Condensed Interim Consolidated Financial Statements of

HARRYS MANUFACTURING INC.

October 31, 2020

Expressed in Canadian Dollars

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited 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.

HARRYS MANUFACTURING INC.
Condensed Interim Consolidated Statements of Financial Position
Expressed in Canadian dollars

	Note	October 31, 2020 (Unaudited) $	July 31, 2020 $
ASSETS			
Current			
Cash		586,597	239,121
Amounts receivable	4	4,284	5,645
Prepaid expense		29,425	29,425
Total current assets		620,306	274,191
Property and equipment	5	112,287	115,591
Right-of-use asset	6	259,066	265,943
Total assets		991,659	655,725
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	39,938	31,998
Wages payable	8	53,016	53,016
Current portion of lease liability	9	9,178	8,670
Total current liabilities		102,132	93,684
Lease liability	9	261,472	263,966
Total liabilities		363,604	357,650
SHAREHOLDERS' EQUITY			
Share capital	10	20,467,804	20,015,764
Reserves	10	3,280,628	3,280,628
Deficit		(23,120,377)	(22,998,317)
Total shareholders' equity		628,055	298,075
Total liabilities and shareholders' equity		991,659	655,725

Nature of operations (Note 1)
Going concern (Note 2)
Commitments (Note 13)
Subsequent events (Note 14)

On behalf of the Board of Directors:

"Kevin Kohanik" Director *"Michael Young"* Director

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

HARRYS MANUFACTURING INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
Expressed in Canadian dollars
(Unaudited)

	Note	Three months ended October 31, 2020 $	Three months ended October 31, 2019 $
Revenue		–	–
Expenses			
Consulting fees		2,500	45,000
Depreciation	5, 6	10,181	58,839
Management fees	8	40,050	35,550
Office and administrative		17,860	24,988
Professional fees		24,090	31,887
Research and development		–	250
Share-based payments	10	–	83,789
Shareholder communications		7,800	3,091
Transfer agent and filing fees		3,940	19,502
		106,421	302,896
Net loss before other items		(106,421)	(302,896)
Other items			
Interest expense	9	(15,639)	–
Net and comprehensive loss		(122,060)	(302,896)
Basic and diluted loss per common share		(0.00)	(0.00)
Weighted average number of common shares outstanding, basic and diluted		78,291,047	76,177,228

HARRYS MANUFACTURING INC.
Condensed Interim Consolidated Statements of Changes in Equity
Expressed in Canadian dollars
(Unaudited)

	Number of common shares	Amount	Reserves	Deficit	Shareholders' equity
		$	$	$	$
July 31, 2019	77,916,358	19,490,552	2,940,202	(21,314,463)	1,116,291
Shares returned for cancellation	(8,000,000)	–	–	–	–
Share-based payments	–	–	83,789	–	83,789
Loss for the period	–	–	–	(302,896)	(302,896)
October 31, 2019	69,916,358	19,490,552	3,023,991	(21,617,359)	897,184
July 31, 2020	77,391,358	20,015,764	3,280,628	(22,998,317)	298,075
Shares issued upon the exercise of options	3,767,000	452,040	–	–	452,040
Loss for the period	–	–	–	(122,060)	(122,060)
October 31, 2020	81,158,358	20,467,804	3,280,628	(23,120,377)	628,055

HARRYS MANUFACTURING INC.
Condensed Interim Consolidated Statements of Cash Flows
Expressed in Canadian dollars
(Unaudited)

	Three months ended October 31, 2020	Three months ended October 31, 2019
	$	$
Operating activities		
Net loss for the period	(122,060)	(302,896)
Adjustment for non-cash items:		
Share-based payments	-	83,789
Depreciation	10,181	58,839
Interest expense on lease liability	15,639	-
Changes in non-cash working capital items:		
Amounts receivable	1,361	1,161
Accounts payable and accrued liabilities	7,940	21,106
Net cash used in operating activities	(86,939)	(138,001)
Investing activities		
Purchase of equipment	-	(5,359)
Net cash used in investing activities	-	(5,359)
Financing activities		
Proceeds received from share issuances	452,040	-
Lease repayments	(17,625)	-
Net cash provided by financing activities	434,415	-
Change in cash in the period	347,476	(143,360)
Cash, beginning of period	239,121	526,682
Cash, end of period	586,597	383,322

1. Nature of operations

Harrys Manufacturing Inc. (the "Company") was incorporated under the laws of the Province of British Columbia on July 31, 2007, formerly under the name of Westridge Resources Inc. ("Westridge"). The Company's common shares are listed for trading on the Canadian Securities Exchange (the "CSE") under the symbol "HARY".

On January 22, 2018, and as amended on March 30, 2018, the Company entered into a definitive agreement with Harrys International Manufacturing Inc. ("HIMI") (the "Share Exchange Agreement"). Pursuant to the Share Exchange Agreement, the Company acquired all of the issued and outstanding common shares of HIMI in exchange for common shares of the Company (the "Acquisition"). HIMI's principal business was the sale and distribution of tobacco products exclusively to purchasers located outside of Canada and the United States. The Acquisition closed on October 4, 2018 and the Company changed its name from Westridge Resources Inc. to Harrys Manufacturing Inc. The Company has recently transitioned its efforts to focus on tobacco sales in Canada.

The head office and registered address and records office of the Company are located at Suite 1070 - 1055 West Hastings Street, Vancouver, BC V6E 2E9.

The condensed interim consolidated financial statements were authorized for issuance on December 21, 2020, by the Board of Directors.

Impact of COVID-19 on the Financial Position of the Company

In December 2019, a strain of novel coronavirus (now commonly known as "COVID-19") was reported to have surfaced in Wuhan, China. COVID-19 has since spread rapidly throughout many countries, and, on March 11, 2020, the World Health Organization declared COVID-19 to be a pandemic. In an effort to contain and mitigate the spread of COVID-19, many countries, including Canada and the United States, have imposed unprecedented restrictions on travel, and there have been business closures and a substantial reduction in economic activity in countries that have had significant outbreaks of COVID-19.

At this time, the Company remains open for business; however, significant uncertainty remains as to the potential impact of the COVID-19 pandemic on our operations, and on the global economy as a whole. Government-imposed restrictions on travel and other "social-distancing" measures such restrictions on assembly of groups of persons, have the potential to disrupt government agencies who the Company does business with, supply chains for materials used to manufacture products and sales channels for our products, as well as may result in labor shortages.

It is currently not possible to predict how long the pandemic will last or the time that it will take for economic activity to return to prior levels. Management continues to monitor the COVID-19 situation closely and intends to follow health and safety guidelines as they evolve.

2. Basis of preparation

Going Concern

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. To date the Company has incurred losses and further losses are expected in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern, and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.

2. Basis of preparation (continued)

Going Concern (continued)

The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds from there and/or raise equity capital or borrowings sufficient to meet its current and future obligations. Management intends to finance operating costs over the next twelve months from working capital and if necessary from loans from directors and companies controlled by directors and/or private placement of common shares. Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. Management believes that the Company's capital resources should be adequate to continue operation and maintaining its business strategy. However, if the Company is unable to achieve profitability or raise additional capital, management expects that the Company may need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures. These condensed interim consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Significant accounting policies

Statement of compliance and principals of consolidation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim consolidated financial statements, including IAS 34, Interim Financial Reporting. These condensed interim consolidated financial statements should be read in conjunction with the annual financial statements for the year ended July 31, 2020, which have been prepared in accordance with IFRS as issued by the IASB. The Company uses the same accounting policies and methods of computation as in the annual financial statements

These condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. In addition, these consolidated financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value.

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, HIMI. All intercompany transactions and balances have been eliminated on consolidation.

Basis of measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency. The preparation of the Company's condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates by a material amount. Matters that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to: assumptions used in estimating share-based payments; the recoverability of deferred tax assets; the going concern assumption; the useful lives of long-lived assets; inputs used to determine the present value of right-of-use asset, and the recoverability of long-lived assets.

(Expressed in Canadian dollars unless otherwise noted)

4. Amounts Receivable

	October 31, 2020 $	July 31, 2020 $
Recoverable sales taxes	4,284	5,645

5. Property and Equipment

	Leasehold Improvements $	Furniture and Fixtures $	Manufacturing Equipment $	Total $
Cost:				
Balance, July 31, 2020 and October 31, 2020	109,056	11,565	1,006,200	1,126,821
Accumulated depreciation:				
Balance, July 31, 2020	3,634	1,396	1,006,200	1,011,230
Depreciation	2,726	578	-	3,304
Balance, October 31, 2020	6,360	1,974	1,006,200	1,014,534
Carrying amounts:				
Balance, July 31, 2020	105,422	10,169	-	115,591
Balance, October 31, 2020	102,696	9,591	-	112,287

6. Right-of-use Asset

	Building $
Cost	
Balance at July 31, 2020 and October 31, 2020	275,114
Accumulated amortization	
Balance at July 31, 2020	9,171
Addition	6,877
Balance at October 31, 2020	16,048
Carrying amount	
Balance at July 31, 2020	265,943
Balance at October 31, 2020	259,066

7. Accounts Payable and Accrued Liabilities

	October 31, 2020 $	July 31, 2020 $
Accounts payable	-	15,998
Accrued liabilities	39,938	16,000
	39,938	31,998

(Expressed in Canadian dollars unless otherwise noted)

8. Related Party Transactions and Balances

Related party transactions

The Company incurred key management compensation as follows:

Three months ended October 31,	2020 $	2019 $
Management fees accrued or paid to President and CEO, CFO and directors	$ 40,050	$ 35,550

On April 1, 2020, the Company entered into an agreement to lease a distribution warehouse facility with a company controlled by the family of the President and CEO of the Company. Refer to Note 9.

Wages Payable

As at October 31, 2020, $33,794 (July 31, 2020 - $33,794) in wages payable is outstanding in relation to transactions with related parties, which are non-interest bearing, unsecured and due on demand.

9. Lease Liability

On April 1, 2020, the Company entered into a lease agreement with a company controlled by the family of a related party (Note 8) for inventory warehouse space located at 30445 Progressive Way, Abbotsford, British Columbia. The lease is for a 10-year term, expiring on March 31, 2030, with one 5-year renewal option and an option for the Company to terminate the lease anytime with 60 days' notice. The base rent is $5,875 plus tax per month during the term of the lease.

Management has determined the lease is enforceable for the Company as lessee because there is more than insignificant economic penalty if to terminate the lease and therefore recognized the underlying right-of-use asset and lease liability on the consolidated statements of the financial position. The lease liability was discounted using the Company's estimated incremental borrowing rate of 23%.

	$
Lease liability as at July 31, 2020	272,636
Less: lease payments	(17,625)
Interest expense	15,639
Lease liability as at October 31, 2020	270,650
Less: current portion of lease liability	(9,178)
Lease liability	261,472

The Company's future minimum lease payments for the leased space are as follows:

	$
Fiscal year ending July 31, 2021	52,875
Fiscal year ending July 31, 2022	70,500
Fiscal year ending July 31, 2023	70,500
Fiscal year ending July 31, 2024	70,500
Fiscal year ending July 31, 2025	70,500
Fiscal years ending July 31, 2026 to 2030	329,000
Total lease payments	663,875
Amount representing interest over the term of the lease	(393,225)
Present value of net lease payments	270,650

(Expressed in Canadian dollars unless otherwise noted)

10. Share Capital and Reserves

(a) Authorized:

Unlimited number of common shares without nominal or par value.

(b) Issued:

As at October 31, 2020, there were 81,158,358 (July 31, 2020 – 77,391,358) issued and outstanding common shares.

As at October 31, 2020, there were 5,374,030 (July 31, 2020 – 8,061,045) shares held in escrow. Escrow releases will be scheduled as follows, 10% will be released upon completion of the Acquisition followed by six subsequent releases of 15% every nine months thereafter. On October 11, 2019, 8,000,000 common shares held in escrow were returned to the Company and cancelled. During the three months ended October 31, 2020, 2,687,015 shares were released from escrow.

(c) Share transactions

During the three months ended October 31, 2020

During the three months ended October 31, 2020, the Company issued 3,767,000 shares upon the exercise of warrants at $0.12 per share for proceeds of $452,040.

During the three months ended October 31, 2019

On October 11, 2019, the Company cancelled 8,000,000 held in escrow for no consideration.

(d) Share purchase warrants

The changes in warrants during the three months ended October 31, 2020 and the year ended July 31, 2020 were as follows:

	October 31, 2020		July 31, 2020	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of the period	18,244,737	$ 0.29	11,926,715	$ 0.40
Exercised	(3,767,000)	0.12	7,000,000	0.12
Expired	(3,233,000)	0.12	(681,978)	0.50
Warrants outstanding, end of the period	11,244,737	$ 0.39	18,244,737	$ 0.29

A summary of the Company's outstanding warrants as at October 31, 2020 is as follows:

Number of warrants	Exercise price	Expiry date
11,244,737	$ 0.39	January 12, 2021

(e) Stock options

The Company has a stock option plan under which it is authorized to grant options to the Company's officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's shares, less applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 10 years with vesting determined by the board of directors.

(Expressed in Canadian dollars unless otherwise noted)

10. Share Capital and Reserves (continued)

A summary of stock option transactions during the three months ended October 31, 2020 and year ended July 31, 2020 were as follows:

	October 31, 2020		July 31, 2020	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding, beginning of the period	3,540,000	$ 0.17	1,615,000	$ 0.15
Granted	–	–	2,400,000	0.17
Expired	(500,000)	0.125	–	–
Exercised	–	–	(475,000)	0.12
Outstanding, end of the period	3,040,000	$ 0.17	3,540,000	$ 0.17
Exercisable, end of the period	3,040,000	$ 0.17	3,540,000	$ 0.17

No options were exercised during the three months ended October 31, 2020. During the year ended July 31, 2020, the weighted average trading price of the Company's shares at the time of exercise was $0.22.

The following stock options were outstanding and exercisable as at October 31, 2020:

Number of Options	Exercise price	Expiry date
240,000	$ 0.17	January 17, 2022
200,000	0.30	February 3, 2022
800,000	0.125	July 5, 2024
100,000	0.125	September 4, 2024
450,000	0.25	December 18, 2024
1,250,000	0.16	January 16, 2025
3,040,000	$ 0.17	

(f) Reserves

Reserves relates to stock options, agents' unit options, and compensatory warrants that have been issued by the Company. The Company uses the Black-Scholes valuation model to value stock options.

Share-based payments recognized and expensed during the three months ending October 31, 2020 was $Nil (2019 - $83,789).

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted or vested during the three months ending October 31, 2020 and year ended July 31, 2020:

	October 31, 2020	July 31, 2020
Risk-free interest rate	–	1.47%
Expected life of options	–	5 years
Annualized volatility	–	261%
Forfeiture rate	–	0%
Dividend rate	–	0%

11. Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established the Audit and Risk Management Committee, which is responsible for developing and monitoring the Company's compliance with risk management policies and procedures. The committee reports regularly to the Board of Directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment, in which all employees understand their roles and obligations.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company also has minimal risk relating to smaller amounts of refundable sales taxes.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and similar source.

As at October 31, 2020, the Company's current liabilities consisted of accounts payable and accrued liabilities of $39,938 (July 31, 2020 – $31,998), wages payable of $53,016 (July 31, 2020 - $53,016) and current portion of lease liability of $9,178 (July 31, 2020 – $8,670). The Company's cash was $586,597 (July 31, 2020 - $239,121) at October 31, 2020 and was sufficient to fulfil these liabilities.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements, and loans from related parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant funding.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market price risk is comprised of three types of market price changes: foreign currency exchange rates, interest rates and commodity prices.

(i) Foreign currency exchange risk

Foreign currency 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's risk to foreign exchange is limited since it holds only Canadian dollars.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not carry significant financial instruments that are exposed to interest rate risk. In addition, the Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity. Accordingly, the Company is not subjected to interest rate risk.

11. Financial Risk Management (continued)

(c) Market risk

(iii) Commodity price risk

The Company does not hold any financial instruments that have direct exposure to commodity or other price risks.

12. Capital Disclosures

The Company manages its capital in a manner consistent with the risk characteristics of the assets it holds. All financing, including equity and debt, are analyzed by management and approved by the Board of Directors.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and provide returns for shareholder. The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity and monthly review of financial results. The Company considers cash, shareholder loans and shareholders' equity (deficiency) to be capital. The Company does not have any externally imposed requirements on its capital.

There have been no changes in the Company's approach to capital management from the previous years.

13. Commitments

(a) On November 16, 2018, the Company entered into a sales and distribution agreement. Pursuant to the agreement, the Company granted distribution rights to sell products manufactured by the Company in Asia and Europe for a term of two years.

(b) On December 18, 2019, the Company signed and announced an Independent Sales Agreement (the "Agreement") with a consultant (the "Consultant") who will act as the Company's exclusive distributor and sales agent in Canadian retail markets for a term of one year. Pursuant to the Agreement, the Company granted the Consultant 250,000 stock options exercisable at $0.25 per share until December 18, 2024. In addition, the Company agreed to pay the Consultant $5,000 per month for three months.

(c) On April 21, 2020, the Company entered into an exclusive distribution agreement with a distributor for an initial term of 10 years. Pursuant to the agreement, the Company appointed the party as the exclusive agent to distribute, market sell and supply tobacco products manufactured by the Company for sale in Canada and granted the agent a non-exclusive, non-transferable, royalty-free license to use any all trademarks and trade names owned by the Company.

14. Subsequent Events

(a) On November 19, 2020, the Company entered into an exclusive manufacturing agreement with an initial term of five years that will automatically renew on a yearly basis subject to earlier termination. Pursuant to the agreement, the Company issued to the exclusive manufacturer 500,000 share purchase warrants exercisable for five years at $0.15 per share.

(b) On December 2, 2020, the Company granted 500,000 stock options to directors of the Company exercisable at $0.16 per share until December 2, 2025. The options vested upon grant.

(c) On December 2, 2020, the Company entered into a consulting agreement with an initial term of three months. Pursuant to the agreement, the consultant will provide consulting services for $25,000 per month.

(d) Subsequent to October 31, 2020, the Company issued 160,000 shares upon the exercise of options by a director of the Company at $0.125 per share for proceeds of $20,000.