

The Yummy Candy Company Inc.

Condensed Interim Consolidated Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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 interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the management and have been approved by the board of directors.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

The Yummy Candy Company Inc.
Condensed Interim Consolidated Statements of Financial Position
As at
(Expressed in Canadian Dollars)

| | April 30, 2024 | January 31, 2024 |
|-----------------------------------------------------------|---------------------------|-----------------------------|
| | (Unaudited) | (Audited) |
| Assets | | |
| Current assets | | |
| Cash | \$ 68,008 | \$ 36,457 |
| Amounts receivable (Note 6) | 195,316 | 210,158 |
| Inventory (Note 7) | 24,236 | 60,236 |
| Prepaid expenses (Note 8) | 35,157 | 44,314 |
| | 322,717 | 351,165 |
| Total assets | \$ 322,717 | \$ 351,165 |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities (Notes 9 and 12) | \$ 2,268,453 | \$ 2,132,575 |
| Loans payable (Note 10) | 411,834 | 408,890 |
| | 2,680,287 | 2,541,465 |
| Non-current | | |
| Loan payable (Note 10) | 5,000 | 5,000 |
| Total liabilities | 2,685,287 | 2,546,465 |
| Shareholders' deficit | | |
| Share capital (Note 11) | 9,246,174 | 9,246,174 |
| Foreign exchange translation reserve (Note 11) | 1,518 | (117) |
| Reserve (Note 11) | 2,938,631 | 2,938,631 |
| Deficit | (14,548,893) | (14,379,988) |
| Total shareholders' deficit | (2,362,570) | (2,195,300) |
| Total liabilities and shareholders' deficit | \$ 322,717 | \$ 351,165 |

Going concern (Note 2)

Approved by:

"Quinn Field-Dyte" (signed)
 Quinn Field-Dyte, Director

"Cassidy McCord" (signed)
 Cassidy McCord, Director

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

The Yumy Candy Company Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three months ended April 30,
(Unaudited - Expressed in Canadian Dollars)

| | 2024 | 2023 |
|-------------------------------------------------------------|---------------------|---------------------|
| Revenue (Note 6) | \$ 163,182 | \$ 73,886 |
| Cost of sales | (103,238) | (70,202) |
| Gross profit | 59,944 | 3,684 |
| Operating expenses | | |
| Accounting | - | 7,110 |
| Bank service charges | 523 | 461 |
| Consulting fees (Note 12) | 79,287 | 77,888 |
| General and administration | 12,335 | 34,322 |
| Interest and accretion expenses (Note 10) | 2,940 | 4,802 |
| Legal fees | - | 650 |
| Management fees (Note 12) | 1,627 | 14,124 |
| Research and development (Note 12) | 84,000 | 92,852 |
| Rent (Note 12) | 9,000 | 9,000 |
| Sales and marketing | 17,165 | 179,796 |
| Transfer agent and filing fees | 21,801 | 26,206 |
| | (228,678) | (447,211) |
| Operating loss | (168,734) | (443,527) |
| Other items | | |
| Foreign exchange loss | (171) | (2,860) |
| Gain on write-off of accounts payable | - | 13,901 |
| | (171) | 11,041 |
| Net loss for the period | \$ (168,905) | \$ (432,486) |
| Translation adjustment | 1,635 | 254 |
| Comprehensive loss for the period | (167,270) | (432,232) |
| Loss per share - basic and diluted | \$ (0.01) | \$ (0.01) |
| Weighted average number of common shares outstanding | 33,288,132 | 29,208,132 |

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

The Yumy Candy Company Inc.

**Condensed Interim Consolidated Statements of Changes in Shareholders' Deficit
(Unaudited - Expressed in Canadian Dollars)**

| | Share Capital | | Reserve | Foreign currency translation reserve | Deficit | Total |
|-------------------------------------------|---------------|--------------|--------------|--------------------------------------------|-----------------|----------------|
| | Number | Amount | | | | |
| Balance, January 31, 2023 | 29,208,132 | \$ 8,826,089 | \$ 2,812,716 | 91 | \$ (13,056,879) | \$ (1,417,983) |
| Net and comprehensive loss for the period | - | - | - | 254 | (432,486) | (432,486) |
| Balance, April 30, 2023 | 29,208,132 | \$ 8,826,089 | \$ 2,812,716 | 345 | \$ (13,489,365) | \$ (1,850,215) |
| Balance, January 31, 2024 | 33,288,132 | \$ 9,246,174 | \$ 2,938,631 | (117) | \$ (14,379,988) | \$ (2,195,300) |
| Net and comprehensive loss for the period | - | - | - | 1,635 | (168,905) | (167,270) |
| Balance, April 30, 2024 | 33,288,132 | \$ 9,246,174 | \$ 2,938,631 | 1,518 | \$ (14,548,893) | \$ (2,362,570) |

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

The Yumy Candy Company Inc.
Condensed Interim Consolidated Statements of Cash Flows
For the three months ended April 30,
(Expressed in Canadian Dollars)

| | 2024 | 2023 |
|-----------------------------------------------------|------------------|-----------------|
| Cash provided by: | | |
| Operating activities | | |
| Comprehensive loss for the period | \$ (167,270) | \$ (432,232) |
| Items not involving cash: | | |
| Unrealized foreign exchange loss | 400 | 401 |
| Gain on write-off of accounts payable | - | (13,901) |
| Interest on loans | 2,944 | 4,802 |
| Change in working capital items: | | |
| Amounts receivable | 14,842 | 56,240 |
| Inventory | 36,000 | (43,755) |
| Prepaid expenses | 9,157 | (8,779) |
| Accounts payable and accrued liabilities | 135,478 | 189,802 |
| Net cash provided by (used in) operating activities | 31,551 | (247,422) |
| Financing activities | | |
| Loan repayments | - | (50,000) |
| Proceeds from loans | - | 200,500 |
| Net cash provided by financing activities | - | 150,500 |
| Change in cash | 31,551 | (96,922) |
| Cash, beginning | 36,457 | 100,772 |
| Cash, ending | \$ 68,008 | \$ 3,850 |

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

The Yumy Candy Company Inc.
Notes to the Condensed Interim Consolidated Financial Statements
For the three months ended April 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

The Yumy Candy Company Inc. (the “Company” or “Yumy”) was incorporated on September 22, 1997 under the laws of the Province of British Columbia. Its head office is located at 2500, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3. The Company’s business is to import and sell sugar plant-based candy confectionaries. The Company’s common shares trade on the Canadian Securities Exchange (“CSE”) with the symbol of “TYUM”.

2. GOING CONCERN

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards (“IFRS”). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations.

At April 30, 2024, the Company had cash of \$68,008 (January 31, 2024 - \$36,457) and the Company’s current liabilities exceeded its current assets by \$2,357,570 (January 31, 2024 - \$2,190,300). During the three months ended April 30, 2024, the Company generated revenue of \$163,182 (2023 - \$73,886) and has incurred net losses since inception and as at April 30, 2024 has a deficit of \$14,548,893 (January 31, 2024 - \$14,379,988).

The above factors indicate material uncertainties, which may cast significant doubt about the Company’s ability to continue as a going concern. In assessing whether the going concern assumption is appropriate, Management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company’s own resources and external market conditions.

The ability of the Company to continue as a going concern is dependent on generating profitable operations, raising additional financing, and developing its products. The Company is not yet generating positive cash flows from operations. No assurance can be given that any such additional financing will be available, or that it can be obtained on terms favorable to the Company. Failure to obtain additional financing or generate profitable operations results in material uncertainties that cast significant doubt as to the Company’s ability to continue to operate as a going concern.

These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

3. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with international Accounting Standard 34 Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim consolidated financial statements do not include all of the information required for full annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”).

These condensed interim consolidated financial statements were approved by the board of directors on June 27, 2024.

The Yumy Candy Company Inc.
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3. BASIS OF PRESENTATION (CONTINUED)

(b) Basis of preparation

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The material accounting policy information set out in Note 4 has been applied consistently to the periods presented.

(c) Basis of consolidation

These condensed interim consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company's returns.

These condensed interim consolidated financial statements include the financial statements of the Company and its significant subsidiaries listed in the table below:

| Name | Functional Currency | Country of Incorporation | % equity interest as at April 30, 2024 |
|---------------------------|--------------------------------|-------------------------------------|-------------------------------------------------------|
| 1295304 B.C. Ltd. | CAD | Canada | 100% |
| Yumy Bear Goods (US) Inc. | US\$ | USA | 100% |

All inter-company balances and transactions have been eliminated on consolidation.

The reporting currency of the Company and its subsidiaries is the Canadian Dollar.

(d) Significant accounting estimates and judgments

Significant estimates and assumptions

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Significant estimates made by management affecting the consolidated financial statements include:

Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the success of the business operations. To the extent that management's assessment of the Company's ability to utilize future tax

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3. BASIS OF PRESENTATION (CONTINUED)

(d) Significant accounting estimates and judgments (CONTINUED)

Income taxes (CONTINUED)

deductions changes, the Company would be required to recognize more or fewer deferred tax assets or liabilities, and deferred income tax provisions or recoveries could be affected.

Share-based compensation

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the fair value of the Company's common shares, expected life of the share option, forfeiture rate, volatility and dividend yield and making assumptions about them.

(e) Going Concern

The preparation of consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applied in the Company's condensed interim consolidated financial statements include the assessment of the Company's ability to continue as a going concern (Note 2).

4. MATERIAL ACCOUNTING POLICY INFORMATION

(a) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. All financial instruments are initially recorded at fair value, adjusted for directly attributable transaction costs. The Company determines each financial instrument's classification upon initial recognition. Measurement in subsequent periods depends on the financial instrument's classification.

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

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4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(a) Financial instruments (CONTINUED)

Classification (CONTINUED)

The following table shows the classification of financial instruments under IFRS 9:

| Financial assets/liabilities | Classification IFRS 9 |
|-------------------------------------|----------------------------------|
| Cash | FVTPL |
| Amounts receivable | Amortized cost |
| Accounts payable | Amortized cost |
| Loans payable | Amortized cost |

Measurement

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss). The Company has no financial assets classified as FVTOCI.

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's financial assets and liabilities at amortized cost include amounts receivable, accounts payable and loans payable.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the consolidated statements of loss and comprehensive loss in the period in which they arise. Cash is classified as FVTPL.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company recognizes in the consolidated statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

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4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(a) Financial instruments (CONTINUED)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of loss and comprehensive loss.

(b) Research and development

Expenditure on internally developed products is capitalized as an intangible asset if it can be demonstrated that:

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Company is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

(c) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

(d) Loss per share

Basic loss per share is calculated by dividing the net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees. The effects of anti-dilutive potential units are ignored in calculating diluted earnings per share. All options and warrants are anti-dilutive when the Company is in a loss position.

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4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(e) Inventory

The Company values inventory at the lower of cost and net realizable value. Cost includes the costs of purchases net of vendor allowances plus other costs, such as transportation, that are directly incurred to bring the inventory to their present location and condition. The Company uses the weighted average method to determine the cost of inventory. The Company estimates net realizable value as the amount that inventory is expected to be sold while taking into consideration the estimated selling costs. Inventory is written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage, or declining market prices. When the circumstances that previously caused inventory to be written down below cost no longer exist or when there is apparent evidence of an increase in selling price then the amount of the write-down previously recorded is reversed. Storage costs, indirect administrative overhead, and certain selling costs related to inventory is expensed in the period incurred. The Company's inventory is comprised of finished goods.

(f) Taxation

Income tax comprises current and deferred taxes. Income tax is recognized in the consolidated statement of loss and comprehensive loss, except to the extent that relates to items recognized directly in equity, in which case, the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the reporting year, using tax rates enacted, or substantively enacted, at the end of the reporting period.

Deferred tax is provided for based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the reporting date.

(g) Foreign currency translation

The functional currency of the Company and its Canadian subsidiary, being the currency of the primary economic environment in which the Company operates, is the Canadian dollar. The functional currency of the Company's US subsidiary is the US dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the consolidated statement of loss and comprehensive loss.

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4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(g) Foreign currency translation (CONTINUED)

Assets and liabilities of entities with functional currencies other than the Canadian dollar are translated at the period-end rates of exchange, and the results of their operations are translated at average rates of exchange for the period. The resulting translation adjustments are included in comprehensive income (loss).

(h) Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and recognized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the stock option reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that will eventually vest.

(i) Revenue recognition

The Company has adopted all requirements of IFRS 15 Revenue from Contracts with Customers ("IFRS 15"). IFRS 15 utilizes a methodical framework for entities to follow to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The IFRS 15 model contains the following five-step contract-based analysis of transactions guiding revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligation(s) in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligation(s) in the contract; and
5. Recognize revenue when or as the Company satisfies the performance obligation(s).

The Company derives its revenue from sale of products to customers. The Company recognizes revenue from the sale of products when persuasive evidence of a contractual arrangement exists, the products have been delivered to the customer, no significant vendor obligations remain outstanding, the price is fixed or determinable, and collectability is reasonably assured.

Revenue comprises the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of returns and discounts.

(j) Cost of sales

Cost of sales includes all expenditures to purchase the products, and cost to bring the products to their current location.

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4. MATERIAL ACCOUNTING POLICY INFORMATION (CONTINUED)

(k) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects. The warrant reserve records the fair value of the warrants issued for services until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital.

(l) Future accounting pronouncements

There are no other IFRS or International Reporting Interpretations that are not yet effective that are expected to have a material impact on the Company's consolidated financial statements.

5. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, accounts payable and loans payable. The carrying values of the financial instruments approximate fair value due to the short-term nature of these instruments. Fair value of financial assets and liabilities, information related to risk management positions and discussion of risks associated with financial assets and liabilities are presented as follows:

Fair value

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

- Level 1 quoted prices in active markets for identical assets or liabilities;
- Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and
- Level 3 inputs for the asset or liability that are not based upon observable market data.

Cash is measured using level 1 inputs.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is in its cash accounts and amounts receivable. The Company manages credit risk, in respect of cash, by placing cash at major financial institutions. The carrying value of amounts receivable as of April 30, 2024, was \$195,316 (January 31, 2024 - \$210,158). Credit risk with respect amounts receivable is mitigated by the Company performing ongoing credit reviews on its customers before concluding sales transactions.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. At April 30, 2024, the Company had a cash balance of \$68,008 (January 31, 2024 - \$36,457) and current liabilities of \$2,680,287 (January 31, 2024 - \$2,541,465). The majority of the Company's financial liabilities have contractual maturities of less than 90 days and the loan payables are due within 12 months from the date of agreement except for one loan which is due within 24 months from the date of agreement. Liquidity risk is assessed as high.

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5. RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

Foreign exchange risk

Foreign exchange risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to any significant foreign currency risk.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital. As at April 30, 2024, the Company is not exposed to significant market risk.

6. AMOUNTS RECEIVABLE

| | | April 30, 2024 | | January 31, 2024 |
|------------------|-----------|---------------------------|-----------|-----------------------------|
| Trade receivable | \$ | 195,250 | \$ | 209,875 |
| GST recoverable | | 66 | | 283 |
| Total | \$ | 195,316 | \$ | 210,158 |

During the three months ended April 30, 2024, one customer accounted for 88% of the Company's total revenue recognized.

During the year ended January 31, 2024, two customers accounted for 78% and 16% of the Company's total revenues recognized, respectively.

As of April 30, 2024, one customer accounted for 94% (January 31, 2024 - three customers accounted for 74%, 14%, and 11% respectively) of the Company's trade receivables.

7. INVENTORY

The Company's inventory is comprised of finished goods. The movement in inventory for the three months ended April 30, 2024 and 2023 is as follows:

| | | April 30, 2024 | | January 31, 2024 |
|-------------------------|-----------|---------------------------|-----------|-----------------------------|
| Beginning inventory | \$ | 60,236 | \$ | 105,031 |
| Purchases | | 67,238 | | 213,068 |
| Cost of sales | | (103,238) | | (257,863) |
| Ending inventory | \$ | 24,236 | \$ | 60,236 |

During the three months ended April 30, 2024, the Company recognized \$Nil (January 31, 2024 - \$22,609) of inventory provision, which is included in the cost of sales.

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8. PREPAID EXPENSES

| | | April 30, 2024 | | January 31, 2024 |
|-----------------------|-----------|---------------------------|-----------|-----------------------------|
| Deposits to suppliers | \$ | 25,385 | \$ | 2,548 |
| Filing fees | | 6,918 | | 25,027 |
| Insurance | | 1,281 | | 2,108 |
| Sales and marketing | | - | | 12,102 |
| Legal | | 1,495 | | 1,495 |
| Shareholder relations | | 78 | | - |
| Consulting | | - | | 1,034 |
| Total | \$ | 35,157 | \$ | 44,314 |

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | | April 30, 2024 | | January 31, 2024 |
|--------------------------------|-----------|---------------------------|-----------|-----------------------------|
| Trade payables (Note 12) | \$ | 1,933,551 | \$ | 1,815,163 |
| Accrued liabilities | | 306,786 | | 291,827 |
| Customer deposits | | 306 | | 601 |
| Payroll liabilities | | 702 | | 2,204 |
| Credit card and other payables | | 27,108 | | 22,780 |
| | \$ | 2,268,453 | \$ | 2,132,575 |

10. LOANS PAYABLE

On June 1, 2022, the Company entered into a loan agreement with a principal of \$86,000 from a non-related party. The loan is non-interest bearing, unsecured and due on demand. The loan is outstanding as at April 30, 2024.

On August 11, 2022, the Company entered into loan agreements with a principal of \$90,000 from a non-related party. The loan bears interest at the rate of 7% per annum, unsecured, and due and payable on or before August 11, 2023. On May 24, 2023, the Company repaid this loan. As at April 30, 2024, the balance outstanding including accrued interest is \$4,936 (January 31, 2024 - \$4,936). During the three months ended April 30, 2024, the Company recorded interest expense of \$Nil (2023 - \$1,536) on this loan.

On October 24, 2022, the Company entered into loan agreements with a principal of \$36,500 from non-related parties. The loan bears interest at the rate of 10% per annum, unsecured, and due and payable on or before October 24, 2023. On January 2, 2024, the Company repaid this loan. As at April 30, 2024, the balance outstanding including accrued interest is \$26,650 (January 31, 2024 - \$26,650). During the three months ended April 30, 2024, the Company recorded interest expense of \$Nil (2023 - \$890) on this loan.

On March 1, 2023, the Company entered into a loan agreement with a principal of \$50,500 from a non-related party. The loan bears interest at the rate of 10% per annum, unsecured, and payable on demand. As at April 30, 2024, the balance outstanding including accrued interest is \$55,550 (January 31, 2024 - \$55,149). During the three months ended April 30, 2024, the Company recorded interest expense of \$401 (2023 - \$830) on this loan.

On March 2, 2023, the Company entered into a loan agreement with a principal of \$50,000 from a non-related party. The loan bears interest at the rate of 10% per annum, unsecured, and due on March 2, 2024. On January 2, 2024, the Company repaid the principal amount of this loan. As at

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10. LOANS PAYABLE (CONTINUED)

April 30, 2024, the balance outstanding including accrued interest is \$5,000 (January 31, 2024 - \$4,577). During the three months ended April 30, 2024, the Company recorded interest expense of \$423 (2023 - \$806) on this loan.

On March 7, 2023, the Company entered into a loan agreement with a principal of \$50,000 from a non-related party. The loan bears interest at the rate of 10% per annum, unsecured, and payable on demand. As at April 30, 2024, the balance outstanding including accrued interest is \$55,000 (January 31, 2024 - \$54,521). During the three months ended April 30, 2024, the Company recorded interest expense of \$479 (2023 - \$Nil) on this loan.

On March 12, 2023, the Company entered into a short-term loan agreement with a principal of \$50,000 from a related party. The loan is non-interest bearing, unsecured, and payable on demand. During the year, the Company repaid \$50,000. As at April 30, 2024, the balance outstanding is \$Nil.

On May 8, 2023, the Company entered into a loan agreement with a principal of \$240,000 from non-related parties. The loans are non-interest bearing, unsecured, and payable on demand. During the year, the Company repaid \$120,000. As at April 30, 2024, the balance outstanding is \$120,000 (January 31, 2024 - \$120,000).

On June 1, 2023, the Company entered into loan agreements with a principal of \$10,000 from a non-related party. The loan bears interest at the rate of 10% per annum, unsecured, and due on June 1, 2024. As at April 30, 2024, the balance outstanding including accrued interest is \$10,915 (January 31, 2024 - \$10,668). During the three months ended April 30, 2024, the Company recorded interest expense of \$247 (2023 - \$Nil) on this loan.

On June 2, 2023, the Company entered into a loan agreement with a principal of \$5,000 from a non-related party. The loan bears interest at the rate of 10% per annum, unsecured, and due on June 1, 2025. As at April 30, 2024, the balance outstanding including accrued interest is \$5,229 (January 31, 2024 - \$5,167). During the three months ended April 30, 2024, the Company recorded interest expense of \$62 (2023 - \$Nil) on this loan.

On July 27, 2023, the Company entered into a loan agreement with a principal of \$30,000 from a non-related party. The loan bears interest at the rate of 12% per annum, unsecured, and due on

July 27, 2024. As at April 30, 2024, the balance outstanding including accrued interest is \$32,713 (January 31, 2024 - \$31,825). During the three months ended April 30, 2024, the Company recorded interest expense of \$888 (2023 - \$Nil) on this loan.

On August 2, 2023, the Company entered into loan agreements with a principal of \$15,000 from a non-related party. The loan bears interest at the rate of 12% per annum, unsecured, and due on August 2, 2024. As at April 30, 2024, the balance outstanding including accrued interest is \$14,841 (January 31, 2024 - \$14,397). During the three months ended April 30, 2024, the Company recorded interest expense of \$444 (2023 - \$Nil) on this loan.

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10. LOANS PAYABLE (CONTINUED)

The following is a summary of the movement of the loans payable during the three months ended April 30, 2024 and the year ended January 31, 2024:

| | | |
|-----------------------------------------|-----------|----------------|
| Balance as at January 31, 2023 | \$ | 216,476 |
| Proceeds from loans | | 500,500 |
| Loan repayments | | (325,000) |
| Interest and accretion expenses | | 21,432 |
| Balance as at January 31, 2024 | | 413,890 |
| Interest and accretion expenses | | 2,944 |
| Balance as at April 30, 2024 | | 416,834 |
| Less: current portion | | (411,834) |
| Amount classified as non-current | \$ | 5,000 |

11. CAPITAL STOCK

(a) Authorized

The Company has authorized an unlimited number of common shares with no par value.

As at April 30, 2024, the Company had 33,288,132 (January 31, 2024 - 33,288,132) common shares outstanding.

(b) Issued and outstanding

On October 6, 2023, the Company closed a non-brokered private placement of 2,280,000 unit at \$0.20 per unit with gross proceeds of \$456,000. Each unit comprises one common share and one purchase warrant. Each warrant is exercisable into a common share of the Company for a period of 24 months at an exercise price of \$0.2 for 24 months from issuance.

On May 24, 2023, the Company issued 1,800,000 shares for gross proceeds of \$90,000 on the exercise of share purchase warrants at \$0.05 per share.

On November 28, 2022, the Company issued 1,720,000 shares for gross proceeds of \$86,000 on the exercise of share purchase warrants at \$0.05 per share.

(c) Securities held in escrow

As at April 30, 2024, 300,000 shares were held in escrow and will be released on each of the following dates:

| Number of escrow shares | Date |
|-------------------------|---------------|
| 300,000 | June 30, 2024 |

(d) Reserves

The reserve records the fair value of options and warrants granted.

(e) Foreign currency translation reserve

The foreign currency translation reserve records the effect for the translation of the of the

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11. CAPITAL STOCK (CONTINUED)

- (e) Foreign currency translation reserve (CONTINUED)

assets, liabilities and the results of operations of Yumy Bear Goods (US) Inc. from its functional currency (US\$) to the reporting currency, Canadian Dollar.

- (f) Share purchase warrants

During the year ended January 31, 2023, the Company extended the expiry date of 20,000,000 common share purchase warrants by 24 months to October 29, 2024.

In connection with the October 6, 2023, private placement, the Company issued 2,280,000 warrants with an exercise price of \$0.25 per warrant. These warrants were assigned an estimated fair value of \$125,915 assigned to the warrants using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 163.07%, a risk-free interest rate of 4.87%, share price of \$0.25, an expected maturity of 2 years.

Share purchase warrants outstanding are as follows:

| | Number of Warrants | | Weighted Average Exercise Price |
|--------------------------------------------------------------|--------------------|-----------|---------------------------------|
| Outstanding as at January 31, 2023 | 20,000,000 | \$ | 0.05 |
| Exercised | (1,800,000) | | 0.05 |
| issued | 2,280,000 | | 0.03 |
| Outstanding as at January 31, 2024 and April 30, 2024 | 20,480,000 | \$ | 0.07 |

As at April 30, 2024, the Company had outstanding warrants, enabling the holders to acquire common shares as follows:

| Expiry Date | Number of Warrants | Exercise Price | Weighted Average Remaining in Contractual Life, in Years |
|------------------|--------------------|----------------|----------------------------------------------------------|
| October 29, 2024 | 18,200,000 | \$ 0.05 | 0.50 |
| October 6, 2025 | 2,280,000 | 0.25 | 1.43 |
| | 20,480,000 | \$ 0.07 | 0.60 |

12. RELATED PARTY TRANSACTIONS

Related parties and related party transactions are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and companies owned by these individuals.

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12. RELATED PARTY TRANSACTIONS (CONTINUED)

Key management personnel (CONTINUED)

Remuneration attributed to key management personnel is summarized as follows:

| For the three months ended April 30, | | 2024 | | 2023 |
|---------------------------------------------|-----------|---------------|-----------|---------------|
| Consulting fees | \$ | 33,000 | \$ | 32,818 |
| Management fees | | 1,627 | | 14,124 |
| Research and development | | - | | 8,400 |
| Rent* | | 9,000 | | 9,000 |
| | \$ | 43,627 | \$ | 64,342 |

*The Company signed a lease agreement on February 1, 2022 with a company controlled by a director of the Company. The lease agreement matured on January 31, 2023 and continued on a month-to-month basis.

As at April 30, 2024, the Company had \$211,155 (January 31, 2024 - \$112,275) owing to the directors of the Company, which is included in the trade payables (Note 9). The amounts due to related parties are non-interest bearing, unsecured and had no fixed terms of repayment.

13. CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company considers the items included in shareholders' equity as capital. The Company's primary source of capital comes from the issuance of capital stock.

The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding through issuance of new shares or new debt. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long-term but recognizes there will be risks involved that may be beyond its control. There were no changes to the Company's capital management approach during the three months ended April 30, 2024. The Company is not subject to external restrictions on its capital.