

Condensed Interim Consolidated Financial Statements

Justera Health Ltd.
(formerly ScreenPro Security Inc.)

For the six months ended June 30, 2023

(Unaudited)

(Expressed in Canadian dollars)

Notice to Reader

The accompanying unaudited condensed interim consolidated 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 unaudited condensed consolidated interim 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.

Justera Health Ltd.
(formerly ScreenPro Security Inc.)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	As at June 30, 2023 \$	As at December 31, 2022 \$
	(Restated)	
	(Note 15)	
ASSETS		
CURRENT		
Cash	—	437,415
Accounts receivable	293,203	74,398
Sales tax recoverable	54,632	8,079
Inventory <i>[note 4]</i>	362,732	462,079
Prepaid expenses	189,442	85,015
	900,009	1,066,986
DEPOSIT <i>[note 8]</i>	10,000	10,000
PROPERTY AND EQUIPMENT <i>[note 5]</i>	325,102	506,240
RIGHT-OF-USE ASSET <i>[note 8]</i>	81,359	119,464
INTANGIBLE ASSETS <i>[note 6]</i>	546,806	582,084
GOODWILL <i>[note 6]</i>	2,675,998	2,675,998
Total assets	4,539,274	4,960,772
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Accounts payable and accrued liabilities	786,859	3,554,404
Current portion of lease liabilities <i>[note 8]</i>	68,929	79,484
	855,788	3,633,888
LONG-TERM ACCOUNTS PAYABLE	4,103,308	—
LEASE LIABILITIES <i>[note 8]</i>	13,330	41,180
Total liabilities	4,972,426	3,675,068
SHAREHOLDERS' EQUITY		
Share capital <i>[note 9]</i>	15,592,036	15,592,036
Options reserve	68,826	—
Warrants reserve	2,142,182	2,142,182
Accumulated deficit	(18,236,196)	(16,448,514)
Total shareholders' equity	(433,152)	1,285,704
Total liabilities and shareholders' equity	4,539,274	4,960,772

Approved on behalf of the Board

“•”

Director (Signed)

“•”

Director (Signed)

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

Justera Health Ltd.
(formerly ScreenPro Security Inc.)
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	For the three months ended June 30, 2023 \$	For the three months ended June 30, 2022 \$	For the six months ended June 30, 2023 \$	For the six months ended June 30, 2022 \$
SALES	54,757	3,631,808	975,582	8,320,359
COST OF SALES	(40,102)	(3,654,596)	(797,771)	(6,866,779)
GROSS PROFIT	14,655	(22,788)	177,811	1,453,580
EXPENSES				
Consulting fees <i>[note 7]</i>	6,717	—	13,654	—
Depreciation <i>[notes 5, 6 and 8]</i>	127,546	370,864	254,521	776,885
General and administrative <i>[note 7]</i>	137,930	250,044	324,949	502,363
Marketing	49,072	55,626	93,035	55,626
Professional services	351,854	1,437,920	697,108	2,264,748
Salaries <i>[note 7]</i>	213,795	397,611	513,400	722,640
Share-based compensation <i>[note 9]</i>	—	—	68,826	—
NET LOSS AND COMPREHENSIVE LOSS	(872,259)	(2,534,853)	(1,787,682)	(2,868,682)
Basic and diluted earnings per share	(0.01)	(0.03)	(0.02)	(0.04)
Weighted average number of common shares - basic and diluted	118,772,247	88,265,288	118,772,247	71,826,761

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Justera Health Ltd.
(formerly ScreenPro Security Inc.)
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Number of shares	Share capital \$	Options reserve \$	Warrants reserve \$	Accumulated deficit \$	Total \$
Balance, December 31, 2021	41,638,916	11,073,403	—	969,332	(11,196,732)	846,003
Shares issued for acquisition [notes 9 and 12]	58,833,331	6,500,000	—	2,091,665	—	8,591,665
Net loss for the period	—	—	—	—	(2,868,682)	(2,868,682)
Balance, June 30, 2022	100,472,247	17,573,403	—	3,060,997	(14,065,414)	6,568,986
Balance, December 31, 2022	118,772,247	15,592,036	—	2,142,182	(16,448,514)	1,285,704
Share-based compensation	—	—	68,826	—	—	68,826
Net loss for the period	—	—	—	—	(1,787,682)	(1,787,682)
Balance, June 30, 2023	118,772,247	15,592,036	68,826	2,142,182	(18,236,196)	(433,152)

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

Justera Health Ltd.
(formerly ScreenPro Security Inc.)
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	For the six months ended June 30, 2023	For the six months ended June 30, 2022
	\$	\$
OPERATING ACTIVITIES		
Net loss	(1,787,682)	(2,868,682)
Items not affecting cash:		
Accretion and interests	6,295	6,670
Depreciation	254,521	776,885
Share-based compensation	68,826	—
Changes in non-cash working capital balances:		
Accounts receivable	(218,805)	(1,931,016)
Harmonized sales tax recoverable	(46,553)	(35,493)
Inventory	99,347	1,170,986
Prepaid expenses	(104,427)	43,832
Accounts payable and accrued liabilities	1,335,763	2,754,942
Cash (used in) provided by operating activities	(392,715)	(81,876)
INVESTING ACTIVITIES		
Cash acquired from acquisitions	—	583,090
Purchase of property and equipment	—	(270,019)
Cash provided by investing activities	—	313,071
FINANCING ACTIVITIES		
Lease payments	(44,700)	(30,300)
Cash used in financing activities	(44,700)	(30,300)
INCREASE (DECREASE) IN CASH	(437,415)	200,895
CASH - BEGINNING OF PERIOD	437,415	207,789
CASH - END OF PERIOD	—	408,684
Supplementary cash flow information		
Interest income	—	—
Income tax paid	—	—

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

Justera Health Ltd. (formerly ScreenPro Security Inc.)

AMENDED AND RESTATED

Notes to Condensed Consolidated Interim Financial Statements

For the six months ended June 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited)

1. NATURE OF BUSINESS

Justera Health Ltd. (formerly ScreenPro Security Inc.) (the "Company") is incorporated under the laws of the Province of Ontario. The Company's common shares are listed on the Canadian Securities Exchange under the trading symbol "SCRN".

While these consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis that presumes the realization of assets and discharge of liabilities in the normal course of business, there are material uncertainties related to adverse conditions and events that cast significant doubt on the Company's ability to continue as a going concern.

During the six months ended June 30, 2023, the Company incurred a loss of \$1,787,682 (2022 - \$2,868,682) and, as of that date, the Company had accumulated deficit of \$18,236,196 (December 31, 2022 – deficit of \$16,448,514) and a working capital of \$44,221 (December 31, 2022 – deficit of \$2,566,902). The Company's continuing operations as intended are dependent upon its the ability to raise additional funds, investor sentiment and financial market conditions, all of which may be impacted by the uncertainties arising from the COVID-19 pandemic. Should the Company be unable to secure additional financing, the Company may be unable to discharge its net liabilities. These uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

The office address of the Company is 2300 Yonge Street, Suite 2802, Toronto, Ontario, M4P 1E4.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. 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 has also disrupted the normal operations of many businesses. The Company's business began as a result of this disruption. The Company's business related to COVID-19 has been declining since 2022.

2. BASIS OF PRESENTATION

2.1 Basis of presentation and statement of compliance

These condensed consolidated interim financial statements for the Company for the six months ended June 30, 2023 have been prepared in accordance with International Accounting Standards ("IAS") 34 – Interim Financial Reporting of the International Financial Reporting Standards ("IFRS"), issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed.

Justera Health Ltd. (formerly ScreenPro Security Inc.)

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The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements have been set out in the notes to the Company's financial statements for the year ended December 31, 2022. These condensed consolidated interim financial statements should be read in conjunction with the Company's financial statements for the period ended December 31, 2022.

These condensed consolidated interim financial statements were approved and authorized for issuance by the Company's Board of Directors on May 30, 2023. These condensed interim financial statements are presented in Canadian dollars which is also the Company's functional currency. The accounting policies have been applied consistently in these financial statements, unless otherwise indicated.

2.2 Principles of consolidation

The Company's wholly owned operating subsidiaries include:

Name of the entity	Jurisdiction of incorporation	Functional currency	Principal activity
ScreenPro Security Ltd. ("ScreenPro Ltd")	Canada	Canadian Dollar	Inactive
GoStop Inc. ("GoStop")	Canada	Canadian Dollar	Health Technology
Concierge Medical Consultant Inc. ("Concierge")	Canada	Canadian Dollar	Health Care
Add Biomedical Inc. ("AddBio")	Canada	Canadian Dollar	Health Care
NatureVan Nutrition Ltd. ("NatureVan")	Canada	Canadian Dollar	Health Care

Intercompany balances and transactions are eliminated upon consolidation and preparation of these consolidated financial statements.

2.3 Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, as explained. The financial statements are presented in Canadian dollars which is the presentation and functional currency of the Company.

Justera Health Ltd. (formerly ScreenPro Security Inc.)

AMENDED AND RESTATED

Notes to Condensed Consolidated Interim Financial Statements

For the six months ended June 30, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Significant accounting judgments and estimates

The application of the Company's accounting policies require management to use estimates and judgments that can have significant effect on the revenues, expenses, comprehensive income (loss), assets and liabilities recognized and disclosures made in the financial statements.

Management's best estimates concerning the future are based on the facts and circumstances available at the time estimates are made. Management uses historical experience, general economic conditions and assumptions regarding probable future outcomes as the basis for determining estimates. Estimates and their underlying assumptions are reviewed periodically and the effects of any changes are recognized immediately. Actual results could differ from the estimates used.

Management's budget and strategic plans are fundamental information used as a basis for estimates necessary to prepare financial information. Management tracks performance as compared to the budget and significant variances in actual performance are a key trigger to assess whether certain estimates used in the preparation of financial information must be revised.

3.2 Changes in accounting standard

The Company has evaluated all recent accounting pronouncements up to the date of issuance of these financial statements, and conclude that these pronouncements are not expected to have any significant impact on the Company's financial statements.

4. INVENTORY

	As at June 30, 2023	As at December 31, 2022
	\$	\$
Covid-19 test kits under laboratory testing	136,724	301,711
NatureVan – finished goods	226,008	160,368
	362,732	462,079

The cost of inventory included in the cost of sales was \$172,038 (2022 - \$2,413,469).

Justera Health Ltd. (formerly ScreenPro Security Inc.)

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5. PROPERTY AND EQUIPMENT

	Equipment	Vehicles	Total
	\$	\$	\$
Cost:			
As at December 31, 2021	1,038,166	231,771	1,269,937
Additions	117,778	—	117,778
As at December 31, 2022 and June 30, 2023	1,155,944	231,771	1,387,715
Accumulated depreciation:			
As at December 31, 2021	311,503	72,213	383,716
Depreciation	385,314	112,445	497,759
As at December 31, 2022	696,817	184,658	881,475
Depreciation	155,440	25,698	181,138
As at June 30, 2023	852,257	210,356	1,062,613
Net book value:			
As at December 31, 2022	459,127	47,113	506,240
As at June 30, 2023	303,687	21,415	325,102

Justera Health Ltd. (formerly ScreenPro Security Inc.)

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Notes to Condensed Consolidated Interim Financial Statements

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(Unaudited)

6. INTANGIBLE ASSET AND GOODWILL

	Developed technologies	Goodwill	Total
	\$	\$	\$
Cost:			
As at December 31, 2021	2,117,600	602,165	2,719,765
Additions	635,000	2,073,833	2,708,833
As at December 31, 2022 and June 30, 2023	2,752,600	2,675,998	5,428,598
Accumulated depreciation:			
As at December 31, 2021	1,624,460	—	1,624,460
Depreciation	546,056	—	546,056
As at December 31, 2022	2,170,516	—	2,170,516
Depreciation	35,278	—	35,278
As at June 30, 2023	2,205,794	—	2,205,794
Net book value:			
As at December 31, 2022	582,084	2,675,998	3,258,082
As at June 30, 2023	546,806	2,675,998	3,222,804

Justera Health Ltd. (formerly ScreenPro Security Inc.)

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(Unaudited)

7. RELATED PARTY TRANSACTIONS

Related parties are defined as management and principal shareholders of the Company and/or members of their immediate family and/or other companies and/or entities in which a principal shareholder, director or senior officer is a principal owner or senior executive.

Related party transactions, with entity with common management and shareholders, are as follows:

	For the six months ended June 30, 2023	For the six months ended June 30, 2022
	\$	\$
Salaries paid to current and former officers and directors	90,000	263,333
Consulting fees paid to current and former officers and directors	39,000	752,500

Included in accounts payable at June 30, 2023 was \$2,260 (December 31, 2022 - \$Nil) due to a company controlled by an officer of the Company.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors, advisory board members, officers of the Company.

8. RIGHT-OF-USE ASSET AND LEASE LIABILITIES

During the thirteen months ended December 31, 2021, the Company entered into a lease agreement with a company controlled by a former director of the Company. The lease contract contained a deposit in the amount of \$10,000 that will be applied for the rent of the last two months the lease term. The lease expires in March 2024.

During the year ended December 31, 2022, the Company entered into a lease agreement with an arm's length party for NatureVan. The lease is for \$2,300 per month that expires in December 2024.

Right-of-use asset

	\$
Balance at December 31, 2021	119,929
Addition	62,720
Amortization charge for the year	(63,185)
Balance at December 31, 2022	119,464
Amortization charge for the year	(38,105)
Balance at June 30, 2023	81,359

Justera Health Ltd. (formerly ScreenPro Security Inc.)

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(Unaudited)

Lease liability

	\$
Balance at December 31, 2021	120,829
Addition	62,720
Accretion on lease liability	16,415
Lease payments	(79,300)
Balance at December 31, 2022	120,664
Accretion on lease liability	6,295
Lease payments	(44,700)
Balance at June 30, 2023	82,259
Classified as current	68,929
Classified as non-current	13,330

When measuring the lease liability, the Company discounted lease payments using its incremental borrowing rate of 12%.

Future lease payments are as follows:

Year ended December 31, 2023	\$45,000
Year ended December 31, 2024	\$43,200

9. SHARE CAPITAL

a) Authorized:

Unlimited number of common shares, one votes per share, without par value

b) Issued:

On February 22, 2022, the Company acquired AddBio and issued 33,000,000 common shares valued at \$2,475,000 (note 12).

On May 1, 2022, the Company acquired NatureVan and issued 25,833,331 common shares valued at \$1,420,833 (note 12).

On December 14, 2022, the Company issued 9,700,000 units at \$0.05 per unit for gross proceeds of \$485,000. Each unit consisted of one common share and one share purchase warrant exercisable at \$0.05 for 18 months from the date of issuance. The Company paid finder's fees of \$1,200.

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On December 14, 2022, the Company issued 8,600,000 common shares at \$0.05 per share for gross proceeds of \$430,000.

Stock Options

In January 2023, the Company granted 4,800,000 stock options to certain officers, directors and consultants of the Company exercisable at \$0.05 per share expiring on January 26, 2025. The options vested immediately.

The fair value of the stock options granted in January 2023 was \$68,826, recorded as share-based compensation for the six months ended June 30, 2023. The fair value was calculated using the Black-Scholes option pricing model, using the following assumptions: expected life of the options: 2 years, expected volatility: 184.66%, expected dividend yield rate: Nil, and risk-free interest rate: 3.65%.

Warrants

The changes in the Company's warrants for the year ended December 31, 2022 and the six months ended June 30, 2023 are as follows:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2021	2,205,754	\$1.40
AddBio acquisition (note 12)	33,000,000	\$0.15
NatureVan acquisition (note 12)	25,833,331	\$0.07
GoStop warrants expired	(2,000,000)	\$1.50
Issued from a private placement	9,700,000	\$0.05
Expired	(74,080)	\$0.20
Balance, December 31, 2022	68,665,005	\$0.11
Expired	(131,674)	\$0.30
Balance, June 30, 2023	68,533,331	\$0.11

As at June 30, 2023, the Company had the following warrants outstanding and exercisable:

Number of warrants	Exercise price	Expiry date
33,000,000	\$0.15	March 18, 2024
25,833,331	\$0.07	May 13, 2024
9,700,000	\$0.05	June 14, 2024

Justera Health Ltd. (formerly ScreenPro Security Inc.)

AMENDED AND RESTATED

Notes to Condensed Consolidated Interim Financial Statements

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(Unaudited)

10. FINANCIAL RISK FACTORS

Fair Value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits from the asset's highest and best use or by selling it to another market participant that would utilize the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy. This is described, as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 inputs are quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 inputs are observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets, quoted prices for identical assets or liabilities in markets that are not active, or other inputs that are observable directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability that reflect the reporting entity's own assumptions and are not based on observable market data.

Unless otherwise noted, the carrying value of cash, accounts receivable, accounts payable and accrued liabilities approximates fair value for each financial instrument.

Justera Health Ltd. (formerly ScreenPro Security Inc.)

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Notes to Condensed Consolidated Interim Financial Statements

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(Expressed in Canadian Dollars)

(Unaudited)

Financial Risk Management

The Company is exposed to credit risk and liquidity risk. The Company's management oversees the management of these risks. The Company's management is supported by the Board that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with Company policies and the Company risk appetite.

(a) Credit Risk

Credit risk is the risk of unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and accounts receivable. The cash consists of money held in a reputable Canadian bank. To reduce its credit risk from its accounts receivable, the Company reviews credit history of new clients before extending credit. Historically, there has been no collection issue with any of the Company's customers.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligation associated with financial liabilities. The Company is exposed to this risk mainly in respect of its accounts payable and accrued liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages liquidity risk through obtaining financing from its shareholders. At June 30, 2023, the Company had a working capital of \$44,221 (2022 – deficiency of \$2,566,902) and, as a result, the Company will need additional financing in the future.

11. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business. The capital of the Company consists of equity.

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at June 30, 2023.

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(Expressed in Canadian Dollars)

(Unaudited)

12. ACQUISITIONS

Add Biomedical Inc.

In February 2022, the Company announced a proposed acquisition of Add Biomedical Inc., a biomedical screening company with the initial focus on breast cancer detection. In March 2022, the Company completed the acquisition of all of the issued and outstanding shares of Add Bio. Pursuant to the Share Purchase Agreement, the Company issued 33,000,000 units of the Company (note 9), each unit consisting of one common share and one common share purchase warrant. Each warrant exercisable to purchase one common share at an exercise price of \$0.15 per share for 24 months.

The purchase price had a total fair value of \$3,038,001 calculated as follows: \$2,475,000 related to 33,000,000 common shares of the Company and \$563,001 related to 33,000,000 warrants determined by the Black-Scholes option pricing model using the following assumptions: (i) expected warrant life of 2.00 years; (ii) risk free rate of 1.89%; (iii) dividend yield of nil; and (iv) expected volatility of 75.71%.

The acquisition of AddBio was accounted for as an asset acquisition consistent with IFRS 2 – Shares based payments, as it did not meet the definition of a business under IFRS 3 – Business combination. During the year ended December 31, 2022, the Company recognized an intangible asset in the amount of \$635,000 related to AddBio's developed technology (note 6).

The allocation of the purchase consideration is as follows:

	Amount
Purchase consideration	
Common shares	\$ 2,475,000
Warrants	563,001
Total	\$ 3,038,001
Fair value of assets acquired	
Cash	\$ 1,069,776
Intangible asset	635,000
Total identifiable net assets acquired	1,704,776
Excess consideration paid expensed	1,333,225
Total	\$ 3,038,001

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NatureVan Nutrition Ltd.

On May 1, 2022, the Company completed the acquisition of NatureVan, an e-commerce and retail business with natural health supplement products. The acquisition of NatureVan expands the Company's opportunities in the health and wellness industry. The Company was issued 25,833,331 units of the Company (note 9), each unit consisting of one common share and one common share purchase warrant. Each warrant exercisable to purchase one common share at an exercise price of \$0.07 per share for 24 months.

The purchase price had a total fair value of \$2,389,682 calculated as follows: \$650,000 paid in cash, \$1,420,833 related to 25,833,331 common shares of the Company and \$318,849 related to 25,833,331 warrants determined by the Black-Scholes option pricing model using the following assumptions: (i) expected warrant life of 2.00 years; (ii) risk free rate of 2.73%; (iii) dividend yield of nil; and (iv) expected volatility of 52.31%.

The acquisition of NatureVan was accounted for as a business combination, in which the assets acquired and the liabilities assumed are recorded at their estimated fair values.

The allocation of the purchase consideration is as follows:

	Amount
Purchase consideration	
Cash	\$ 650,000
Common shares	1,420,833
Warrants	318,849
Total	\$ 2,389,682
Fair value of assets acquired and liabilities assumed	
Cash	\$ 163,314
Accounts receivable and other receivables	7,096
Inventory	149,074
Prepaid expenses	2,300
Accounts payable and accrued liabilities	(5,935)
Total identifiable net assets assumed	315,849
Goodwill	2,073,833
Total	\$ 2,389,682

Goodwill recognized comprises the assembled workforce and their knowledge, regulatory affairs and expected revenue growth and future market development.

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NatureVan had limited history of operations and, as a result, the Company's pro-forma information presenting the combined results as if the acquisition of NatureVan was completed at the beginning of the period would not be significantly different from these results presented for the year ended December 31, 2022.

13. CONTINGENCY

A vendor commenced a claim against the Company in the Ontario Small Claims Court claiming damages of \$16,055. The Company has defended the claim. The claim remains outstanding as of June 30, 2023. The dispute is in its early stages and the outcome of the matter is undeterminable at this time.

14. SUBSEQUENT EVENT

In July 2023, the Company completed the acquisition of Juillet Wellness Centre located in British Columbia, Canada.

The Company acquired all or substantially all of the assets of the business pursuant to an asset purchase agreement made on July 13, 2023, as amended on July 21, 2023. The purchase price of \$650,000, subject to adjustments, is as follows:

- i. \$200,000 through the issuance of an aggregate of 4,000,000 common shares of the Company issued at a deemed price of Cdn \$0.05 per share which are subject to both a statutory hold period of 4 months plus a day and an up to 1 year hold back to address possible post-closing adjustments; and
- ii. The assumption by the Company of certain lease liabilities in respect of the business, up to \$450,000.

A key employee of the Juillet Wellness business, Lisa Lim, has entered into a 3-year employment agreement with the Company. Lisa Lim will play a key role in the operations of the business, ensuring the continuity of growth, sales, and leadership of Juillet Wellness.

15. RESTATEMENT

The Company's condensed interim consolidated statement of financial position as at June 30, 2023 has been restated to reflect the deferral agreements that the Company entered into with certain vendors. The deferral agreements had an effective date of June 30, 2023, and the parties agreed to defer amounts due and payable by the Company which in aggregate was \$4,103,308 as of June 30, 2023 (the "Deferred Amount"). The Deferred Amount shall become due and payable 12 months and one day after receipt by the Company from the vendors of written requests for payments, provided however, that vendors cannot provide such written request for payment for a period of one year from the date of the deferral agreement.

The restatement to reflect the Deferred Amount resulted in a reclassification of \$4,103,308 from the current liabilities to long-term liabilities. Total liabilities did not change. There were no effects on the Company's statements of loss and comprehensive loss, changes in shareholders' equity and cash flows.