NASS VALLEY GATEWAY LTD

Condensed Interim Consolidated Financial Statements

Three And Six Months Ended

June 30, 2022 and 2021

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

The accompanying unaudited condensed 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 financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim consolidated financial statements by an entity's auditor.

Nass Valley Gateway Ltd
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	As at June 30, 2022, (Unaudited)	As at December 31, 2021, (Audited)
ASSETS		
Current assets		
Cash	**$ 15,250**	$ 57,177
Inventory	**126,628**	128,030
Other receivable	**5,264**	5,264
Due from related parties (note 9)	**1,041,193**	961,374
Assets held for sale (note 5)	**16,985**	16,711
Total assets	**$ 1,205,320**	$ 1,168,556
LIABILITIES AND SHAREHOLDERS' (DEFICIT) EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	**$ 97,429**	$ 96,334
Due to related parties (note 9)	**8,811,824**	8,481,994
Convertible Note payable (note 7)	**491,224**	-
Liabilities directly associated with assets held for sale (note 5)	**5,176,049**	5,037,548
Total Liabilities	**14,576,526**	13,615,876
Shareholders' deficiency		
Share capital (note 8)	**1,329,274**	1,329,274
Reserve	**457,370**	457,370
Deficit	**(15,228,491)**	(14,521,061)
Accumulated other comprehensive income (loss)	**70,641**	287,097
Total shareholders' deficiency	**(13,371,206)**	(12,447,320)
Total liabilities and shareholders' deficiency	**$ 1,205,320**	$ 1,168,556

Nature of operations and going concern (note 1); Commitments and contingencies (note 10)

Approved on behalf of the Board of Directors:

"Michael Semler", Director "Michael Racaniello", Director

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

Nass Valley Gateway Ltd

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended June 30, 2022	Three months ended June 30, 2021	Six months ended June 30, 2022	Six months ended June 30, 2021
Fee revenue	**$ 3,403**	$ 13,048	**$ 10,394**	$ 18,767
Cost of sales				
Purchases	**1,600**	6,525	**5,100**	9,384
Gross margin	**1,803**	6,523	**5,294**	9,383
Operating expenses				
Marketing and promotion	**19,448**	269,013	**114,227**	832,967
Professional fees	**251,657**	1,054,263	**354,428**	2,102,471
Office and miscellaneous	**14,312**	350,214	**53,875**	591,227
Bank and interest charges	**3,890**	2,870	**6,810**	6,133
Consulting fees	**68,329**	-	**80,358**	-
Investor relations	**28,227**	-	**28,227**	-
Regulatory fees	**13,767**	-	**13,767**	-
	(397,827)	(1,669,837)	**(646,398)**	(3,523,415)
Loss for continuing operations	(397,827)	(1,669,837)	**(646,398)**	(3,523,415)
Discontinued operations				
Loss from discontinued operations	**(30,643)**	(29,311)	**(61,032)**	(59,491)
Net loss	**(428,470)**	(1,699,148)	**(707,430)**	(3,582,906)
Other comprehensive income (loss)				
Foreign currency translation adjustment including discontinued operations	**(398,076)**	47,033	**(216,456)**	227,869
Net loss and comprehensive loss	**$ (826,546)**	$ (1,652,115)	**$ (923,886)**	$ (3,355,037)
Basic and diluted net loss per share				
Continued operations	**$ (0.00)**	$ (0.01)	**$ (0.00)**	$ (0.01)
Discontinued operations	**$ (0.00)**	$ (0.00)	**$ 0.00**	$ 0.00
Weighted average number of shares outstanding	**312,832,777**	312,832,777	**312,832,777**	312,832,777

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

Nass Valley Gateway Ltd
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

Six Months Ended June 30,	2022	2021,
Operating activities		
Net loss for the period	**$ (707,430)**	$ (3,582,906)
Net loss from discontinued operations	**61,032**	59,491
Net loss from continuing operations	**(646,398)**	(3,523,415)
Adjustment for:		
Changes in non-cash working capital items:		
Inventory	**1,402**	(273,416)
Due from related parties	**(69,170)**	(438,560)
Accounts payable and accrued liabilities	**1,095**	(3,899)
Net cash provided by (used in) operating activities	**(713,071)**	(4,239,290)
Financing activities		
Advances from related parties	**188,563**	3,743,225
Proceeds from note payable	**482,534**	-
Net cash provided by (used in) financing activities	**671,097**	3,743,225
Net change in cash	**(41,974)**	(496,065)
Effect of foreign currency translation	**47**	(96,064)
Cash, beginning of period	**57,177**	826,908
Cash, end of period	**$ 15,250**	$ 234,779

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

Nass Valley Gateway Ltd
Condensed Interim Consolidated Statements of Changes in Deficiency
(Expressed in Canadian Dollars)
(Unaudited)

	Number of shares	Amount	Reserve	Deficit	Accumulated other comprehensive Income (loss)	Total
Balance, January 1, 2021	**312,832,777**	**$ 1,329,274**	**$ 457,370**	**$ (10,106,942)**	**$ 289,832**	**(8,030,466)**
Net loss for the period	-	-	-	(3,582,906)	-	(3,582,906)
Foreign currency adjustment	-	-	-	-	227,869	227,869
Balance, June 30, 2021	**312,832,777**	**$ 1,329,274**	**$ 457,370**	**$ (13,689,848)**	**$ 517,701**	**$l1,385,503)**
Balance, January 1, 2022	**312,832,777**	**$ 1,329,274**	**$ 457,370**	**$ (14,521,061)**	**$ 287,097**	**$l2,447,320)**
Net loss for the period	-	-	-	(707,430)	-	(707,430)
Foreign currency adjustment	-	-	-	-	(216,456)	(216,456)
Balance, June 30, 2022	**312,832,777**	**$ 1,329,274**	**$ 457,370**	**$ (15,228,491)**	**$ 70,641**	**$ (13,371,206)**

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

1. Nature of operations and going concern

Nass Valley Gateway Ltd. (the “Company” or “NVG”) is incorporated under the laws of British Columbia, Canada. The Company is focused on the sales of organic, non-GMO hemp-based zero THC Cannabidiol (“CBD”) products. The Company’s shares are listed on the Canadian SecuritiesExchange (“CSE”) trading under the symbol “NVG”. The principal business address of the Company is 170- 422 Richards Street, Vancouver, BC, V6B 2Z4.

On March 22, 2018 the Company announced that it had entered into Definitive Acquisition and ShareExchange Agreement (“DASE”) with Advanced Bioceutical Limited (“ABL”), and its wholly owned subsidiary Pro-Thotics Technologies Inc. (“PTI”). ABL, through PTI, was engaged in the sale of Durable Medical Equipment (“DME”) and Cannabidiol (“CBD”) with zero THC content for internal use including CBD infused skin, bath and body care products. Pursuant to the terms and conditions of the DASE the Company, on March 18, 2019 has acquired all issued and outstanding shares of ABL by issuing 280,000,000 common shares (the “Transaction”). After the Transaction, the former shareholders of ABL own approximately 89.27% of the common shares of the Company. The Transaction was considered as a reverse take-over and has been accounted as a continuation of the assets and operations of ABL and its subsidiary, PTI, together with recapitalization of ABL. After the approval of the transaction ABL and PTI are considered subsidiaries of the Company.

On January 29, 2020, the Company acquired 100% of equity interest of Nass Valley Gardens Inc. (“NVGI”) from two directors of the Company for a nominal consideration of US$1. On the date of acquisition, NVGI had immaterial assets or liabilities.

During the six months period ended June 30, 2022, the Company has incurred net loss from continuing operations of $646,398 (June 30, 2021 - $3,523,415) and as at June 30, 2022, the Company had an accumulated deficit of $15,228,491 (December 31, 2021 - $14,521,061). The operations have been funded primarily by the issuance of equity, and advances from related parties. During the year 2019, the Company discontinued its PTI business as described in note 5, and accordingly, does not have a continuing operation which generates revenue, cash flow or profitability. Futureoperations of the Company are dependent upon the Company’s ability to develop a new business, receive continued financial support, and complete equity financings and ultimately the generation of profitable operations. These factors raise significant doubt about the Company’s ability to continue as a going concern.

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, and accordingly, do not purport to give effect to adjustments which may be required should the Company be unable to achieve the objectives above as a going concern. The net realizable value of the Company’s assets may be materially less than the amounts recorded in these financial statements should the Company be unable to realize its assets and discharge its liabilities in the normal course of business.

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 ability to raise capital or conduct normal operating activities. Management will continue to monitor the situation.

2. Statement of compliance

The Company applies International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the IFRS interpretations Committee (“IFRIC”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34 – Interim Financial Reporting. Accordingly, they do not include all the information required for full annual financial statements.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of August 29, 2022, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended December 31, 2021, except as noted below. Any subsequent changes to IFRS that are given effect in the Company’s annual consolidated financial statements for the year ending December 31, 2022, could result in restatement of these unaudited condensed interim consolidated financial statements.

These condensed interim consolidated financial statements have been authorized for release by the Company’s Board of Directors on August 29, 2022.

3. Significant accounting policies

a. Basis of measurement and preparation

The condensed interim consolidated financial statements have been prepared on an accrual basis and are on a historical costbasis, except for certain financial instruments, which are measured at fair value. The preparation of condensed interim consolidated financial statements in compliance with IFRS requires management to make 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 are disclosed in note 4.

b. Consolidation

These condensed interim consolidated financial statements consolidate the accounts of the Company and its wholly-owned subsidiaries, including ABL, PTI and NVGI. All intercompany transactions and balances are eliminated on consolidation.

c. Foreign currency

The presentation and functional currency of the Company is the Canadian dollar. The functional currency of ABL, PTI and NVGI is the US dollar. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in currencies other than the functional currency are translated at the rates prevailing at the date of the statement of financial position. Non- monetary items that are measured in terms of historical cost in a currency other than the functional currency are retranslated at historical exchange rates

3. Significant accounting policies (continued)

d. New accounting standards and recent pronouncements

The standards listed below include only those which the Company reasonably expects may be applicable to the Company in the current period and at a future date.

Property, plant and equipment (Amendments to IAS 16)

IAS 16, Property, plant and equipment has been revised to incorporate amendments issued by the IASB in May 2020. The amendments prohibit an entity from deducting from the cost of property, plant and equipment the proceeds from selling items produced before the asset is available for use. Instead, an entity will recognize such sales proceeds and related cost in profit or loss. The amendments are effective for annual reporting periods beginning on or after January 1, 2022. Earlier application is permitted.

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

IAS 1 Presentation of Financial Statements has been revised to incorporate amendments issued by the IASB in January 2020. The amendments clarify the criterion for classifying a liability as non-current relating to the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted.

4 Significant accounting estimates and judgments

The preparation of the condensed interim consolidated financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

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 future periods affected.

The Company has identified the following areas where significant judgments, estimates and assumptions are made, where actual results may differ from these estimates, and this may materially affect the Company’s financial results or consolidated statement of financial position in future periods.

Significant areas requiring the use of management estimates include valuation of warrants and share-based payments, recognition of deferred income tax assets, and deferred income tax rates.

Significant areas requiring management judgement include:

Going concern

Assessment of the Company’s ability to continue as a going concern requires estimates of future cash flows and includes the consideration of other factors, the outcomes of which are uncertain.

Utilization of deferred income tax assets

Deferred tax assets require management judgement in order to determine the amounts to be recognized and the likelihood that there will be future taxable income for which the deferred tax assets can be utilized. This includes assessing the timing of the reversal of temporary differences to which deferred income tax rates are applied.

(Expressed in Canadian Dollars)

4. Significant accounting estimates and judgments (continued)

Determination to classify assets as held for sale

Classification of assets, liabilities and operations as held for sale as discontinued operations requires management to consider its future intent for the operation and a determination about whether to continue the operation.

5. Discontinued operations

To streamline the Company's plan to focus on sale of durable medical equipment and Cannabidiol ("CBD") with zero THC content for internal use including CBD infused skin, bath and body care products, management of the Company decided to discontinue the operations of PTI. Therefore, PTI's assets and liabilities have been presented as held for sale at June 30, 2022 and December 31, 2021.

The operating results of PTI are presented as discontinued operations and there has been no activity other than interest expense of $61,032 for the six-month period ended June 30, 2022, thereby reporting net loss from discontinued operations of $61,032. (June 30, 2021 - $59,491)

At June 30, 2022 and December 31, 2021, the assets and liabilities related to the disposal PTI group were as follows:

	Note	June 30, 2022	December 31, 2021
		$	$
Current assets			
Cash		-	-
Accounts receivable and prepaid		-	-
Inventory		-	-
Due from related parties	(i)	16,985	16,711
Total current assets		16,985	16,711
Non-current assets			
Equipment		-	-
Total non-current assets		-	-
Total assets held for sale		16,985	16,711
Current liabilities			
Accounts payable and accrued liabilities		570,819	561,605
Factoring agreements payable	(ii)	213,100	209,660
Due to related parties	(v)	624,980	614,892
Due to ABL	(iii)	365,684	365,684
Notes payable, current portion	(vi)	3,376,191	3,260,840
Other payable		25,275	24,867
Total current liabilities		5,176,049	5,037,548
Total liabilities directly associated with assets held for sale		5,176,049	5,037,548

(Expressed in Canadian Dollars)

5. Discontinued operations (continued)

(i) The due from related parties related consisted of amount receivable from two directors of the Company, representing balances incurred in the normal course of business.

(ii) PTI entered into various sales of future accounts receivable under factoring agreements for cash. These agreements are short term in nature with repayment terms ranging from 120 to 300 days, and are repayable by fixed daily payments until the agreed balance has been remitted. As of June 30, 2022, the balance due under these factoring agreements was $213,100 (December 31, 2021 - $209,660). The June 30, 2022 balance of $213,100 was overdue as of June 30, 2017.

(iii) The amount represented advances from ABL to PTI, the discontinued operations. See note 8.

(iv) During the year ended December 31, 2020, the Company wrote off assets including inventories, amounts receivable and other assets in the total amount of $106,404.

(v) As at June 30, 2022, the balance due to National Brace Inc., a related party under common control of a director of the Company, totaled $185,743 (USD $144,143) (December 31, 2021 - $182,745), representing balances incurred in the normal course of business. The difference is due to fluctuation of foreign exchange rates.

PTI entered into a management services agreement with NY DME, LLC ("NY DME"), a related party owned by the Company's president. NY DME provides durable medical equipment and related services and supplies to patients pursuant to the agreement. The fee for the said services was 10% of weekly collected income, as defined. During the six months ended June 30, 2022, and for years ended December 31, 2021 and 2020, PTI incurred $nil (2019- $168,061) for services provided under the agreement. As of June 30, 2022, total amount owed to NY DME was $404,733 (USD $314,087) (December 31, 2021- $398,200), which is included in liabilities on the accompanying consolidated statements of financial position. The difference is due to fluctuation of foreign exchange rates.

Due to related parties also included balances owing to other related parties of $34,504 as at June 30, 2022 (December 31, 2021 - $33,947), representing balances incurred in the normal course of business.

(vi) PTI had the following note payable activity for the periods ended June 30, 2022, and December 31, 2021:

	Related parties	**Madison, LLC**	**Total**
	$	**$**	**$**
Balance and current portion, December 31, 2019	2,088,392	983,330	3,071,722
Accrued interest	40,246	108,661	148,907
Foreign currency translation adjustment	(47,460)	(20,668)	(68,128)
Balance, December 31, 2020	2,081,178	1,071,323	3,152,501
Accrued interest	37,605	82,731	120,336
Foreign currency translation adjustment	(8,652)	(3,345)	(11,997)
Balance, December 31, 2021	2,110,131	1,150,709	3,260,840
Accrued interest	19,072	41,960	61,032
Foreign currency translation adjustment	35,135	19,184	54,319
Balance, June 30, 2022	2,164,338	1,211,853	3,376,191

5. Discontinued operations (continued)

Related party notes payable

On August 18, 2016, PTI entered into a promissory note agreement with the former Chief Financial Officer of the Company for USD $250,000. The note bore interest at a rate of 4% per month and had an originalmaturity date of October 18, 2016. In December 2017, the maturity date was extended to January 31, 2018, and in January 2018, the maturity date was further extended to May 17, 2018. Effective January 1, 2020, the annual interest rate is 12%. As of June 30, 2022, outstanding balance on the promissory note was $322,150 (USD$250,000) (December 31, 2021 - $316,950) and interest payable was $618,018 (December 31, 2021 – $588,771). The promissory note is in default and currently due on demand and unsecured. Interest expense for the six months ended June 30, 2022, amounted to $19,072.

On November 30, 2018, the Company entered into a promissory note agreement with National Brace, a related party under common ownership under which, $1,394,580 (USD $1,100,000) of the outstandingbalance due to National Brace, was refinanced to a long term obligation due on May 31, 2020. The note is in default, due on demand, unsecured and non-interest-bearing. As of June 30, 2022, outstanding balance on the promissory note was $1,224,170 (USD $950,000) (December 31, 2021 - $1,204,410).

Madison, LLC

On July 7, 2017, PTI entered into a secured promissory note agreement with a Madison, LLC (the “Lender”) for borrowing up to $682,100 (USD $500,000). The note bears interest at a rate of 12% per annum and is secured by the Company's accounts receivable. In the event of default, the note bears interest at a rate of 18% per annum. All unpaid principal and interest were due in full on July 6, 2018. On February 8, 2018, PTI entered into an amended and renewed promissory note agreement (“First Amendment”) with the Lender. Under the First Amendment, the remaining unpaid principal of $682,100 (USD $500,000) was increased to $954,940 (USD $700,000) and payable as follows: $68,210 (USD $50,000) on March 1, 2018, $102,315 (USD $75,000) on April 1, 2018, $170,525 (USD $125,000) on May 1, 2018, $272,840 (USD $200,000) on June 1, 2018 and $341,050 (USD $250,000) plus all accrued interest on July 1, 2018. The Company determined that the First Amendment represented substantial modifications of the financial liabilities under IFRS 9, as the respective differences between the net present value of the cash flows under the modified terms exceeded 10 percent different from the net present value of the remaining cash flows of the note prior to the modification, both discounted at the original effective interest rate. The resulting different of $259,140 is recognized in the consolidated statement of loss and comprehensive loss. On July 6, 2018, PTI entered into a second amended and renewed promissory note agreement (“Second Amendment”) with the Lender pursuant to which the lender waived the late fees incurred by PTI and continued to allow interest to accrue at a rate of 12% per annum instead of at the default rate, and extended the maturity date of the note to October 15, 2018 with a modified repayment schedule in consideration of a fee of $136,420 (USD $100,000) (the “Extension Fee”) in free-trade shares (the “Shares”) of Nass Valley Gateway Ltd (“Nass Valley”). If the Shares are not publicly trading on or before July 31, 2018, the Extension Fee shall be paid on July 31, 2018. Under the Second Amendment, the remaining unpaid principal of $613,890 (USD $450,000) and interest shall be due and payable as follows: $68,210 (USD $50,000) on July 31, 2018, $68,210 (USD $50,000) on August 30, 2018, $68,210 (USD $50,000) on September 30, 2018 and $409,260 (USD $300,000) plus all accrued interest on October 31, 2018. The Company determined that the Second Amendment represented substantial modification of the financial liabilities under IFRS 9, as the respective differences between the net present value of the cash flows under the modified terms exceeded 10 percent different from the net present value of the remaining cash flows of the note prior to the modification, both discounted at the original effective interest rate. The resulting difference of $123,789 is recognized in the consolidated statement of loss and comprehensive loss. As of June 30, 2022, outstanding balance and Extension Fee on the note was $708,730 (USD $550,000) (December 31, 2021 - $697,290), and the promissory note was in default and due on demand. The interest payable totaled $503,123 as at June 30, 2022 (December 31, 2021 - $453,419). The interest expense for the six months ended June 30, 2022, amounted to $41,960.

5. Discontinued operations (continued)

(vii) Included in professional services is consulting and management fees charged by related parties, including directors, management and entities under the common control of these parties or family members of these parties in the aggregated amount of $413,869 for the year ended December 31, 2019.

PTI entered into a management services agreement with National Brace, a related party under common control of a director. Pursuant to the agreement, National Brace provides certain management services, including but not limited to, receiving and reviewing prescriptions for DME, checking patient insurance benefits, communicating with prescribing physicians and/or patients and arranging the shipping of the prescribed products. Management fees under the agreement equal to $28,181 (USD $21,750) per week. In addition, PTI reimburses National Brace for the full cost of the services provided. The agreement was terminated as at January 1, 2020. During the year ended December 31, 2021 and 2020, management fees under the agreement totaled $nil (2019 - $ 226,568).

(viii) Included in wages and benefit is salaries of $119,421 paid to management for the year ended December 31, 2019.

6. Other payable to shareholder

On November 2, 2018, the Company received proceeds of $190,170 (December 31, 2020 - $190,980) equivalent to USD $150,000 from a shareholder. The amount was non-interest-bearing.

On March 27, 2018, the Company received proceeds of $190,170 (December 31, 2020 - $190,980) equivalent to USD $150,000 from a shareholder bearing interest at 10% per annum for a term of 120 days.

On September 20, 2019, the Company received $126,780 (December 31, 2020 - $127,320) equivalent to USD $100,000 froma shareholder. The amount was non-interest-bearing.

The above parties entered into share purchase agreements with Global 1 Solutions LLC (“Global 1”), an entity under the common control of a director of the Company, whereby Global would sell common shares of the Company held by Global 1 and the proceeds were directed to ABL as advances from Global 1. As of December 31, 2020, the shares have been transferred to the above parties and therefore, the total amount was included as amount due to related parties as at December 31, 2021 and December 31, 2020 (note 9).

7. Convertible promissory note payable

The Company’s subsidiary NVGI entered into secured convertible promissory note with unrelated parties for total principal sum of $489,024 (US$379,500) at an annual interest rate of 5%, calculated based on a 365-day year and the actual number of days in each month. The principal amount and all unpaid interest shall become due and payable one hundred eighty days (180) after the date of agreement. The note is secured by a security interest in the common shares of the Company. The interest accrued on the note for the period ended June 30, 2022, amounted to $2,201 and is included in the consolidated statement of loss.

8. Share capital

(i) Authorized share capital

At June 30, 2022, the authorized share capital of the Company comprised of an unlimited number of common shares at no par value as well as an unlimited number of classes A-1 and A-2 of convertible preference shares at no par value.

(Expressed in Canadian Dollars)

8. **Share capital** (continued)

(ii) **Issue of common shares**

As at June 30, 2022 and December 31, 2021, the issued and outstanding common shares were 312,832,777.

Pursuant to the reverse-take over transaction, the Company issued 280,000,000 shares in exchange for 2,000 shares of ABL during the year ended December 31, 2019.
During the year ended December 31, 2019, the Company issued 516,000 common shares pursuant to exercise of 516,000 stock options at $0.10/share.
During the year ended December 31, 2019, the Company issued 20,000 common shares pursuant to exercise of 20,000 stock options at $0.10/share.
During the year ended December 31, 2019, the Company issued 153,300 common shares pursuant to exercise of 153,300 share purchase warrants at $0.10/share.

(iii) **Stock options**

The Company grants stock options to employees, directors, officers, and consultants as compensation for services pursuant to its Stock Option Plan (the "Plan"). Options issued pursuant to the Plan must have an exercise price greater than or equal to the "Market Price" of the Company's stock on the grant date less applicable discounts. Options have a maximum expiry period of up to five years from the grant date and are subject to the minimum vesting requirements, as determined by the Board of Directors.

The number of options that may be issued under the Plan is limited to no more than 10% of the Company's issued and outstanding shares on the grant date. Stock options granted to directors vest at a rate of 50% on the grant date and the balance 180 days after the date of issuance. Stock options granted to employees vest at a rate of 50% 180 days after the date of issuance and the balance on the first anniversary of the grant date.

The Company granted nil stock options during the six months ended June 30, 2022, and 2021. The Company recorded share-based payment of $nil (2020 - $6,685). The fair value of 1,555,000 options granted in 2019 was determined on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions: Risk free interest rate 1.55%, the expected life of 3 years, expected volatility of 366%, forfeiture rate of 0% and expected dividends of $nil.

The following tables summarize the continuity of the Company's stock options:

Expiry Date	Exercise Price	December 31, 2021	Granted	Exercised	Expired/ Forfeited	Cancelled	June 30, 2022
December 5, 2020	$ 0.10	-	-	-	-	-	-
April 10, 2022**	$ 0.18	835,000	-	-	835,000	-	-
		835,000	-	-	835,000	-	-
Weighted average exercise price							**$nil**

**The options expired on April 10, 2022

Expiry Date	Exercise Price	December 31, 2020	Granted	Exercised	Expired/ Forfeited	Cancelled	December 31, 2021
December 5,2020	$ 0.10	-	-	-	-	-	-
April 10,2022	$ 0.18	835,000	-	-	-	-	835,000
		835,000	-	-	-	-	835,000
Weighted average exercise price							**$0.18**

(Expressed in Canadian Dollars)

8. Share capital (continued)

(iii) Stock options (continued)

The Company has no options outstanding and exercisable as at June 30, 2022.

The Company recognizes compensation expense for all stock options granted using the fair value based method of accounting. The fair value of stock options granted is recognized in income on a graded vesting basis. Option pricing models require the input of highly subjective input assumptions, which can materially affect the fair value estimate and therefore the existing models do not necessarily provide reliably a single measure of the fair value of the Company's stock options.

9. Related party transactions and balances

Key management personnel compensation

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management personnel include the Company's directors and members of the senior management group.

For the three and six months ended June 30, 2022, the compensation expenses for key management personnel totaled $61,972 and $74,001 respectively (three and six months ended June 30, 2021 - $279,798 and $539,328 respectively). The amount due from related parties for $675,509 are in the normal course of operations. The amounts due to related parties of $8,811,824 included advances from ARD Ventures for $51,544, Global 1 Solutions LLC for $5,421,841 and National Brace Inc. for $3,338,439.

Details of key management personnel compensation are as follows:

Six months ended June 30,	**2022**	**2021**
Consulting fees (b)	$ 74,001	$ 539,328
Marketing and promotions	$ -	$ -
Share-based payments	$ -	$ -

As at	**June 30, 2022**	**December 31, 2021**
Balances payable to related parties (a)	$8,811,824	$ 8,481,994
Balance due from PTI (note 5(iii))	$ 365,684	$ 365,684
Balance receivable from related parties	$ 675,509	$ 595,690

a. During the period ended June 30, 2022, and December 31, 2021, National Brace entered into various share purchase agreements with third party investors, where National Brace would sell common shares of the Company held by National Brace and the proceeds were directed to ABL as an advance from National Brace to the Company. The advances are non-interest-bearing, due on demand and unsecured. As of June 30, 2022, the total amount payable to National Brace was $3,338,439 (USD$2,570,467) (December 31, 2021 - $3,160,348), which is included in due to related parties on the accompanying interim consolidated statements of financial position.

9. Related party transactions and balances (continued)

During the period ended June 30, 2022, and December 31, 2021, Global 1 Solutions, LLC ("Global 1"), a related party under the common control of a director of the Company, entered into various share purchase agreements with third party investors, where Global 1 would sell common shares of the Company held by Global 1 and the proceeds were directed to ABL as an advance from the related party to the Company. The advances are non-interest-bearing, due on demand and unsecured. During the year ended December 31, 2020, total amount of due to other shareholders of $507,120 (USD $400,000) were reclassified to amount due to Global 1 as the common shares of the Company held by Global 1 were transferred to these other shareholders (note 6). As of June 30, 2022, the total amount payable to Global 1 was $5,421,841 (USD$4,207,544) (December 31, 2021 - $5,270,934), which is included in due to related parties on the accompanying interim consolidated statements of financial position.

b. The Company entered into consulting agreements with two directors and a certain family member. The agreements are valid for 12 months and automatically renewable with fees upon further negotiation. The consulting fees for the three and six months ended June 30, 2022, amounted to $61,972 and $74,001 respectively.

Other transactions

PTI had transactions and balances with related parties. See note 5 for details.

10. Commitment and contingencies

Lease

The Company rents office spaces in New York and Florida for its operation under operating leases with terms of five to ten years. The lease agreement expired in July 2021.The leases require payment of base lease payments plus the Company's share of operating expenses. The lease to the New York office has been terminated. In July 2021, the lease to the Florida office has been renewed on a short-term basis.

Legal claims

Ridge Medical Supplies vs. Pro-Thotics Technology, Inc. a/k/a ProThotics Health and John Affenita, in the Supreme Court, New York State, Suffolk County, Index No. 607613/2021.

Ridge Medical Supplies alleges that the acquisition of Pro-Thotics Technology, Inc. by Advanced Bioceuticals, LLC which acquired the Company, constituted a fraudulent conveyance to avoid paying damages in the amount of $598,903.15, plus statutory interest from the date of judgment entered on December 11, 2020, a prior judgement it has against Pro-Thotics Technology, Inc. The Company believes that the claim is without merit and intends to vigorously defend against the claims asserted.

Howard Storfer vs John Affenita and Pro-Thotics Technology, Inc., Advanced Bioceuticals, LLC and the Company, Broward County, Florida, 17th Judicial Circuit, Case No. CACE 2100115 Division 5.

Howard Storfer obtained a default judgment against, among others, the Company. The court denied a motion to vacate the default. The Company and the defendants intend to appeal this decision. The Company believe that the court made numerous factual and legal errors and intend to continue to vigorously litigate this matter.

No amounts have been accrued as a result of these claims since a reliable estimate cannot currently be made.

11. Financial instruments

The Company's financial instruments include cash, other receivable, due from related parties, accounts payable, factoring agreements payable, due to related parties, other payable and notes payable. The carrying value of other receivable, due from related parties, accounts payable, factoring agreements payable, due to related parties, other payable and notes payable as presented in these consolidated financial statements are reasonable estimates of fair values due to the relatively short periods to maturity and the terms of these instruments.

Financial instruments must be classified at one of three levels within a fair value hierarchy according to the relative reliability of the inputs used to estimate their values. The three levels of the hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets and 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.

The Company's financial instruments have been classified as follows:

Financial instrument	Classification
Cash	FVTPL
Other receivable	Amortized cost
Due from related parties	Amortized cost
Accounts payable	Amortized cost
Other payable	Amortized cost
Due to related parties	Amortized cost

Risk exposure and management
The Company is exposed to various financial instrument risks and continuously assesses the impact and likelihood of this exposure. These risks include credit risk, commodity price risk, liquidity risk, interest rate risk and currency risk. Where material these risks are reviewed and monitored by the Board of Directors.

(i) Credit risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations resulting in financial loss to the Company. The Company's credit risk is primarily attributable to its cash and accounts receivable. Cash is held with an investment grade financial institution as assessed by external rating agencies. Management believes the risk of loss to be minimal. As at June 30, 2022, the Company's maximum credit risk is the carrying value of cash and accounts receivable.

(ii) Liquidity risk

Liquidity risk refers to the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage, as outlined in Note 12. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. As at June 30, 2022, the Company had a working capital deficit of $13,371,206. All of the Company's financial liabilities are classified as current including the liabilities directly associated with assets held for sale.

(iii) Interest rate risk

As at June 30, 2022, the Company does not hold any variable rate term deposits. The Company's promissory notes payable bear fixed rates of interest and therefore is not subject to any significant interest rate cash flow risk.

12. Management of capital

The Company manages its capital to ensure it will be able to continue as a going concern and continue the funding of its long-term investment. The Company currently has commercial operations that management anticipates will, in the near future, generate cash flow. The Company will, as management finds necessary to achieve growth, utilize financings to fund its long-term investment, merge and acquisition, inventory, and periodic cash flow needs. The success of each financing depends on numerous factors including a positive economic environment, positive stock market and industry conditions, the Company's ongoing track record and prudent management decisions supported by the Board of Directors approval. The capital structure of the Company currently consists of notes payable, and shareholders' deficiency, which is comprised of share capital and deficit. Once the Company achieves projected top line growth and establishes quarter overquarter revenue growth and certain financial benchmarks, it may consider return on capital criteria. The Company does not pay dividends and is not exposed to any externally imposed capital requirements.