Liquidity risk (continued):**

The following are the contractual maturities of financial liabilities as at March 31, 2022:

Financial Liabilities	< One Year	> One Year
Trade and other payables	\$ 20,997	\$ –
Total	\$ 20,997	\$ –

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	\$ –

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 March 31, 2022, a 5% change in the closing trade price of the Company's equity investments would result in approximately \$22,500 (June 30, 2021 - \$80,000) change in unrealized gain (loss) on investments.

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12. Capital disclosures:

As at March 31, 2022, in the definition of capital, the Company includes shareholders' equity of \$26,589,502 (June 30, 2021 - \$7,594,365). 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. Subsequent events:

On April 22, 2022, 200,000 warrants expired unexercised.

On April 28, 2022, the Company completed the acquisition of Blum Distributors Ltd ("Blum"). The company is at arm's length from Blum and its shareholders. In consideration for the acquisition of all of the outstanding share capital of Blum, the Company has issued 9,650,000 common shares to the existing shareholders of Blum.