HYTN INNOVATIONS INC.

(FORMERLY MOUNT DAKOTA ENERGY CORP.)

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED
JANUARY 31, 2022 AND 2021

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
HYTN Innovations Inc. (formerly Mount Dakota Energy Corp.)

Opinion

We have audited the accompanying consolidated financial statements of HYTN Innovations Inc. (formerly Mount Dakota Energy Corp.) (the "Company"), which comprise the consolidated statements of financial position as at January 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity (deficiency), 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, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Other Information

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

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

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

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

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

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

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

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

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

May 27, 2022

CONTENT

HYTN INNOVATIONS INC.
(FORMERLY MOUNT DAKOTA ENERGY CORP.)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT JANUARY 31, 2022 AND 2021
(Expressed in Canadian Dollars)

	Note	**January 31, 2022 $**	**January 31, 2021 $**
ASSETS			
CURRENT ASSETS			
Cash		244	32,259
Amounts recoverable		11,422	9,490
Prepaid expenses		5,000	-
		16,666	41,749
DEPOSITS	4	76,840	76,456
		93,506	118,205
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	8	31,665	87,550
Due to related parties	9	-	1,868,939
Loans payable	10	1,843,392	161,317
Notes payable	8	181,745	-
Decommissioning provision	6	149,334	171,297
		2,206,136	2,289,103
SHAREHOLDERS' EQUITY (DEFICIENCY)			
SHARE CAPITAL	7	6,626,804	6,221,154
CONTRIBUTED SURPLUS		387,101	387,101
DEFICIT		(9,126,535)	(8,779,153)
		(2,112,630)	(2,170,898)
		93,506	118,205

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
SUBSEQUENT EVENT (Note 15)

Approved and authorized for issue on behalf of the Board:

"Elliot McKerr"	***"Dennis Staudt"***
Elliot McKerr, Director	Jason Broome, Director

The accompanying notes form an integral part of these financial statements.

HYTN INNOVATIONS INC.
(FORMERLY MOUNT DAKOTA ENERGY CORP.)
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR YEARS ENDED JANUARY 31, 2022 AND 2021
(Expressed in Canadian Dollars)

	Note	**2022** **$**	**2021** **$**
EXPENSES			
Accretion of decommissioning provision		-	840
Consulting		-	95,220
Interest and bank charges		9,729	6,161
Legal and accounting	9(a)	140,028	68,423
Office and miscellaneous		2,228	761
Rent		-	36,000
Transfer agent and filing fees		22,881	19,111
		174,866	226,516
LOSS FROM OPERATIONS		(174,866)	(226,516)
Interest income		384	749
Loss on debt settlement	7(b)	(172,900)	-
Loss on write-off of property, plant & equipment		-	(1)
		(172,516)	748
LOSS AND COMPREHENSIVE LOSS FOR THE YEAR		(347,382)	(225,768)
Net Loss Per Common Share – Basic and Diluted		(0.17)	(0.20)
Weighted Average Number of Common Shares Outstanding - Basic and Diluted		2,048,920	1,336,136

The accompanying notes form an integral part of these financial statements.

HYTN INNOVATIONS INC.
(FORMERLY MOUNT DAKOTA ENERGY CORP.)
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE YEARS ENDED JANUARY 31, 2022 AND 2021
(Expressed in Canadian Dollars)

	Share Capital				
	Number of Shares	Amount	Contributed Surplus	Deficit	Total
		$	$	$	$
As at January 31, 2020	1,336,136	6,221,154	387,101	(8,553,385)	(1,945,130)
Loss for the year	–	–	–	(225,768)	(225,768)
As at January 31, 2021	1,336,136	6,221,154	387,101	(8,779,153)	(2,170,898)
Share issuance	1,330,000	405,650	-	-	405,650
Loss for the year	–	–	–	(347,382)	(347,382)
As at January 31, 2022	2,666,136	6,626,804	387,101	(9,126,535)	(2,112,630)

The accompanying notes form an integral part of these financial statements.

HYTN INNOVATIONS INC.
(FORMERLY MOUNT DAKOTA ENERGY CORP.)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JANUARY 31, 2022 AND 2021
(Expressed in Canadian Dollars)

		2022 **$**	**2021** **$**
CASH PROVIDED BY (USED IN):			
OPERATING ACTIVITIES			
Net loss for the year		(347,382)	(225,768)
Items not affecting cash:			
Accretion of decommissioning provision		-	840
Interest expense		5,670	5,670
Interest income		(384)	(749)
Loss on write-off of property, plant & equipment		-	1
Loss on debt settlement		172,900	-
Change in non-cash components of working capital:			
Prepaid expense		(5,000)	-
Amounts recoverable		(1,932)	(5,786)
Decrease on decommissioning provision		(21,963)	-
Accounts payable and accrued liabilities		(55,885)	56,612
Due to related parties		(9,450)	135,450
NET CASH USED IN OPERATING ACTIVITIES		(263,426)	(33,730)
FINANCING ACTIVITIES			
Advance proceeds from related parties		-	54,000
Increase in notes payable		181,745	-
Proceeds from loans	(Note 10)	49,666	-
NET CASH PROVIDED BY FINANCING ACTIVITIES		231,411	54,000
INCREASE / (DECREASE) IN CASH		(32,015)	20,270
CASH – BEGINNING OF YEAR		32,259	11,989
CASH – END OF YEAR		244	32,259

There were no non-cash financing or investing activities during the years ended January 31, 2022 and 2021.

The accompanying notes form an integral part of these financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

HYTN Innovations Inc. (formerly: Mount Dakota Energy Corp.) (the "Company") is incorporated under the laws of British Columbia and subsequent to its year end has entered into a Securities Exchange Agreement with HYTN Beverage Corp. ("HYTN"), pursuant to which the Company purchased all of the outstanding securities of HYTN in exchange for common shares and common share purchase warrants of the Company issued on a one-for-one basis to the former security holders of HYTN (the "Reverse Take-Over" or "RTO"). In connection with the RTO the Company has changed its name to HYTN Innovations Inc. (see Note 16).

The head office, principal address and records office of the Company are located at 363 West 6th Ave, Vancouver, British Columbia. The Company's registered address is at the same address.

For the year ended January 31, 2022, the Company reported a net loss of $347,382, negative cash flows from operating activities of $263,426, an accumulated deficit of $9,126,535 and a working capital deficiency of $2,189,470. The Company is transitioning into a new industry sector and in the process of decommissioning its previous assets and site rehabilitation of its former oil and gas operations.

In connection with the RTO, the Company entered into a amalgamation agreement with 1306562 BC Ltd. (see Note 15), a company which had previously raised sufficient working capital for all amalgamating companies to secure their liquidity needs for the next twelve months after amalgamation.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

2. BASIS OF PREPARATION

[a] Statement of compliance

These consolidated financial statements of the Company have been prepared in accordance 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 consolidated financial statements were authorized for issue by the Board of Directors on May 27, 2022.

[b] Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis except for certain non-current assets and financial instruments, which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

3. SIGNIFICANT ACCOUNTING POLICIES

[a] Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned Canadian subsidiary, MMO Merger Holdings Inc. (“Subco”). All significant inter-company transactions and balances have been eliminated upon consolidation.

[b] Cash and cash equivalents

Cash and cash equivalents include cash in bank accounts and cashable securities that on acquisition have a term to maturity of three months or less, or may be redeemed during this period. Cash and cash equivalents are highly liquid marketable securities and deposits, which are designated as fair value through profit or loss and are recorded at their fair values with changes recognized in net loss. The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As at January 31, 2022 and 2021, the Company had no cash equivalents.

[c] Use of estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the determination of the recovery of accounts receivable, amortization, depreciation, depletion and impairment of property and equipment and decommissioning provisions, and deferred income tax assets and liabilities. Actual results could differ from these estimates.

Property and Equipment
The Company evaluates its long-lived assets for impairment if indicators exist. Cash flow estimates for the impairment assessments require assumptions and estimates about the following primary elements—future prices, future operating and development costs, remaining recoverable reserves and discount rates. In assessing the carrying values of the unproved properties, the Company makes assumptions about its future plans for those properties, the remaining terms of the leases and any other factors that may be indicators of potential impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[c] Use of estimates and judgments (continued)

Decommissioning Provision
In estimating the future decommissioning provision, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as asset removal and remediation techniques and costs are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at amounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political and safety environments.

Share-based payments
The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free interest rate. These estimates will impact the amount of share-based payments recognized. When stock options are exercised, the cash proceeds along with the amount previously recorded as share-based payment reserves are recorded as share capital.

Income taxes
Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

[d] Property and equipment

Property and equipment is measured at cost, less accumulated depletion and depreciation and accumulated impairment losses.

Subsequent measurement

The carrying amount of any replaced or sold component is derecognized at the time of replacement or sale. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred.

Furniture and computer equipment are recorded at cost and depreciated using the straight–line method based on their estimated useful lives of 3 years, net of any estimated residual value. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[e] Impairment

The carrying amounts of the Company's property and equipment are reviewed at each reporting date for indicators of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the amount of the impairment, if any. The recoverable amount of an asset is evaluated at the cash generating unit level ("CGU"), which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The recoverable amount of a CGU is the greater of its fair value less costs to sell and its value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties, less the costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGU's are allocated to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion and depreciation, if no impairment loss had been recognized.

[f] Provisions

(i) Legal matters

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Provisions are not recognized for future operating losses.

(ii) Decommissioning liabilities

The Company's activities give rise to dismantling, decommissioning and site disturbance re-mediation activities. Provision is made for the estimated cost of site restoration and capitalized in the relevant asset category. Decommissioning provisions are measured at the present value of management's best estimate of expenditure required to settle the present obligation at the statement of financial position date. Subsequent to initial measurement, the obligation is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation. The increase in the provision due to the passage of time is recognized as finance costs whereas increases/decreases due to changes in the estimated future cash flows are recorded against the related asset. Actual costs incurred upon settlement of the decommissioning provisions are charged against the provision to the extent the provision was established.

[g] Functional currency and foreign currency translation

The presentation currency and functional currency of the Company and its subsidiary is the Canadian dollar. Monetary assets and liabilities are translated at the exchange rates in effect at the statement of financial position date. Non-monetary assets and liabilities are translated at historical rates. The resulting exchange gains or losses are recognized in income.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[h] Income taxes

The Company utilizes the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income tax assets and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying values and the tax bases of the related assets and liabilities. Deferred income tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recognized to the extent that it is probable that sufficient taxable profit will be available against which the deductible temporary difference can be utilized.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit
- goodwill
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

[i] Financial instruments

(i) Financial assets

All financial assets are measured at fair value on initial recognition. Measurement in subsequent periods depends on the financial assets' classification, as described below:

Fair value through profit or loss ("FVTPL"): Financial instruments designated at FVTPL are initially recognized and subsequently measured at fair value with changes in those fair values charged immediately to net earnings. Financial instruments under this classification include cash.

Amortized cost: Financial instruments designated at amortized cost are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at amortized cost using the effective interest method. Financial instruments under this classification include amounts recoverable.

Fair value through other comprehensive income ("FVOCI"): Financial instruments designated at FVOCI are initially recognized at fair value, net of directly attributable transaction costs, and are subsequently measured at fair value with changes in fair value recognized in other comprehensive income, net of tax.

(ii) Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or amortized cost. Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs. The Company's accounts payable and accrued liabilities, due to related parties, loans payable and notes payable are classified as amortized cost. The Company does not currently have any FVTPL financial liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[i] Financial instruments (continued)

(iii) Impairment of financial assets

An expected credit loss model exists for calculating impairment for financial assets. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods, if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

[j] Share-based payments

The Company grants options to purchase common shares to directors, officers, employees, consultants and certain service providers under its stock option plan. Share-based payments are measured at the fair value of the instruments issued and amortized over the vesting periods. The amount recognized as a share-based payment expense during a reporting period is adjusted to reflect the number of awards expected to vest. The offset to this recorded cost is contributed surplus.

The fair value of stock options is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility adjusted for changes expected due to publicly available information), weighted average expected life of the instruments (based on historical experience and general option holder behavior), expected dividends, and the risk-free interest rate (based on short term government bonds). A forfeiture rate is estimated on the grant date and is subsequently adjusted to reflect the actual number of options that vest.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

[k] Comprehensive loss

Comprehensive loss is the change in the Company’s net assets that results from transactions, events and circumstances from sources other than the Company’s shareholders and includes items that would not normally be included in net profit such as currency gains or losses related to self-sustaining operations. Comprehensive loss, components of other comprehensive income, and cumulative translation adjustments are presented in the statements of loss and comprehensive loss and the statements of changes in shareholder’s deficiency.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

[l] Basic and diluted loss per share

The Company computes basic loss and diluted loss per share by dividing losses available to common shareholders by the weighted average number of common shares outstanding during the year. For the years ended January 31, 2022 and 2021, the existence of stock options caused the calculation of diluted loss per share to be anti-dilutive. Accordingly, diluted loss per share is equal to basic loss per share.

[m] New, amended and future accounting pronouncements

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

4. DEPOSITS

The Company is required at certain times to remit deposits to the Alberta Energy Regulator to be used for the reclamation of well sites. Upon successful reclamation and receipt of reclamation certificates in accordance with Alberta's Environmental Protection and Enhancement Act, the Company may apply for release of its deposit funds. As at January 31, 2022, the Company has outstanding net deposits of $76,840 (2021 - $76,456).

(Expressed in Canadian Dollars)

5. PROPERTY AND EQUIPMENT

	Petroleum and natural gas properties	Furniture and computer equipment	Total
Cost:			
Balance, January 31, 2020	$ 122,525	$ 10,372	$ 132,897
Additions	-	-	-
Change in estimated decommissioning costs	-	-	-
Write down	122,525	-	122,525
Balance, January 31, 2021	$ -	$ 10,372	$ 10,372
Additions	-	-	-
Change in estimated decommissioning costs	-	-	-
Write down	-	-	-
Balance, January 31, 2022	$ -	$ 10,372	$ 10,372
Accumulated depletion and depreciation:			
Balance, January 31, 2020	$ (122,524)	$ (10,372)	$ (132,896)
Write down	122,524	-	122,524
Balance, January 31, 2021	$ -	$ (10,372)	$ (10,372)
Write down	-	-	-
Balance, January 31, 2022	$ -	$ (10,372)	$ (10,372)
Net book value:			
As at January 31, 2020	$ 1	$ -	$ 1
As at January 31, 2021	$ -	$ -	$ -
As at January 31, 2022	$ -	$ -	$ -

The Company’s petroleum and natural gas properties consist of the Alsike I well based in Alberta. The Company holds a 100% working interest in the Alsike I well.

The Company has terminated its discussions with private oil and gas companies which had been interested in acquiring the Company’s wellbores and assets on the leases. As a result, management decided to decommission and abandon the wells and consequently wrote its assets off, resulting in total additional loss of $1 charged to operations.

During October 2020, the Company has entered into agreements with engineering companies to assist with its ongoing reclamation efforts in order to be granted reclamation certificates in accordance with Alberta’s Environmental Protection and Enhancement Act. (see Note 6)

(Expressed in Canadian Dollars)

6. DECOMMISSIONING PROVISION

The following table presents the reconciliation of the opening and closing aggregate carrying amount of the decommissioning provision associated with the Company's reclamation efforts for its petroleum and natural gas properties:

	January 31, 2022	**January 31, 2021**
	$	$
Balance, beginning of year	171,297	170,457
Accretion expense	-	840
Reclamation expenses incurred	(21,963)	-
Balance, end of year	149,334	171,297

The estimated net present value of the obligation was calculated using a risk-free interest rate of 0.14% (2021 - 0.14%) based on the Bank of Canada benchmark bond yields corresponding to the estimated time of reclamation and an inflation rate of 1% (2021 - 1%).

On October 28, 2020, the Company entered into a settlement-agreement according to which the Company agreed to pay the total amount of $40,000 in full and final settlement for all outstanding rentals and damages that may have incurred on the surface leases. As of January 31, 2022, the amount is included in the decommissioning provision and remains outstanding.

7. SHARE CAPITAL

(a) Authorized Share Capital

Unlimited common shares without par value

(b) Issued and Outstanding Share Capital

Changes in common shares issued and outstanding are provided in the statements of changes in shareholders' equity (deficiency).

On February 11, 2021 the Company announced that the TSX Venture Exchange has approved the Company's share consolidation on the basis of one (1) post-consolidated common share for each ten (10) pre-consolidated common shares of the Company.
The Consolidation, which was authorized and approved by the board of directors pursuant to a resolution dated December 10, 2020, was effective on February 16, 2021 (the "Effective Date"). The pre-consolidated common shares totaling 13,362,552 have been reduced to 1,336,136 post-consolidated common shares.

All shares and per share amounts have been retroactively adjusted to reflect the share consolidation.

On July 6, 2021, the Company issued 1,330,000 common shares at fair value of $405,650 to settle a total of $232,750 in debt resulting in a loss on debt settlement of $172,900.

(c) Stock Options

The Company has a stock option plan (the "Plan") whereby it may grant stock options to its directors, officers, employees and consultants. The number of stock options available under the Plan shall not exceed 20% of the issued and outstanding common shares of the Company.

The exercise price of each stock option granted generally equals the market price on the date of the grant. Stock options generally vest over an eighteen-month period from the date of grant and carry a maximum term of five years as determined by the Company's board of directors.

The Company did not grant any stock options nor had any stock options outstanding during the years ended January 31, 2022 and 2021.

8. NOTES PAYABLE

On November 1, 2021, the Company entered into a promissory note agreement with a third party lender for a sum of up to $200,000 due on or before November 1, 2022. Interest shall accrue at 10% on the indebted balance due on the demand date or before.

As of January 31, 2022, the Company's indebtedness is $181,745 (2021 - $Nil). An total amount of accrued interest of $3,179 (2021 - $Nil) has been included in accounts payable and accrued liabilities.

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS AND BALANCES

The Company has identified its directors and certain senior officers as its key management personnel. The compensation costs for key management personnel and companies related to them were recorded as follows:

Due to related parties and loans due to related parties:

(a) Net accounting expense totalling $18,000 (2021 - $14,400) provided by a company controlled by a director of the Company has been paid during the year ended January 31, 2022. As at January 31, 2022, $Nil (2021 - $9,450) has been included in due to related parties.

(b) During the year ended January 31, 2022, the Company repaid a total of $7,000 (2021 - $Nil) in advances by a director of the Company.

(c) On May 7, 2021 the Company received notice from a director of the Company that an aggregated amount of $2,015,224 owed to the director has been assigned to an arms-length party. The assignment included all existing interest bearing loans of $37,800 (January 31, 2021 - $37,800) at 15% interest per year, and non-interest bearing advances, rent, consulting debts, and accrued interest owed by the Company.

10. LOANS PAYABLE AND DISCLOSURE ON DEBT ASSIGNMENTS AND SETTLEMENT

Loan continuity table

		January 31, 2022
		$
Balance, beginning of year		-
Debt assignment	(Note 9(c))	2,015,224
Advances		56,665
Settlement via share issuance	(Note 7(b))	(232,750)
Interest on loans		4,253
Balance, end of year		1,843,392

(a) On May 7, 2021 the Company received notice from a director of the Company that an aggregated amount of $2,015,224 owed to the director has been assigned to an arms-length party (‘Assignment’). The Assignment amount is comprised of a total amount of interest bearing loans of $37,800, and non-interest bearing debts of $1,977,424. Parts of the Assignment were non-cash re-financing transactions and included a total amount of $1,859,489 to be re-categorized from due to related parties to loans payable and further an amount of $155,735 to be re-categorized from loans payable to loans payable to related parties.

(b) The Assignment was accompanied by a total direct payment of $56,665 by the arms-length party to other creditors of the Company on behalf of the Company.

There are no executed agreements in place. The loans are not secured, have no stated interest and have no terms of repayment.

(Expressed in Canadian Dollars)

11. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2022	2021
Loss and comprehensive loss	$ (347,382)	$ (225,768)
Canadian statutory income tax rate	27.00%	27.00%
Expected income tax recovery	(94,000)	(61,000)
Non-deductible expenses and other	(1,000)	(1,000)
Change in unrecognized deferred income tax assets	93,000	62,000
Income tax recovery	$ -	$ -

Significant components of the Company's deferred tax assets are as follows:

	2022	2021
Non-capital losses carried forward	$ 848,000	$ 755,000
Capital losses carried forward	37,000	37,000
Exploration and evaluation assets	320,000	320,000
Property and equipment	28,000	28,000
Unrecognized deferred tax assets	$ 1,233,000	$ 1,140,000

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

	2022	Expiry Dates	2021	Expiry Dates
Temporary Differences	**$**		**$**	
Resource pools and property and equipment	1,289,000	No expiry date	1,289,000	No expiry date
Share issuance costs	2,000	2041 to 2041	2,000	2040 to 2041
Allowable capital losses	138,000	No expiry date	138,000	No expiry date
Non-capital losses available for future periods	3,142,000	2028 to 2041	2,795,000	2027 to 2041

Tax attributes are subject to review, and potential adjustment, by tax authorities.

(Expressed in Canadian Dollars)

12. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity and amounts due to related parties. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can ultimately provide returns for shareholders and benefits for other stakeholders. The board of directors does not establish quantitative return on capital criteria for management. The Company does not pay dividends and is not subject to any externally imposed capital requirements. The Company did not change its capital management objectives during the year ended January 31, 2022.

13. SEGMENTED INFORMATION

The Company terminated its operations in its one industry segment, namely acquisition and development of petroleum and natural gas properties and is in the process to transition into the beverage industry.

14. FINANCIAL INSTRUMENTS AND RISK

Financial Instruments

The Company classified its financial instruments as follows:

	January 31, 2022		
Financial instruments	FVTPL	Amortized cost	Total
Cash	$ 244	$ -	$ 244
Amounts recoverable	-	11,422	11,422
Accounts payable and accrued liabilities	-	(31,665)	(31,665)
Loans payable	-	(1,843,392)	(1,843,392)
Notes payable	-	(181,745)	(181,745)
	$ 244	$ (2,045,380)	$ (2,045,136)

	January 31, 2021		
Financial instruments	FVTPL	Amortized cost	Total
Cash	$ 32,259	$ -	$ 32,259
Amounts recoverable	-	9,490	9,490
Accounts payable and accrued liabilities	-	(87,550)	(87,550)
Due to related parties	-	(1,868,939)	(1,868,939)
Loans payable	-	(161,317)	(161,317)
	$ 32,259	$ (2,102,316)	$ (2,076,057)

(Expressed in Canadian Dollars)

14. FINANCIAL INSTRUMENTS AND RISK (continued)

IFRS 7 *Financial Instruments – Disclosures*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. The financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 7 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable.

The Company's financial assets and liabilities measured at fair value on a recurring basis as of January 31, 2022 are as follows:

	Balance at January 31, 2022 $	Quoted Prices in Active Markets for Identical Assets (Level 1) $	Significant Other Observable Inputs (Level 2) $	Significant Unobservable Inputs (Level 3) $
Financial Assets:				
Cash	244	244	–	–

The Company thoroughly examines the various financial instrument risks to which it is exposed, and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by management. The types of financial instrument risk exposures and the objectives and policies for managing these risk exposures is described below.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and amounts recoverable. To minimize the credit risk related to cash, the Company places these instruments with high credit quality financial institutions. The Company's current policy is to invest excess cash in investment-grade, short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts. As at January 31, 2022, cash balances do not exceed the amounts covered by federal deposit insurance. As at January 31, 2022, the Company has minimal amounts recoverable exposure, as it relates to amounts due from the government of Canada pursuant to goods and services tax credits.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by maintaining adequate cash and credit facilities with financial institutions and other parties. The Company continuously monitors and reviews both actual and forecasted cash flows. As at January 31, 2022, the Company had a working capital deficiency of $2,189,470 (see Note 1). The carrying value of balances due within 12 months approximate their fair values due to their relatively short period to maturity.

14. FINANCIAL INSTRUMENTS AND RISK (continued)

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar. The Company is not exposed to significant currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates.

As at January 31, 2022, $37,800 (2021 - $37,800) in loans payable is owing and is subject to interest at a fixed rate of 15% per annum.

As at January 31, 2022, $181,745 (2021 - $Nil) in notes payable is owing and is subject to interest at a fixed rate of 10% per annum.

The Company is therefore not exposed to significant interest rate risk on its financial instruments.

15. SUBSEQUENT EVENT

On February 15, 2022, in connection with the Reverse Take-Over with HYTN Beverage Corp., the Company entered into a securities exchange agreement (the "Securities Exchange Agreement") with HYTN Beverage Corp. ("HYTN") and the security holders of HYTN, pursuant to which the Company purchased all of the outstanding securities of HYTN in exchange for common shares of the Company ("Common Shares") and common share purchase warrants of the Company issued on a one-for-one basis to the former security holders of HYTN (the "Reverse Take-Over").
In addition, the Company has entered into an amalgamation agreement (the "Amalgamation Agreement") with 1306562 B.C. Ltd. ("Numberco") and MMO Merger Holdings Inc., a wholly-owned subsidiary of the Company ("Subco"), pursuant to which Numberco and Subco amalgamated under the Business Corporations Act (British Columbia) with the resulting entity ("Amalco") continuing as a wholly-owned subsidiary of the Company (the "Amalgamation", and together with the Reverse Take-Over, the "Transactions").
The Transactions constituted a change of business for the Company, with the Company carrying on with the development and launch of HYTN's sparking tetrahydrocannabinol and cannabidiol beverage business.

Reverse Take-Over

Pursuant to the Securities Exchange Agreement, the Company purchased the outstanding securities of HYTN in exchange for the issuance of an aggregate of 15,532,000 Common Shares and 2,532,000 common share purchase warrants to the former securityholders of HYTN, with each such warrant exercisable to acquire one Common Share at a price of $0.50 per share until February 1, 2023. In addition, the Company issued an aggregate of 10,000,000 performance warrants ("Performance Warrants") to certain members of the proposed incoming management team, with each Performance Warrant exercisable upon vesting to acquire one Common Share at a price of $0.05 per share for a period of five years from the date of issuance. One-half of the Performance Warrants will vest and become exercisable upon the Company achieving revenue of $5,000,000 over a 12-month period following closing of the Reverse Take-Over, with the remaining 50% vesting and becoming exercisable upon the Company achieving revenue of $8,000,000 over a 12-month period following closing of the Reverse Take-Over.

15. SUBSEQUENT EVENT (Continued)

Amalgamation

Pursuant to the Amalgamation Agreement, all common shares of Numberco outstanding prior to the Amalgamation were exchanged on a one-for-one basis for Common Shares. There are currently 38,968,920 outstanding common shares of Numberco. The 24,984 Numberco common purchase warrants outstanding prior to the Amalgamation were also exchanged for an equal number of common share purchase warrants of the Company, with each such warrant exercisable to acquire one Common Share at a price of $0.50 per share until September 10, 2022.

Debt Settlement

Prior to closing of the Transactions, the Company settled debt with certain creditors of the Company in the amount of $1,782,474 through the issuance of 5,092,782 Common Shares at a deemed price of $0.35 per share (the “Debt Settlement”). The Common Shares issued pursuant to the Debt Settlement are subject to resale restrictions in accordance with applicable securities laws.

Equity Incentive Awards

The Company issued an aggregate of 10,000,000 performance warrants (“Performance Warrants”) to certain members of the incoming management team in connection with the Reverse Take-Over, with each Performance Warrant exercisable upon vesting into one Common Share at a price of $0.05 per share for a period of five years from the date of issuance.
The Company also issued 1,725,000 options (“Options”) and 1,900,000 restricted share units (“RSUs”) to directors, officers, employees and consultants of the Company. Each Option is exercisable upon vesting to acquire one Common Share at a price of $0.35 per share until February 17, 2026.
On February 22, 2022, the Company granted further 285,000 options to purchase common shares to certain employees and consultants of the Company. Each option is exercisable upon vesting to acquire one common share at a price of $0.35 per share for a period of four years.

Canadian Stock Exchange

On February 22, 2022, upon closing of the Transactions, the Company changed its name from “Mount Dakota Energy Corp.” to “HYTN Innovations Inc.” and listed its Common Shares on the Canadian Securities Exchange (the “CSE”) under the symbol “HYTN”.