

POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2021

Note to reader: The condensed consolidated Interim financial statements are unaudited and not reviewed by the Company's auditors

POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)

CONTENTS

THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2021

Management's responsibility for financial reporting

The accompanying condensed consolidated interim financial statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Management is responsible for the preparation, integrity and objectivity of the condensed consolidated interim financial statements and other financial information presented in this interim report. Other information included in these condensed consolidated interim financial statements are based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the condensed consolidated interim financial statements are presented fairly in all material respects.

A system of administrative, internal accounting and disclosure controls have been developed and are maintained by management to provide reasonable assurance that assets are safeguarded, and that financial information is accurate and reliable.

On behalf of the Board:

"David Hughes"

David Hughes
Director

Date: November 29, 2021

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POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME
(LOSS) FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30TH 2021
(Unaudited and not reviewed by the Company's auditors)

	Note	Period ended September 30 th 2021 CAD\$ (Unaudited)	Period ended Jun 30 th 2021 CAD\$ (Audited)
CONTINUING OPERATIONS			
Revenue		72,072	165,893
Cost of sales		(72,072)	(165,893)
Gross profit/loss		-	-
Administrative expenses		(120,144)	(64,254)
Share based payments	11	(396,000)	-
Listing costs	2	(4,375,270)	-
Loss before interest and tax		(4,891,414)	(64,254)
Interest		(21,933)	-
Tax charge for the period		-	-
Net Loss and comprehensive loss for the financial period		(4,913,347)	(64,254)

Loss per share

Basic and diluted: \$0.063

Weighted average number of shares outstanding: 77,949,017

POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION
AS AT SEPTEMBER 30TH 2021
(Unaudited and not reviewed by the Company's auditors)

	Note	At September 30 th 2021 CAD\$ (Unaudited)	At June 30 th 2021 CAD\$ (Audited)
ASSETS			
CURRENT ASSETS			
Cash		599,112	-
Stock	7	76,404	-
Trade and other receivables	8	52,778	8,750
		<u>728,294</u>	<u>8,750</u>
NON CURRENT ASSETS			
Other intangible assets	6	<u>2,441,667</u>	<u>2,505,922</u>
TOTAL ASSETS		<u><u>3,169,961</u></u>	<u><u>2,514,672</u></u>
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	9	<u>229,302</u>	<u>8,748</u>
Total Liabilities		<u>229,302</u>	<u>8,748</u>
EQUITY			
Share capital	10	7,522,260	2,570,178
Contributed surplus	11	396,000	-
Retained earnings		<u>(4,977,601)</u>	<u>(64,254)</u>
TOTAL EQUITY		<u>2,940,659</u>	<u>2,505,924</u>
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY		<u><u>3,169,961</u></u>	<u><u>2,514,672</u></u>

These condensed consolidated interim financial statements were approved and authorized for issue by the Board on November 29, 2021.

Signed on behalf of the Board:

"David Hughes"

David Hughes

Director

Date: November 29, 2021

POKO GROUP LIMITED
(Formerly BRUNSWICK RESOURCES INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30TH 2021
(Unaudited and not reviewed by the Company's auditors)

	Number of shares	Share Capital CAD\$	Contributed Surplus CAD\$	Retained Earnings CAD\$	Total CAD\$
Balance as at June 30th, 2021	1,231,518	2,570,178		(64,254)	2,505,924
Company's balance prior RTO	47,142,365	3,677,568	688,797	(4,747,559)	(381,194)
Share consolidation on 5 to 1 basis	(37,713,892)				
Shares issued in concurrent financing	7,729,635	835,260			835,260
Shares issued for debt settlement	1,700,000	187,000		(21,933)	165,067
Shares of POKO Group Limited exchanged on RTO	(1,231,518)	(2,570,178)			(2,570,178)
Share of Company issued for RTO	59,090,909	6,500,000			6,500,000
Issuance of options			396,000		396,000
RTO Adjustments		(3,677,568)	(688,797)	4,769,492	403,127
Net (loss) and comprehensive (loss)				(4,913,347)	(4,913,347))
Balance as at September 30, 2021	77,949,017	7,522,260	396,000	(4,977,601)	2,940,659

POKO GROUP LIMITED
(Formerly BRUNSWICK RESOURCES INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30TH 2021
(Unaudited and not reviewed by the Company's auditors)

	September 30 2021 CAD\$	June 30 2021 CAD\$
Operating Activities		
Net (loss) and comprehensive loss	(4,891,414)	-
Non-cash items		
Amortisation of intangible asset	64,254	-
Cost of public listing	4,375,270	-
share-based payments	396,000	-
Net change in working capital		
Trade receivables	(28,836)	-
Stock	(76,404)	-
Trade payables	(128,963)	-
Net cash to operating activities	(290,093)	-
Financing activities		
Cash acquired on		
RTO	54,205	-
Proceeds from issuance of units	835,000	-
Net cash from financing activities	889,205	-
Net increase in cash and cash equivalents	599,112	-
Cash and cash equivalents at start of period	-	-
Cash and cash equivalents at end of period	599,112	599,112

POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

1. GENERAL INFORMATION

Poko Innovations Inc. (formerly Brunswick Resources Inc.) is incorporated under the Business Corporations Act (Alberta). The Company changed its name from Brunswick Resources Inc. to Poko Innovations Inc. and continued out of the jurisdiction of the Business Corporations Act (Alberta) and into the jurisdiction of the Canada Business Corporations Act ("CBCA"). The Company delisted its common shares from TSX Venture Exchange effective August 10, 2021 and the new Common shares commenced trading on Canadian Securities Exchange under new symbol "POKO" and under new CUSIP number 73087F109 and new ISIN number CA73087F1099, at the market opening on August 19, 2021. Poko Innovations Inc. (formerly Brunswick Resources Inc.) ("Poko" or the "Company"), is an award-winning international UK-based integrated company with a robust portfolio of CBD brands, a financial services platform, Lumipay, a portfolio of consumer brands and a roster of marketing and media sites. The company's registered office address is 27 Old Gloucester Street, London, WC1N 3AX.

Going Concern

The condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which contemplates the realization of assets and settlements of liabilities in the normal course of operations as they become due. In assessing whether the going concern assumption is appropriate management takes into account all available information about the future, which is at least but is not limited to, twelve months from the end of the reporting period. For the three months ending September 30, 2021, the company reported a loss of \$4,913,347 mainly however as a result of listing cost. Those costs are not considered as usual costs for the Company and they should not be considered in the current activities and profitability of the Company. Those costs were recorded only as a result of the RTO. Management is currently implementing several initiatives to improve its cost structure, drive increased revenues and improve operating profitability. The ability of Poko to ultimately achieve profitable operations in the longer terms is dependent on some factors outside Poko management control including but not limited to, the external legislative changes in the industry. These undertakings, while significant, may not be sufficient in and of themselves to enable the corporation to fund all aspects of its operations and, accordingly, management may need to pursue other financing alternatives to fund the company's operations, so it can continue as a going concern. There is no assurance that these initiatives will be successful and that such forbearance extension will be granted. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the corporation were unable to realize its assets and settle its liabilities as a going concern in the normal course of its operations. Such adjustments could be material.

2. REVERSE ACQUISITION (RTO)

Pursuant to the terms of a share exchange agreement dated effective August 13, 2021 (the "Share Exchange Agreement"), the Company acquired all of the issued and outstanding ordinary shares of Poko Group Limited from the sole shareholder of Poko Group Limited, Cannmed Products Limited ("Cannmed"), in exchange for the issuance to Cannmed of 59,090,909 post-Consolidation (as hereinafter defined) common shares in the capital of the Company, resulting in Poko Group Limited becoming a wholly owned subsidiary of the Company. Poko Group Limited was incorporated on 29th September 2020 and its first set of annual financial statements are for the period 29th September 2020 to 30th June 2021. In connection with the Transaction, the Company completed a consolidation (the "Consolidation") on the basis of five (5) pre-Consolidation Common Shares to one (1) post-Consolidation common share (each post-Consolidation common share, a "Common Share"). Further in connection with the Transaction, the Company issued an aggregate of 1,700,000 Common Shares at a deemed price of \$0.11 per Common Shares to certain arm's length creditors to satisfy indebtedness in the amount of \$187,000.

POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

2. REVERSE ACQUISITION (RTO) (continued)

The Company also closed a non-brokered private placement of 7,729,635 Common Shares at a price of \$0.11 per Common Share for gross proceeds of \$850,260 (the "Concurrent Private Placement"). Common Shares issued to purchasers under the Concurrent Private Placement were sold on a private placement basis pursuant to the "accredited investor" and minimum investment exemptions under National Instrument 45-106 – Prospectus Exemptions. With the completion of the Transaction and the Concurrent Private Placement, the Company has 77,949,017 Common Shares issued and outstanding on an undiluted basis. The principals of the Company indirectly hold Common Shares by virtue of their interest in Cannmed, representing 75.8% of the issued and outstanding Common Shares, and those Shares are subject to an escrow agreement pursuant to the policies of the CSE. Additional information is available in the Company's listing statement dated August 13, 2021 (the "Listing Statement"), available under the Company's profile on www.sedar.com.

Although the Transaction resulted in Poko Group Limited becoming a wholly-owned subsidiary of the Company, the Transaction constitutes a reverse acquisition of the Company in-as-much as the former shareholders of Poko Group Limited own a substantial majority of the issued and outstanding common shares of the resulting corporation. For accounting purposes, Poko Group Limited is considered the accounting acquirer and the Company the accounting acquiree. As Company did not meet the definition of a business under guidance from IFRS 3, the reverse acquisition does not constitute a business combination and accordingly, the reverse acquisition has been accounted for in accordance with guidance provided in IFRS 2, "Share-Based Payment".

As Poko Group Limited is deemed to be the acquirer for accounting purposes, its assets and liabilities and operations since incorporation are included in the condensed consolidated interim financial statements at their historical carrying value. The Company's results of operations are included from the date of the transaction onwards.

The value of the consideration paid was determined based on the fair value of the net assets of the Company acquired on August 13, 2021, which was computed as \$6,500,000 as follows:

Net Assets	CAD\$
Acquired:	
Intangible assets	2,505,922
Cash equivalents	54,205
Taxes receivables	15,192
Accounts receivable	8750
Accounts payable and accrued liabilities	(230,841)
Provisions for penalties	(62,671)
Due to directors	(760)
Loan with interest	(165,067)
Listing costs expensed	<u>4,375,270</u>
Total net assets acquired	<u><u>6,500,000</u></u>
 Consideration	
Fair value of 59,090,909 common shares of the Company at \$0.11	<u><u>6,500,000</u></u>

The fair value of the common shares was estimated to be \$6,500,000 based on 59,090,909 common shares of the Company at a fair value of \$0.11 per share, based on the fair value of shares issued in the concurrent private placement completed as part of the reverse acquisition.

POKO INNOVATIONS INC.
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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

3. BASIS OF PREPARATION

Statement of compliance

The condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting ("IAS 34"), and follow the same accounting policies and methods of application as the financial statements of the Poko Group Limited for the period ended June 30th, 2021, except as described in Note 3. The Company's most significant estimates and judgements are consistent with those disclosed in the financial statements for the period ended June 30th 2021. These condensed interim consolidated financial statements do not contain all disclosures required by IFRS and accordingly should be read in conjunction with the 2021 annual financial statements of POKO Group Limited and the accompanying notes.

The condensed interim consolidated financial statements of the Company for the three-month period ended September 30th, 2021 were approved and authorized for issue by the Board of Directors on November 29, 2021. The condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value, consistent with the Company's significant accounting policies. These condensed interim consolidated financial statements are presented in Canadian currency, which is also the functional currency of the Company.

4. PRINCIPAL ACCOUNTING POLICIES

The financial framework and accounting policies applied in preparation of these condensed interim consolidated financial statements are consistent with those as disclosed in the audited financial statements of POKO Group Limited for the period ended June 30th, 2021.

5. CRITICAL JUDGEMENTS AND ACCOUNTING ESTIMATES

When preparing the Company's condensed interim consolidated financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, revenue and expenses. The following are the judgements made by management in applying the accounting policies of the Company that have the most significant effect on these financial statements.

Impairment of intangible assets

The Company is required to consider its intangible assets for impairment where impairment indicators exist. Impairment is considered through using value in use calculations or estimates of fair value. The use of these methods may require the estimates of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. The actual outcomes may differ from the estimates.

Amortization periods of intangible assets

The directors are required to estimate the useful economic life and amortization policies for all of the company's intangible fixed assets and this requires an estimate of the time period over which the underlying assets are expected to generate profits for the company.

POKO INNOVATIONS INC.
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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

6. INTANGIBLE FIXED ASSETS

On 30th September 2020, the company acquired the following intangible assets for a total consideration of CAD\$2,570,176 by way of an asset transfer agreement and in exchange for share capital in the company (see Note 13).

	Cannmed White Label & Media CAD\$	Poko CAD\$	Lumipay CAD\$
Cost	719,625	565,419	462,616
Balance at 30th September 2021	719,625	565,419	462,616
Amortization and impairment:			
Opening balance	17,991	14,135	11,565
Additions	17,991	14,135	11,565
Balance at 30th September 2021	35,982	28,270	23,130
Carrying amount at 30th September 2021	683,643	537,149	439,486
	Cannmed CAD\$	News Media CAD\$	Total CAD\$
Cost:			
Additions	257,008	565,508	2,570,176
Balance at 30th September 2021	257,008	565,508	2,570,176
Amortization and impairment:			
Opening Balance	6,425	14,138	64,254
Additions	6,425	14,138	64,254
Balance at 30th September 2021	12,850	28,276	128,508
Carrying amount at 30th September 2021	244,158	537,232	2,441,668

Further details on the intangible assets acquired are set out below:

Cannmed White Label & Media – CAD\$719,625

Cannmed white label division has over 1,000 SKUs available to white label. The division is fed sales leads via the media websites controlled by Poko Group that help drive traffic to the sites and to generate sales leads. This media will also be used in the Poko Marketplace, which is being built with the capability in mind to handle large volumes of orders and supplier SKUs across multiple warehouses on the platform.

POKO INNOVATIONS INC.
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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

6. INTANGIBLE FIXED ASSETS (continued)

Further details on the intangible assets acquired are set out below:

Poko – CAD\$565,419

An innovative CBD skincare brand with a focus on problem skin conditions such as psoriasis, rosacea, acne and eczema using CBD and other active ingredients in its formulations.

LumiPay – CAD\$462,616

A CBD friendly payment gateway. Currently expanding its client base with the goal of being acquired or separating out of the group at a later stage to IPO as its own Financial Service.

Cannmed Products Wholesale Brand – CAD\$257,008

A raw materials, white labelling and isolate supplier in the UK, Cannmed products will offer continuous revenue to the Cannmed Group. The goal would be to grow Cannmed and potentially be acquired by or partner with larger players in the UK once regulations are in place, i.e., Novel Food Act in March 2021.

News & Media – CAD\$565,508

- The Extract: One of the leading news and media sites for the CBD and Cannabis industry in the UK. Its main aim is to provide lead generation for the raw materials and marketplace sites.
- Candid Magazine: A lifestyle focused e-zine, newly acquired and repurposed, it's still finding its audience. Similar to The Extract, its purpose will be lead generation and support for the other assets in the group.
- CBD Village: One of the main revenue drivers for the Cannmed Group, this asset will remain in place working alongside the Cannmed Marketplace. CBD Village is an ecommerce store focussed on education and sales of CBD direct to the consumer.

7. STOCK

	At 30 th September 2021 CAD\$	At 30 th June 2021 CAD\$
Stock	76,404	-
	76,404	-

8. TRADE AND OTHER RECEIVABLES

	At 30 th September 2021 CAD\$	At 30 th June 2021 CAD\$
Accounts receivable	2,494	8,748
Prepayments	22,076	2
Taxes receivable	28,208	-
	52,778	8,750

POKO INNOVATIONS INC.
(Formerly BRUNSWICK RESOURCES INC.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

9. TRADE AND OTHER PAYABLES

	At 30 th September 2021 CAD\$	At 30 th June 2021 CAD\$
Accounts payable and accrued liabilities	166,630	8,748
Provisions for penalties	62,672	-
Taxes receivable	-	-
	<u>229,302</u>	<u>8,750</u>

10. EQUITY

	Number of shares	Share Capital CAD\$
Balance as at June 30th, 2021	47,142,365	3,677,568
Share consolidation on 5 to 1 basis	(37,713,892)	
Shares issued in concurrent financing	7,729,635	835,260
Shares issued for debt settlement	1,700,000	187,000
Share of Company issued for RTO	59,090,909	6,500,000
RTO Adjustments		(3,677,568)
	<u>77,949,017</u>	<u>7,522,260</u>

In connection with the Transaction, the Company completed a consolidation on the basis of five (5) pre-Consolidation Common Shares to one (1) post-Consolidation common share (each post-Consolidation common share, a "Common Share"). Further in connection with the Transaction, the Company issued an aggregate of 1,700,000 Common Shares at a deemed price of \$0.11 per Common Shares to certain arm's length creditors to satisfy indebtedness in the amount of \$187,000. The Company also closed a non-brokered private placement of 7,729,635 Common Shares at a price of \$0.11 per Common Share for gross proceeds of \$850,260 (the "Concurrent Private Placement"). With the completion of the Transaction and the Concurrent Private Placement, the Company has 77,949,017 Common Shares issued and outstanding on an undiluted basis. The principals of the Company indirectly hold Common Shares by virtue of their interest in Cannmed, representing 75.8% of the issued and outstanding Common Shares, and those Shares are subject to an escrow agreement pursuant to the policies of the CSE. Additional information in respect of the Transaction and the Company's business is available in the Company's listing statement dated August 13, 2021 (the "Listing Statement"), available under the Company's profile on www.sedar.com.

POKO INNOVATIONS INC.
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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (continued)
FOR THE THREE-MONTH PERIOD ENDED SEPTEMBER 30 2021
(Unaudited and not reviewed by the Company's auditors)

11. SIGNIFICANT NON-CASH TRANSACTIONS

The total compensation expense relating to share-based payment granted to directors, consultant and employees, issued as part of the Transaction, corresponding to 3,600,000 options, was \$396,000 with a corresponding charge to contributed surplus.

12. FINANCIAL INSTRUMENTS' RISK

Financial instruments relate to accounts receivable balances which have been collected by a third party website at the statement of financial position date and which were transferred to the company in the subsequent month. The credit risk associated with these accounts receivable balances is considered to be low; the third parties have transferred all amounts promptly to date and the end-customer has to pay for the goods prior to dispatch.

The company is not exposed to any significant interest rate or currency risk.

13. CAPITAL MANAGEMENT POLICIES AND PROCEDURES

The company is not subject to any externally imposed capital requirements. The company's principal capital management objective is to ensure that the company remains a going concern.

14. RELATED PARTY TRANSACTIONS

Cannmed Products Limited (incorporated in England and Wales) and its subsidiary ORH Marketing Limited (incorporated in Ireland) and are considered to be related parties as Cannmed David Hughes is a director of both companies at 30th September 2021.

During the period, the company made purchases from Cannmed Products Limited Group totaling CAD\$134,490. Amounts due to the Cannmed Products Limited Group at September 30th 2021 was CAD\$134,490.