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Condensed Interim Consolidated Financial Statements
(Expressed in Canadian Dollars)

Britannia Life Sciences Inc.

September 30, 2024 and 2023

Responsibility for Condensed Interim Consolidated Financial Statements

The Company's management is responsible for the integrity and fairness of presentation of these consolidated financial statements. The consolidated financial statements have been prepared by management, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, for approval by the Board of Directors.

Where necessary, management has made judgements and estimates in preparing the consolidated financial statements and such statements have been prepared within acceptable limits of materiality. Management maintains a system of internal accounting controls to ensure, on a reasonable and cost-effective basis, that the financial information is timely reported and is accurate and reliable in all material respects and that the Company's assets are appropriately accounted for and adequately safeguarded.

Notice to Reader

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 financial statements of the Company have been prepared by and are the responsibility of the Company's management and have not been reviewed by the Company's auditor.

/s/ Peter Shippen
Chief Executive Officer
November 29, 2024

Britannia Life Sciences Inc.

Condensed Interim Consolidated Statements of Financial Position

Expressed in Canadian Dollars
(Unaudited)

	Note	September 30, 2024	March 31, 2024
		$	$
Assets			
Current assets:			
Cash		977,176	1,322,584
Accounts receivable		1,675,242	1,208,975
Inventory		194,770	184,364
Prepaid expenses		27,386	12,767
Total current assets		2,874,574	2,728,690
Non-current assets:			
Property and equipment	4	661,355	721,278
Investment	6(b)	-	731,204
Goodwill and intangible assets	5	19,219,981	18,080,656
Total non-current assets		19,881,336	19,533,138
Total assets		**22,755,910**	**22,261,828**
Liabilities and Shareholders' Equity			
Current liabilities:			
Purchase commitment provision	6(a)	5,572,121	5,274,407
Accounts payable and accrued liabilities	16	3,503,848	3,000,157
Current portion of GLL loan payable	7	2,138,131	1,865,085
Current portion of lease liability	8	111,078	111,721
Director's loan	9	28,560	147,034
Other debt	10	106,986	103,451
Total current liabilities		11,460,724	10,501,855
Non-current liabilities:			
GLL loan payable	7	3,875,894	4,749,467
Debenture Units	11	904,780	-
Lease liability	8	264,649	298,431
Other debt	10	1,953	12,230
Deferred income taxes		30,971	29,317
Total non-current liabilities		5,055,943	5,089,445
Total liabilities		**16,516,677**	**15,591,300**
Shareholders' equity:			
Share capital	12	17,107,347	17,107,347
Contributed surplus	12	3,409,434	3,409,434
Non-controlling interest		4,698,653	4,232,707
Warrant reserve	11	49,514	
Accumulated other comprehensive loss		248,595	(715,061)
Accumulated deficit		(19,296,603)	(17,363,899)
Total shareholders’ equity		6,216,940	6,670,528
Total liabilities and shareholders’ equity		**22,755,910**	**22,261,828**

Subsequent events (note 17)

These consolidated interim financial statements were approved for issue on November 29, 2024 by the board of directors on its behalf by:

“Peter Shippen” *“Greg Taylor”*

Britannia Life Sciences Inc.

Condensed Interim Consolidated Statements of Income and Comprehensive Income
For the Three and Six Months Ended September 30, 2024 and September 30, 2023
Expressed in Canadian Dollars
(Unaudited)

Periods ended September 30,		Three months 2024	Three months 2023	Six months 2024	Six months 2023
		$	$	$	$
Product sales and other income		1,955,562	2,073,944	3,721,684	4,027,398
Cost of sales		638,892	594,440	1,212,410	1,074,890
Gross profit		1,316,670	1,479,504	2,509,274	2,952,508
Expenses					
Selling, general and administration	14	748,227	1,084,072	1,776,967	1,844,064
Finance		224,457	273,655	469,580	543,995
Share-based compensation		-	92,205	-	183,406
		972,684	1,449,932	2,246,547	2,571,465
Income from operations		343,986	29,572	262,727	381,043
Other income (expense)					
Accretion expense	7, 11	(63,359)	(148,876)	(98,275)	(99,308)
Gain on dilution of Britannia Mining Solutions Inc.	6(b)	101,106	16,355	124,594	47,010
Share of income (loss) of Britannia Mining Solutions Inc.	6(b)	(295,109)	73,091	(818,032)	15,363
Foreign currency translation gain (loss)		(1,021,610)	425,180	(1,089,112)	(127,685)
Change in fair value of put option liability	6(a)	-	497,994	-	908,933
Change in fair value of warrant liability		-	-	-	2,043
		(1,278,972)	863,744	(1,880,825)	746,356
Income (loss before income taxes)		(934,986)	893,316	(1,618,098)	1,127,399
Provision for (recovery of) income taxes					
Current income taxes		148,184	137,288	203,700	258,484
Deferred income taxes		(905)	124	(68,862)	25,791
Total income taxes		147,279	137,412	134,838	284,275
Net income (loss)		(1,082,265)	755,904	(1,752,936)	843,124
Other comprehensive loss					
Currency translation differences		1,021,462	(634,912)	1,249,834	(8,205)
Comprehensive income (loss) for the period		(60,803)	120,922	(503,102)	834,919
Net income (loss) for the period attributable to:					
Non-controlling interest		112,286	31,744	179,768	236,683
Equity shareholders of the Company		(1,194,551)	724,160	(1,932,704)	606,441
Total		(1,082,265)	755,904	(1,752,936)	843,124
Other comprehensive income (loss) for the period attributable to:					
Non-controlling interest		267,062	(150,706)	286,178	(94,518)
Equity shareholders of the Company		754,400	(484,206)	963,656	86,313
Total		1,021,462	(634,912)	1,249,834	(8,205)
Basic and diluted weighted average shares outstanding	13	162,254,339	162,254,339	162,154,339	162,154,339
Basic and diluted gain (loss) per share		(0.01)	0.00	(0.01)	0.00

Britannia Life Sciences Inc.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the Six Months Ended September 30, 2024 and 2023

Expressed in Canadian Dollars

(Unaudited)

	Number of common shares	Share capital	Contributed surplus	Warrant reserve	Options reserve	Accumulated Deficit	Accumulated other comprehensive loss	Equity (deficiency) attributable to shareholders of the Company	Non-controlling interest	Total
		$	$	$	$	$	$	$	$	$
Balance at March 31, 2023	**162,254,339**	**17,107,347**	**157,101**	**1,270,742**	**1,587,522**	**(11,942,346)**	**(1,157,102)**	**7,023,264**	**4,038,674**	**11,061,938**
Options issued (Note 12)	-	-	-	-	183,407	-	-	183,407	-	183,407
Warrants expired	-	-	1,270,742	(1,270,742)	-	-	-	-	-	-
Acquisition of CosLab (note 6(c))	-	-	-	-	-	-	-	-	200,658	200,658
Net income (loss) for the period	-	-	-	-	-	606,441	-	606,441	236,683	843,124
Other comprehensive income for the period	-	-	-	-	-	-	86,313	86,313	(94,518)	(8,205)
Balance at September 30, 2023	**162,254,339**	**17,107,347**	**1,427,843**	**-**	**1,770,929**	**(11,339,905)**	**(1,070,789)**	**7,889,425**	**4,381,947**	**12,280,922**
Balance at March 31, 2024	**162,254,339**	**17,107,347**	**3,409,434**	**-**	**-**	**(17,363,899)**	**(715,061)**	**2,437,821**	**4,232,707**	**6,670,528**
Warrants issued (Note 11)	-	-	-	49,514	-	-	-	49,514	-	49,514
Net income (loss) for the period	-	-	-	-	-	(1,932,704)	-	(1,932,704)	179,768	(1,752,936)
Other comprehensive income for the period	-	-	-	-	-	-	963,656	963,656	286,178	1,249,834
Balance at September 30, 2024	**162,254,339**	**17,107,347**	**3,409,434**	**49,514**	**-**	**(19,296,603)**	**248,595**	**1,518,287**	**4,698,653**	**6,216,940**

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

Britannia Life Sciences Inc.

Condensed Interim Consolidated Statements of Cash Flows

For the Six Months Ended September 30, 2024 and 2023
(Expressed in Canadian Dollars, except per share amounts)

		2024	2023
		$	**$**
OPERATING ACTIVITIES			
Net Income		**(1,752,936)**	843,124
Adjustments for items not involving cash			
Depreciation and amortization	4, 5	**164,021**	136,363
Foreign currency translation gain		**638,227**	262,798
Interest on lease liability	8	**32,454**	9,566
Accretion expense	7,11	**98,275**	99,308
Gain on dilution of Britannia Mining Solutions Inc.	6(b)	**(124,594)**	(47,010)
Share of income (loss) of Britannia Mining Solutions Inc.	6(b)	**818,032**	(15,363)
Elimination of associate's management fee	6(b)	**37,766**	45,266
Share-based payments		**-**	183,406
Change in fair value of put option liabilities	6(a)	**-**	(908,933)
Change in fair value of warrant liability		**-**	(2,043)
Deferred income tax		**1,655**	25,791
		(87,100)	632,273
Changes in non-cash working capital items			
Accounts receivable		**(466,267)**	59,359
Prepaid expenses		**(14,619)**	-
Directors loan		**(120,000)**	-
Inventory		**(10,406)**	61,143
Purchase commitment		**297,714**	-
Accounts payable and accrued liabilities		**503,683**	443,781
Net changes in non-cash working capital items		**190,105**	564,283
NET CASH FLOWS FROM OPERATING ACTIVITIES		**103,005**	1,196,556
INVESTING ACTIVITIES			
Acquisition of intangibles	5	**(174,970)**	(24,695)
Acquisition of equipment	4	**(4,935)**	(117,578)
Acquisition of non-controlling interest	6(a)(c)	**-**	(168,750)
NET CASH FLOWS (USED IN) FROM INVESTING ACTIVITIES		**(179,905)**	(311,023)
FINANCING ACTIVITIES			
Principal payments on GLL financing	7	**(1,012,682)**	(889,554)
Lease payments	8	**(85,651)**	(39,914)
Proceeds on Debenture Units	11	**722,000**	-
Debenture unit equity component (warrants)	11	**49,514**	-
NET CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		**(326,819)**	(929,468)
Effect of exchange rate changes on cash and cash equivalents		**58,311**	(34,140)
Increase (decrease) in cash and cash equivalents		**(345,408)**	78,075
Cash and cash equivalents at beginning of the period		**1,322,584**	2,598,273
Cash and cash equivalents at end of the period		**977,176**	2,520,198

(Expressed in Canadian Dollars, except per share amounts)

1. Nature and Continuance of Operations

Britannia Life Sciences Inc. ("BLS" or the "Company") (together with its subsidiaries, the "Group") is a company domiciled and incorporated in Canada under the laws of the Province of Ontario. The address of BLS's registered office is 120 Adelaide Street West, Suite 2400, Toronto, Ontario M5H 1T1. BLS's common shares are publicly traded on the Canadian Securities Exchange (BLAB: CSE). The Company provides product testing, safety assessment and compliance services to the cosmetic, consumer packaged goods and nutraceutical industries in the United Kingdom and globally.

Going concern

These condensed interim consolidated financial statements are prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. As at September 30, 2024, the Company had an accumulated deficit of $19,274,309 (September 30, 2023 - $11,355,905 deficit), cash of $977,176 (September 30, 2023- $2,520,198) and working capital deficiency of $8,586,149 (September 30, 2023 - $(738,973)). The Company also has a purchase commitment to acquire the remaining shares of Advanced Development and Safety Laboratories Ltd. ("ADSL") of $10,916,735 (see note 6(a)). In order to continue as a going concern and meet its corporate objectives, the Company is dependent on its ability to obtain additional financing. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on the terms advantageous to the Company.

These condensed interim consolidated financial statements do not reflect the adjustments or reclassifications of assets and liabilities which would be necessary if the Company were unable to continue as a going concern and therefore were required to realize its assets and liabilities and commitments in the normal course of business operations and at amounts different from those in the accompanying consolidated financial statements.

2. Basis of Preparation

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC").

The accounting policies adopted in the preparation of the condensed interim consolidated financial statements are based on IFRS, which have been applied consistently to all periods presented. These condensed interim consolidated financial statements were approved and authorized for issuance by the Board of Directors on August 29, 2024.

(b) Basis of consolidation

The condensed interim consolidated financial statements comprise the financial statements of BLS, its subsidiaries Britannia Bud Canada Holdings Inc. ("BBCH"), Britannia Bud Company Limited ("BBCL"), Jamaica-Blu Ltd., Rise Research Inc., Scout Assessment Corp., Rise Life Science (Colorado), LLC, Brand Max, Inc. (doing business as Cultivate Kind) ("Brand Max"), Life Bloom Organics, LLC ("Life Bloom") and Cosmetic Labs Limited ("CosLab") (all wholly owned) and Advanced Development and Safety Laboratories Ltd. ("ADSL") (of which BLS owns 70%). BBCL, ADSL and CosLab operate in the United Kingdom and have a functional currency of UK pounds sterling. Life Bloom, Brand Max, and Rise Life Science (Colorado), LLC are domiciled in the United States of America and have a functional currency of US dollars.

The Company's subsidiaries are as follows:

Entity	Jurisdiction of Incorporation	Ownership
BBCH	Ontario, Canada	100%
BBCL	United Kingdom	100%
Jamaica-Blu Ltd.	Ontario, Canada	100%
Rise Research Inc.	British Columbia, Canada	100%
Scout Assessment Corp.	Ontario, Canada	100%
Rise Life Science (Colorado), LLC	Colorado, United States	100%
Brand Max	California, United States	100%
Life Bloom	Delaware, United States	100%
Advanced Development & Safety Laboratories Ltd.	United Kingdom	72%
CosLab	United Kingdom	100%

All intercompany transactions and balances between and among BLS and its subsidiaries have been eliminated on consolidation. Where necessary, adjustments are made to assets, liabilities, and results of subsidiaries and associates to bring their accounting policies into line with those used by the Company.

Subsidiaries are entities controlled by BLS. The financial statements of subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. BLS controls an entity if it has power to direct the activities of the entity that significantly affects its returns ("the relevant activities"), has exposure or rights to variable returns from its involvement with the entity and has the ability to use its power to affect those returns.

Changes in BLS's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of BLS's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the noncontrolling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to the owners of the Company.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Company's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between BLS and its subsidiaries are eliminated in full on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

(c) Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

(d) Functional and presentation currency

The condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency and the overall presentation currency. The Group's U.K. operations have a functional currency of UK pounds sterling. The Group's US operations have a functional currency of USD. All financial information presented has been rounded to the nearest dollar except where indicated otherwise.

(e) Use of significant estimates and judgements

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ from these estimates.

These condensed interim consolidated financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis of presentation assumes that the Group will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Different bases of measurement may be appropriate if the Group is not expected to continue operations for the foreseeable future. Management carefully manages its cash flows and, as necessary, will undertake efforts to raise additional capital. These condensed interim consolidated statements do not reflect the adjustments or reclassifications of assets and liabilities which would be necessary if the Group were unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in the normal course of business operations and at amounts different from those in the condensed interim consolidated financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The determination of fair values to the net identifiable assets acquired in business acquisitions often require management to make assumptions or estimates about future events. Changes in any of the assumptions or estimates used in determining fair value of acquired assets and liabilities could impact the amount assigned to assets, liabilities and goodwill in the purchase price allocation.

Goodwill is tested for impairment annually or more frequently if there is an indication of impairment. The assessment of fair values includes estimates and assumptions, discount rates, future operating performance and capital requirements. These estimates and assumptions are based on industry and historical practices as well as future expectations. Changes to these estimates or assumptions could impact the impairment analysis of goodwill.

(Expressed in Canadian Dollars, except per share amounts)

Information about key assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year are included in the following notes to the condensed interim consolidated financial statements:

- The measurement and period of use of intangible assets including patents and trademarks.
- The measurement and period of use of property and equipment
- The assumptions used to value the right-of-use asset and associated lease obligation upon the adoption of the lease standard under IFRS 16, Leases.
- The assumptions used to determine the incremental borrowing rate.
- The assumptions used to fair value the debt component, the conversion feature and associated warrants on initial recognition.
- The assumptions used to value options and warrants issued.
- The assessment of a cash-generating unit to which goodwill is allocated.
- The assumptions used to estimate the carrying value of goodwill and intangible assets.

3. Material Accounting Policies

These condensed interim consolidated financial statements have been prepared using the same accounting policies and methods as those used in the Company's annual consolidated financial statements as at and for the year ended March 31, 2024.

4. Property and equipment

	Fixtures & Fittings	Computer Equipment	Right-of-Use Asset	Total
	$	$	$	$
Cost				
Balance, March 31, 2023	591,743	35,578	204,918	832,239
Additions	124,065	10,806	320,333	455,204
Effect of foreign exchange	13,727	825	55,042	69,594
Balance, March 31, 2024	**729,535**	**47,209**	**580,293**	**1,357,037**
Additions	1,659	4,935	-	6,594
Effect of foreign exchange	41,179	2,664	29,078	72,921
Balance, September 30, 2024	**772,373**	**54,808**	**609,371**	**1,436,552**
Accumulated Depreciation				
Balance, March 31, 2023	257,785	14,488	107,584	379,857
Depreciation	115,630	8,045	106,113	229,788
Effect of foreign exchange	5,898	309	19,907	26,114
Balance, March 31, 2024	**379,313**	**22,842**	**233,604**	**635,759**
Depreciation	44,966	3,730	55,289	103,985
Effect of foreign exchange	22,853	1,249	11,351	35,453
Balance, September 30, 2024	**447,132**	**27,821**	**300,244**	**775,197**
Net book value, March 31, 2024	**350,222**	**24,367**	**346,689**	**721,278**
Net book value, September 30, 2024	**325,241**	**26,987**	**309,127**	**661,355**

(Expressed in Canadian Dollars, except per share amounts)

5. Goodwill and intangible assets

	Website	Goodwill	Total
	$	$	$
Cost			
Balance March 31, 2023	305,758	17,378,875	17,684,633
Additions	162,899	39,704	202,603
Disposals	-	(39,704)	(39,704)
Effect of foreign exchange	7,093	403,146	410,239
Balance, March 31, 2024	**475,750**	**17,782,021**	**18,257,771**
Additions	174,970	-	174,970
Effect of foreign exchange	26,854	1,003,706	1,030,560
Balance, September 30, 2024	**677,574**	**18,785,727**	**19,463,301**
Accumulated Amortization			
Balance March 31, 2023	77,345	-	77,345
Amortization	98,595	-	98,595
Effect of foreign exchange	1,175	-	1,175
Balance, March 31, 2024	177,115	-	177,115
Amortization	60.036	-	60,036
Effect of foreign exchange	6,169	-	6,169
Balance, September 30, 2024	**243,320**	**-**	**243,320**
Net book value, March 31, 2024	**298,635**	**17,782,021**	**18,080,656**
Net book value, September 30, 2024	**434,254**	**18,785,727**	**19,219,981**

6. Business Developments

a) Advanced Development & Safety Laboratories Ltd.

Mark Richard Bowes-Cavanagh, Claire Suzanne Bowes-Cavanagh, Jonathan Bird Sumner and Robert Sumner (the "ADSL Sellers") and BBCH entered into a share purchase agreement dated March 10, 2020, wherein BBCH acquired 60% of the issued share capital of ADSL (the “Initial ADSL Acquisition”). Completion payments in relation to the Initial ADSL Acquisition were made on February 9, 2021 (the “Initial ADSL Completion Date”). The Initial ADSL Acquisition consideration included a cash payment of $5,278,445 (GBP 3,008,819), a loan payable to the ADSL Sellers of $7,819,478 (GBP 4,456,813), and a loan payable to ADSL of $6,551,624 (GBP 3,734,183).

Pursuant to the terms of the ADSL Acquisition, on the first three anniversaries of the Initial ADSL Completion Date, BBCH had the right to acquire from the Sellers up to an additional 40% of the share capital of ADSL for additional consideration. In circumstances where on expiry of the third anniversary of the Initial ADSL Completion Date BBCH has not acquired all the ADSL shares, the ADSL Sellers have the right to require BBCH to purchase all of the ADSL shares it does not yet own (the “Put Liability”). The total consideration payable for the additional shares (the “Put Shares”) upon exercise of the Put Liability and the closing of the Company’s acquisition of the Put Shares would be equal to the total equity value of the Put Shares, which would be based upon the applicable percentage acquired by BBCH of the total enterprise value for ADSL.

At the close of the Initial ADSL Acquisition, the value of the Put Liability was determined to be $2,464,315 (GBP 1,404,568), representing the difference between the market price and the contract value of the Put Liability, discounted at a rate of 0.23% per annum and assuming the transaction would take place on February 9, 2024. As at March 31, 2022, the fair value of the put liability was remeasured to $4,495,033 (GBP 2,738,035), generating a loss on the change in fair value of the put liability for the year ended March 31, 2022 of $2,059,933.

(Expressed in Canadian Dollars, except per share amounts)

On April 7, 2022, BBCH acquired an additional 10% of the outstanding issued share capital of ADSL (the "Second ADSL Acquisition"). A cash payment of GBP 1,813,358 was paid as consideration for the Second ADSL Acquisition (CAD: $2,982,066).

The Put Liability was reduced accordingly and an adjustment was made to non-controlling interest to reflect the change in ownership after the Second ADSL Acquisition and on March 31, 2023.

	$
Cash payment to minority shareholders	2,982,066
Reduction in Put Liability	(1,120,594)
Reduction in non-controlling interest	(1,032,625)
Equity adjustment	828,847

On November 22, 2023, BBCH acquired an additional 2% of the outstanding issued share capital of ADSL (the "Third ADSL Acquisition"). A cash payment of GBP 545,023 was paid as consideration for the Third ADSL Acquisition (CAD: $938,735).

The Put Liability was reduced accordingly, and an adjustment was made to non-controlling interest to reflect the change in ownership post transaction.

	$
Cash payment to minority shareholders	938,735
Reduction in put liability	(15,745)
Reduction in non-controlling interest	(269,245)
Equity adjustment	653,745

On February 9, 2024, as BBCH had not yet acquired the remaining ADSL shares, the put option right became enforceable. On March 18, 2024, the ADSL Sellers informed BBCH of their intention to exercise their put right. BBCH has consequently reduced the put liability on the balance sheet to nil, generating a gain on fair value of the put liability for the year ended March 31, 2024, of $1,403,966. The Company has determined that a purchase commitment in the amount of $10,916,735 (GBP: £6,038,017) exists at September 30, 2024 (March 31, 2024: $10,333,463). As per the terms of the share purchase agreement dated March 10, 2020, the ADSL Sellers and the Company, the Company has ninety days to satisfy its obligations under the put option right however the ADSL Sellers have agreed to allow the Company an extension to the ninety-day completion deadline. The Company is pursuing various options to finance the acquisition of the remaining shares of ADSL.

Onerous Contract

The Company has recognized an onerous contract liability in relation to the contract to acquire the remaining ADSL shares. The Company has determined that the contract price exceeds the fair value of the shares to be purchased at the year ended March 31, 2024 and the period ended September 30, 2024. The purchase commitment liability is presented on the condensed interim consolidated statements of financial position at September 30, 2024 in the amount of $5,572,121 (GBP: 3,081,925).

(Expressed in Canadian Dollars, except per share amounts)

b) Britannia Mining Solutions Inc.

On February 18, 2022, the Company incorporated BMS, a company domiciled and incorporated in Canada under the laws of the Province of Ontario, as a new subsidiary to address the global backlog in mining assays. In establishing the business, BMS issued 500,000 BMS common shares at $0.001 per BMS common share to the Company. On March 4, 2022, BMS completed a non-brokered private placement of 500,000 of its common shares at $1.00 per common share for gross proceeds of $500,000 after which the Company owned 50% of the outstanding issued share capital of BMS and 50% of the voting rights of BMS. During the year ended March 31, 2023 BMS issued 309,000 BMS common shares at $10.00 per share and during the year ended March 31, 2024, BMS issued 264,640 BMS common shares at $10.00 per share after which the Company owns 32% of the outstanding share capital of BMS. During the period ended September 30, 2024, BMS issued 16,000 common shares at$10.00 per share and 30,874 common shares at $12.75 per share after which the Company owns 31% of the outstanding capital of BMS. The Chief Executive Officer of the Company is both the Chief Executive Officer and sole director of BMS. The BMS by-laws state that both the officers and the directors of BMS are elected by the shareholders, accordingly the investment does not meet the definition of control for the purpose of consolidation. For the six-month period ended September 30, 2024, the Company's investment in BMS is nil.

The continuity of the investment in BMS is as follows:

	$
Balance as at March 31, 2023	**1,269,809**
Gain on dilution after equity issuances	465,811
Elimination of associate's management fee	(77,782)
Share of loss of BMS	(926,635)
Balance as at March 31, 2024	**731,204**
Gain on dilution after equity issuances	124,594
Elimination of associate's management fee	(37,766)
Share of loss of BMS	(818,032)
Balance as at September 30, 2024	**-**

c) Cosmetics Lab Limited

On June 6, 2023 the Company acquired a 51% interest in CosLab, a Southern England-based manufacturer of cosmetic products. A cash payment of GBP 100,000 was paid as consideration for the shares (CAD: $168,750). On February 20 2024, the Company acquired the remaining 49% interest in CosLab from the minority shareholder for GBP £1.

The acquisition has been accounted for using the acquisition method with the results of the operations of CosLab being included in the consolidated financial statements from the date of acquisition.

At March 31, 2024 the Group performed its annual impairment test of goodwill and determined that the interest in CosLab was impaired. An impairment charge has been recorded in the year ended March 31, 2024.

7. GLL loan payable

On April 7, 2022, the Company completed a debt financing arrangement with Growth Lending 2021 Limited ("GLL") that was used to repay the ADSL Sellers' loan in full and acquire an additional 10% of ADSL's share capital (see Note 6(a)). The total loan principal value is $8,222,500 (GBP 5,000,000) with a termination date of April 6, 2027. The Company incurred loan-related fees of $281,158 and a non-cash fee of $38,500. The net proceeds of the loan are being accreted to the amount payable on maturity over the term. As security the Company pledged the share capital it holds in ADSL and a debenture has been issued between GLL and each of BBCL and ADSL. Interest is payable monthly in advance from inception of the loan and is calculated monthly based on the capital outstanding at the higher of 9.5% per annum and 8.5% per annum plus the SONIA (Sterling Over Night Indexed Average). Principal repayments began in April 2023 with equal monthly instalments of principal and interest from then until April 2027. In the three- and six-month period ended September 30, 2024, the Company made $519,299 (GBP: 292,810) and $1,012,682 (GBP: 578,775) of principal payments in relation to the GLL loan respectively (2023: $450,038 and $889,554 (GBP: 266,373 and 526,519)).

(Expressed in Canadian Dollars, except per share amounts)

8. Lease liability

	$
Balance as at March 31, 2023	**133,856**
Additions	370,339
Lease payments	(171,148)
Lease interest	62,164
Effect of foreign exchange	14,941
Balance as at March 31, 2024	**410,152**
Lease payments	**(85,651)**
Lease interest	**32,454**
Effect of foreign exchange	**18,772**
Balance as at September 30, 2024	**375,727**
Current	111,078
Non-current	264,649
Balance as at September 30, 2024	**375,727**

9. Related party transactions and balances

Key management personnel compensation
Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The directors, Chief Executive Officer, President, Chief Technical Officer and Chief Financial Officer are key management personnel.

	Three months ended September 30,		**Six months ended September 30,**	
	2024	2023	**2024**	2023
	$	$	**$**	$
Salaries, fees and short term benefits	**199,007**	148,758	**491,845**	297,240
Share based compensation	**-**	92,206	**-**	183,407
	199,007	240,964	**491,845**	480,647

As at September 30, 2024, accounts payable and accrued liabilities included accrued executive and director salaries, fees and short-term benefits of $731,335 (September 30, 2023: $441,938).

Director's loan

During the year ended March 31, 2024, a Company director extended a loan of $28,560 (GBP 15,796) to CosLab to cover expenses related to its working capital and growth needs. The loan is without interest, unsecured and is repayable on demand and remains outstanding at September 30, 2024. During the six-month period ended September 30, 2024, a Directors Loan in the amount of $120,000 was converted into Debenture Units (see Note 11).

(Expressed in Canadian Dollars, except per share amounts)

10. Other Debt

The continuity of other debt is as follows:

	Note Payable (a)	Federal Capital (b)	Total
	$	$	
As at March 31, 2024	86,337	29,344	115,681
Accretion expense	-	-	-
Repayment	-	(6,742)	(6,742)
Balance, September 30, 2024	**86,337**	**22,602**	**108,939**
Current	**86,337**	**20,649**	**106,986**
Non-current	**-**	**1,953**	**1,953**
	86,337	**22,602**	**108,939**

(a) Note Payable

On July 31, 2016, a private lender subscribed to a secured convertible note issued by RISE in the amount of $50,000, bearing interest at 8% per annum and maturing on July 31, 2017. The note was convertible at $0.20 per common share until July 31, 2017. Total interest payable at September 30, 2024 is $36,337 (March 31, 2024: $36,337). As of September 30, 2024, the note and accrued interest are still outstanding.

(b) Federal Capital Loan

On October 19, 2023, CosLab obtained a $29,344 (GBP 20,000) loan from Federal Capital. The loan bears interest at 29.6% and is payable in equal instalments over a twenty-four-month period.

11. BLS Debenture Units

During the period ended September 30, 2024, the Company raised an aggregate of $932,000 through the issuance of 932 debentures units (each a " Debenture Unit"). Each Debenture Unit consists of a CAD$1,000 principal amount of 10% unsecured debentures of the Company and 16,666 common share purchase warrants (“Warrants”). Each Warrant is exercisable to acquire one common share of the Company at a price of CAD $0.06 for a period of 24 months from the date of issue. The financing was completed on July 22, 2024.

The Debenture Units bear interest at 10% per annum with interest payable annually one year from the closing date (the “Initial Maturity Date”). At the Company’s option, the maturity of the Debenture Units can be extended for one year beyond the initial maturity date (the “Extended Maturity Date”) with the interest rate of the Debenture Units for the period starting the day beyond the Initial Maturity Date until the Extended Maturity Date increasing to 12% per annum.

	September 30, 2024
	$
Issuance of Debenture Units	**932,000**
Warrant reserve (equity portion of Debenture Units)	**(49,514)**
Accretion expense	**22,294**
Debenture Units	**904,780**

(Expressed in Canadian Dollars, except per share amounts)

For accounting purposes the fair value of the liability component at the time of issue was calculated as the discounted cash flows assuming an effective rate of 13.1%, which was the estimated rate for a similar debenture without a conversion feature. The fair value of the equity component (conversion feature) was determined at the time of issue as the difference between the face value of the Debenture Units and the fair value of the liability component.

As at September 30, 2024 there was accrued interest on the Debenture Units of $17,874 (2023: - $nil).

12. Share Capital

Authorized

The Company has an unlimited number of authorized voting common shares (the "Common Shares").

Issued

The outstanding share capital is as follows:

	Shares	Amount	Share issuance costs	Total
	#	$	$	$
As at March 31 2024 and September 30, 2024	**162,254,339**	**17,121,061**	**(13,714)**	**17,107,347**

9,366,808 common shares are held in escrow at September 30, 2024 (September 30, 2023: 28,101,508).

Options

The Company has a stock option plan with stock options granted to directors, management, employees, management company employees and consultants as a form of compensation. The number of common shares reserved for issuance of stock options is limited to a maximum of 10% of the issued and outstanding shares of the Company at any one time. The options under this plan expired unexercised on November 12, 2023. No stock options have been granted in the three- and six-month period ended September 30, 2024.

13. Capital Disclosures

The Company's objectives when managing capital are to ensure its ability to continue as a going concern in order to pursue investments and opportunities which contribute to the success of the Company while providing shareholder returns. The company attempts to maximize returns to shareholders by also minimizing shareholder dilution and, when possible utilizing non-dilutive funding arrangements.

The Company includes equity comprised of share capital, contributed surplus, warrant reserve, options reserve and accumulated deficit in its definition of capital. The Company has financed it operations and capital requirements primarily through the issuance of shares and secured and convertible notes since inception.

The Company manages its capital structure and adjusts it in light of economic conditions and risk characteristics of its underlying assets. The Company may issue new shares or raise debt. The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian Dollars, except per share amounts)

14. Selling, general and administrative expense

Included in selling, general, and administrative expense for the three and six month period ended September 30, 2024 and 2023 are the following:

	For the three months ending September 30,		For the six months ending September 30,	
	2024	**2023**	**2024**	**2023**
	$	**$**	**$**	**$**
Pay, consulting and benefits	**269,412**	360,612	**735,293**	814,860
Office and general	**352,380**	521,147	**786,274**	727,009
Professional fees expense	**27,800**	122,411	**69,614**	145,276
Amortization and depreciation	**88,898**	70,924	**164,021**	136,363
Travel and other	**9,737**	8,978	**21,765**	20,556
	748,227	1,084,072	**1,776,967**	1,844,064

15. Contingencies

From time to time the Group may become subject to legal proceedings, claims, and litigation arising in the ordinary course of business. While the outcome of these matters is currently not determinable, the Company does not expect that the ultimate costs to resolve these matters will have a material adverse effect on its consolidated financial position, results of operations, or cash flow.

16. Financial Instruments and Risk Management

The Company has classified its financial instruments as follows:

	September 30, 2024	March 31, 2024
	$	$
FVTPL, measured at fair value:		
Cash	**977,176**	1,322,584
Financial assets, measured at amortized cost:		
Accounts receivable	**1,675,242**	1,208,975
Financial liabilities, measured at amortized cost:		
Accounts payable and accrued liabilities	**3,503,847**	3,000,157
GLL loan payable	**6,014,025**	6,614,552
Purchase commitment provision	**5,572,121**	5,274,407
Director's loan	**28,560**	147,034
Lease liability	**375,727**	410,152
Other debt	**108,939**	115,681

The carrying value of the Company's financial instruments approximate their fair value.

(Expressed in Canadian Dollars, except per share amounts)

Fair values of financial assets and financial liabilities

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. Fair value estimates are made at the statement of financial position date, based on relevant market information and other information about financial instruments.

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Financial assets				
Cash	977,176	-	-	977,176
As at September 30, 2024	**977,176**	**-**	**-**	**977,176**

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Financial assets				
Cash	1,322,584	-	-	**1,322,584**
As at March 31, 2024	**1,322,584**	**-**	**-**	**1,322,584**

There were no transfers between level levels 1 and 2 for recurring fair value measurements for the three- and six-month period ended September 30, 2024. Further there was no transfer out of level 3 measurements.

The Company's activities expose it to a variety of financial risks including foreign currency risk, interest rate risk, credit risk, and liquidity risk. These financial instrument risks are actively managed by the Company's management under the policies approved by board of directors. The principal financial risks are managed by the Company's finance department who work hand in hand with the Board and other key management personnel.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is mainly exposed to credit risk from credit sales and manages this risk by endeavouring only to deal with customers which are demonstrably creditworthy and through the continuous monitoring of financial exposure by customers.

Credit risk arises from cash and deposits with banks as well as credit exposure to outstanding receivables, the carrying amounts represent the Company's maximum exposure to credit risk.

The Company does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company is exposed to liquidity risk with respect to its contractual obligations and financial liabilities. The Company manages liquidity risk by forecasting its cash needs on a regular basis and seeking additional financing from operations and other sources including debt and equity markets as required.

The following table summarizes the maturities of the Company's non-derivative financial liabilities as at September 30, 2024 and March 31, 2024 based on undiscounted contractual cash flows:

	Payment due by period			
	< 1 year	2 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	$ 3,128,602	$ -	$ -	$ 3,128,602
Lease liability	164,129	245,940	82,829	492,898
GLL loan	2,258,433	3,785,128	-	6,043,561
Director's loan	28,560	-	-	28,560
Other debt	106,986	1,953	-	108,939
Purchase commitment (Note 6(a))	10,916,735	-	-	10,916,735
September 30, 2024	**$ 16,603,445**	**$ 4,033,021**	**$ 82,289**	**$ 20,719,295**

	Payment due by period			
	< 1 year	2 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	$ 3,029,482	$ -	$ -	$ 3,029,482
Lease liability	168,623	266,304	115,412	550,339
GLL loan	1,993,213	4,717,961	-	6,711,174
Director's loan	147,034	-	-	147,034
Other debt	103,451	12,230	-	115,681
Purchase commitment	10,333,463	-	-	10,333,463
March 31, 2024	**$ 15,775,266**	**$ 4,996,495**	**$ 115,412**	**$ 20,887,173**

Currency risk

The Group is exposed to currency risk to the extent that monetary operational expenses are denominated in US dollar and UK Pounds sterling while the functional currency of Canadian dollar is used for reporting. The Group has not entered into any foreign currency contracts to mitigate this risk. As at September 30, 2024, the Group had no financial instruments denominated in foreign currencies.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to cash flow risk with respect to the GLL loan payable, which bears interest payment at the higher of 9.5% per annum and 8.5% per annum plus SONIA (Sterling Over Night Indexed Average).

17. Subsequent Events

Financing

On October 10, 2024 the Company announced a financing initiative (the "Financing") to fund the continued growth and expansion of its partially owned subsidiary, Britannia Mining Solutions Inc. ("BMS"). The Financing will consist of two separate offerings of convertible debt. Under the terms of the first offering, the Company will issue CAD$1,275 principal amount 2% unsecured debentures that will have a two-year term and be convertible into common shares of BMS (the "BLS Convertible Debentures"). Pursuant to the second offering, BMS will directly issue CAD$1,275 principal amount 2% unsecured convertible debentures due two years from closing to investors (the "BMS Convertible Debentures"). Britannia will guaranty the BMS Convertible Debentures, ensuring that they are eligible to be held within investors' registered plans. Under both the BLS Convertible Debentures and the BMS Convertible Debentures, each debenture will automatically convert into 100 common shares of BMS, representing a conversion price of CAD$12.75 per common share, at such time that BMS common shares themselves become eligible for registered plans.