Consolidated Financial Statements of

HARRYS MANUFACTURING INC.
July 31, 2022 and 2021

Expressed in Canadian Dollars

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Harrys Manufacturing Inc.

Opinion

We have audited the consolidated financial statements of Harrys Manufacturing Inc. (the "Company"), which comprise the consolidated statements of financial position as at July 31, 2022 and 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively, the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

Without qualifying our opinion, we draw attention to Note 2 in the financial statements, which describes events and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

November 25, 2022

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

	Note	July 31, 2022	July 31, 2021
		$	$
ASSETS			
Current assets			
Cash		9,240	363,796
Restricted cash	4	200,000	–
Amounts receivable		8,261	8,756
Prepaid expenses	5	67,386	329,593
Total current assets		284,887	702,145
Non-current assets			
Property and equipment	6	4,240	105,002
Right-of-use asset	7	–	238,432
Total non-current assets		4,240	343,434
Total assets		289,127	1,045,579
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	9, 10	239,428	38,648
Wages payable	10	53,016	53,016
Current portion of lease liability	13	–	10,889
Loan payable	11	–	185,974
Convertible debenture	12	104,208	–
Total current liabilities		396,652	288,527
Non-current liabilities			
Convertible debenture	12	–	163,660
Lease liability	13	–	253,077
Total non-current liabilities		–	416,737
Total liabilities		396,652	705,264
SHAREHOLDERS' EQUITY			
Share capital	14	21,420,202	20,918,810
Reserves	14	3,926,613	3,619,818
Deficit		(25,454,340)	(24,198,313)
Total shareholders' equity		(107,525)	340,315
Total liabilities and shareholders' equity		289,127	1,045,579

Going concern (Note 2)
Commitments (Note 17)
Subsequent events (Note 21)

On behalf of the Board of Directors:

"Daniel Polus" Director *"Michael Young"* Director

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

HARRYS MANUFACTURING INC.
Consolidated Statements of Loss and Comprehensive Loss
Expressed in Canadian dollars

	Note	Year ended July 31, 2022	Year ended July 31, 2021
		$	$
Expenses			
Amortization and depreciation	6, 7	23,813	41,192
Consulting fees		16,750	88,250
Management fees	10	270,000	213,600
Office and administrative	18	251,613	123,859
Product marketing		720	–
Professional fees		89,235	106,742
Share-based payments	10, 14	164,230	311,073
Shareholder communications		2,654	26,943
Transfer agent and filing fees		36,132	22,387
Total expenses		855,149	934,046
Net loss before other items		(855,149)	(934,046)
Other items			
Interest expense	10	(109,291)	(65,950)
Impairment of inventory deposit	5	(240,000)	–
Impairment of note receivable	8	–	(200,000)
Loss on disposal of property and equipment	6	(92,998)	–
Gain termination of lease liability	13	41,409	–
Net loss and comprehensive loss		(1,256,027)	(1,199,996)
Basic and diluted loss per common share		(0.01)	(0.01)
Weighted average number of common shares outstanding, basic and diluted		87,751,000	81,346,921

HARRYS MANUFACTURING INC.
Consolidated Statements of Changes in Shareholders' Equity
Expressed in Canadian dollars

	Share Capital				
	Number of Common shares	Amount	Reserves	Deficit	Shareholders' Equity
		$	$	$	$
Balance, as at July 31, 2020	77,391,358	20,015,764	3,280,628	(22,998,317)	298,075
Shares issued upon the exercise of share purchase warrants	3,767,000	452,040	–	–	452,040
Shares issued upon the exercise of stock options	160,000	39,951	(19,951)	–	20,000
Issuance of convertible debt	–	–	44,445	–	44,445
Units issued for cash at $0.12 per unit	3,528,332	423,400	–	–	423,400
Share issuance costs	–	(12,345)	3,623	–	(8,722)
Share-based payments	–	–	311,073	–	311,073
Net loss for the year	–	–	–	(1,199,996)	(1,199,996)
Balance, as at July 31, 2021	84,846,690	20,918,810	3,619,818	(24,198,313)	340,315
Units issued for cash at $0.12 per unit	3,759,917	394,791	56,399	–	451,190
Share issuance costs	–	(34,020)	7,147	–	(26,873)
Share-based payments	–	–	164,230	–	164,230
Issuance of convertible debt	–	–	3,300	–	3,300
Units issued on conversion of convertible debt	2,163,400	140,621	75,719	–	216,340
Net loss for the year	–	–	–	(1,256,027)	(1,256,027)
Balance, as at July 31, 2022	90,770,007	21,420,202	3,926,613	(25,454,340)	(107,525)

HARRYS MANUFACTURING INC.
Consolidated Statements of Cash Flows
Expressed in Canadian dollars

	Year ended July 31, 2022	Year ended July 31, 2021
	$	$
Operating activities		
Net loss for the year	(1,256,027)	(1,199,996)
Adjustment for non-cash items:		
Share-based payments	164,230	311,073
Amortization	23,811	41,192
Interest expense on lease liability	35,076	61,830
Impairment of notes receivable	–	200,000
Impairment of inventory deposit	240,000	–
Gain on termination of lease liability	(41,409)	–
Loss on disposal of property and equipment	92,998	
Accretion and interest	74,214	(1,153)
Changes in non-cash operating working capital items:		
Amounts receivable	495	(3,110)
Prepaid expenses	22,207	(300,168)
Accounts payable and accrued liabilities	200,782	6,650
Net cash used in operating activities	(443,623)	(883,682)
Investing activities		
Loan receivable	–	(200,000)
Purchase of property and equipment	–	(3,093)
Restricted cash	(200,000)	–
Net cash used in investing activities	(200,000)	(203,093)
Financing activities		
Proceeds from loan payable	–	200,000
Repayment of loan payable	(200,000)	–
Proceeds from convertible debenture	100,000	200,000
Debt issue costs	–	(4,768)
Proceeds received from unit issuances	451,190	895,440
Share issuance costs	(26,873)	(8,722)
Lease repayments	(35,250)	(70,500)
Net cash provided by financing activities	289,067	1,211,450
NET CASH OUTFLOW	(354,556)	124,675
Cash, beginning of year	363,796	239,121
Cash, end of year	9,240	363,796

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 registered and records office of the Company are located at Suite 1070 – 1055 West Georgia Street, Vancouver, BC V6E 4N7.

The consolidated financial statements were authorized for issuance on November 25, 2022, by the Board of Directors.

2. Basis of Preparation

Going Concern

These 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.

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, cash flow from operations and, if necessary, from loans from directors and companies controlled by directors and/or exercise of outstanding options and warrants and 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. 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 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. These adjustments could be material.

Statement of compliance and principals of consolidation

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

These 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.

2. Basis of Preparation (continued)

Statement of compliance and principals of consolidation (continued)

These 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, as explained in the accounting policies in Note 3. Certain comparative figures on statements of loss and comprehensive loss were reclassified in order to conform with current year presentation.

The significant accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below.

3. Significant accounting policies

These accounting policies have been used throughout all periods presented in the consolidated financial statements.

Significant judgments, estimates and assumptions

The preparation of the Company's consolidated 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 consolidated 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:

Share-based payments

Share-based payments are determined using the Black-Scholes Option Pricing Model based on estimated fair values of all share-based awards at the date of grant. The Black-Scholes Option Pricing Model utilizes assumptions such as expected price volatility, the expected life of the option and the number of options that may be forfeited. Changes in these input assumptions may affect the fair value estimate.

Useful life and recovery of long-lived assets

Management estimates the useful life of long-lived assets based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of technical or commercial obsolescence, and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's long-lived assets in the future.

The assessment of any impairment of long-lived assets is dependent upon estimates of recoverable amounts that takes into account factors such as economic and market conditions, timing of cash flows, the useful lives of assets and their related salvage values.

Deferred taxes

The Company recognizes the deferred tax benefit of deferred tax assets to the extent their recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred tax assets.

3. Significant accounting policies

Significant judgments, estimates and assumptions (continued)

<u>*Going concern*</u>

These consolidated financial statements have been prepared in accordance with IFRS on a going concern basis, which assumes the realization of assets and discharge of liabilities in the normal course of business within the foreseeable future. Management uses judgment in determining assumptions for cash flow projections, such as anticipated financing, anticipated sales and future commitments to assess the Company's ability to continue as a going concern. A critical judgment is that the Company continues to raise funds going forward and satisfy their obligations as they become due.

<u>*Leases*</u>

The measurement of the right-of-use asset ("ROU"), lease liability, and the resulting interest expense and depreciation expense are determined with the application of the rate implicit in the lease, unless this cannot readily be determined, in which case the lessee's incremental borrowing rate is used instead. The incremental borrowing rate is defined as the rate that the lessee would have to pay to borrow over a similar term and with similar security, the fund necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate involves estimate and judgements including economic environment, term, currency and the underlying risk inherent to the asset.

Right-of-use asset

The calculated right-of-use ("ROU") asset is initially recorded at cost, which comprises the initial amount of the lease liability and any initial direct costs incurred less any lease payments made at or before the initial adoption date. The ROU is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term. The lease term includes periods covered by an option to extend if the Company's intention is to exercise that option. The ROU asset is periodically reduced by impairment losses, if any, and adjusted for re-measurements of the lease obligation.

Lease liability

The Company incorporates both the lease and non-lease components as part of the total lease payment, as the Company elected not to separate non-lease components. The lease liability is measured at the present value of the expected lease payments over the lease term, discounted at the interest rate implicit in the lease; if the rate cannot be determined, the incremental borrowing rate is used. The liability is increased for the passage of time and payments on the lease are offset against the lease liability. The liability is subsequently re-measured when there is a change in the lease agreement, such as a change in future lease payments or if the Company decides to purchase, extend or terminate the lease option. When the lease liability is re-measured, an adjustment is applied to the carrying value of the ROU asset.

Foreign currency translation

The functional currency of the Company is the Canadian dollar, and the consolidated financial statements are presented in Canadian dollars.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the consolidated statement of loss and comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

3. Significant accounting policies (continued)

Cash and cash equivalents

Cash is comprised on cash on hand, and demand deposits. Cash equivalents are short-term, highly liquid investments with maturities within three months when acquired or cashable on demand without penalty.

Property and Equipment

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset only when it is probable that future economic benefits associated with the item will flow to the Company and the costs of the item can be reliably measured. All other repairs and maintenance are charged to the consolidated statement of loss and comprehensive loss during the financial period in which they are incurred.

Depreciation of property and equipment is based on the estimated useful lives of the assets using the following rates:

Asset	Rate	Method
Furniture and fixture	5 years	Straight-line
Manufacturing equipment	5 years	Straight-line
Leasehold improvements	Term of lease	Straight-line

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the consolidated statement of loss and comprehensive loss.

Revenue Recognition

The Company follows IFRS 15 *Revenue from Contracts with Customers*, which establishes a five-step model to account for revenue arising from contracts with customers:

- identify the contract with a customer;
- identify the performance obligations in the contract;
- determine the transaction price, which is the total consideration provided by the customer;
- allocate the transaction price among the performance obligations in the contract based on their relative fair values; and
- recognize revenue when the relevant criteria are met for each performance obligation.

The Company generates revenue principally from the sale and distribution of tobacco cigarettes. Revenue is recognized at a point of time when the control of the products has transferred to an external party, when all significant contractual obligations have been satisfied and there is no unfulfilled obligation that could affect the customer's acceptance of the products. These are generally met when products are shipped to the customer, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales order, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Revenue is measured based on the price specified and provided to the customer.

Share-based payments

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized 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 that 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 contributed surplus. The fair value of options is determined using a Black-Scholes Option Pricing Model which incorporates all market vesting conditions. 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 eventually vest.

3. Significant accounting policies (continued)

Share purchase warrants

The Company bifurcates units consisting of common shares and share purchase warrants using the residual value approach whereby it measures the common share component of the unit at fair value using market prices. The difference between this value and the unit value is then allocated to the warrant with the value of the warrant component being credited to reserves. When warrants are exercised, the corresponding residual value, if any, is transferred from reserves to share capital.

Financial instruments

Financial instruments are accounted for in accordance with IFRS 9 *Financial Instruments: Classification and Measurement*.

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.

(i) Recognition and classification

The Company's financial instruments consist of cash, restricted cash, accounts receivables, accounts payable, wages payable, loan payable and convertible debentures. Accounts receivables are initially recognized when they are originated. All other financial assets and liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI - equity investment; or fair value through profit or loss ("FVTPL"). Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition.

Financial assets / liabilities	Classification
Cash	FVTPL
Restricted cash	FVTPL
Amounts receivable	Amortized cost
Accounts payable	Amortized cost
Wages payable	Amortized cost
Loan payable	Amortized cost
Convertible debentures	Amortized cost

(ii) Measurement

Financial assets: Initial measurement

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets: Subsequent measurement and gains and losses

Financial assets at amortized cost: These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statement of loss and comprehensive loss. Any gain or loss on derecognition is recognized in the consolidated statement of loss and comprehensive loss

3. Significant accounting policies (continued)

Financial instruments (continued)

1. Measurement (continued)

Financial liabilities

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the consolidated statement of loss and comprehensive loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the consolidated statement of loss and comprehensive loss. Any gain or loss on derecognition is also recognized in the consolidated statement of loss and comprehensive loss.

2. Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its consolidated statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the consolidated statement of loss or comprehensive loss.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company’s procedures for recovery of amounts due.

Impairment of financial assets

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 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 shall recognize in the 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.

3. Significant accounting policies (continued)

Comprehensive loss

Comprehensive loss is the change in shareholders' equity during a period from transactions and other events and circumstances from non-owner sources, such as any unrealized gains and losses in financial assets classified as FVOCI. The Company had no comprehensive loss transactions during the years ended July 31, 2022 and 2021.

Income taxes

Current tax:

Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred 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 tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic earnings per share is calculated by dividing the profit or loss attributable to the common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share is calculated by adjusting the profit or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares, which comprise share options granted.

Related party transactions

Parties are considered 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 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.

3. Significant accounting policies (continued)

Impairment of non-financial assets

Impairment is determined for goodwill and indefinite life intangibles by assessing if the carrying value of a CGU or group of CGUs, including the allocated goodwill, exceeds its recoverable amount determined as the greater of the estimated fair value less costs of disposal and the value-in-use. Impairment losses recognized in respect of a CGU or group of CGUs are first allocated to the carrying value of goodwill and indefinite life intangibles and any excess is allocated to the carrying amount of assets in the CGU. Any impairment loss is recognized in the consolidated statements of loss and comprehensive loss in the period in which the impairment is identified. Impairment losses on goodwill and indefinite life intangibles are not subsequently reversed.

At each financial position reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the year.

For the purposes of impairment testing, individual assets are allocated to cash-generating units. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Provisions

Liabilities are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount.

Provisions are measured as the expenditure expected to be required to settle the obligation at the reporting date. In cases where it is determined that the effects of the time value of money are significant, the provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

(Expressed in Canadian dollars unless otherwise noted)

4. Restricted Cash

The Company's restricted cash consists of a Guaranteed Investment Certificate ("GIC") in the amount of $200,000 that is pledged as security for a non-revolving line of credit of $200,000. As at July 31, 2022 the Company has $nil drawings against the line of credit.

5. Prepaids and Deposits

	July 31, 2022 $	July 31, 2021 $
Inventory deposit	14,980	240,000
Provincial Tobacco Tax deposits	50,000	50,000
Source deductions recoverable (Note 10)	–	29,425
Prepaid expenses	2,406	10,168
	67,386	329,593

During the year ended July 31, 2022, the Company recognized a loss on impairment of inventory deposit of $240,000 (2021 - $Nil).

6. Property and Equipment

	Leasehold Improvements $	Furniture and Fixtures $	Manufacturing Equipment $	Total $
Cost:				
Balance, July 31, 2020 and July 31, 2021	109,056	14,657	1,006,200	1,129,913
Dispositions	(109,056)	(6,205)	(1,006,200)	(1,121,461)
Balance, July 31, 2022	–	8,452	–	8,452
Accumulated depreciation:				
Balance, July 31, 2020	3,634	1,396	1,006,200	1,011,230
Depreciation	10,904	2,777	–	13,681
Balance, July 31, 2021	14,538	4,173	1,006,200	1,024,911
Depreciation	5,453	2,312	–	7,765
Dispositions	(19,991)	(2,273)	(1,006,200)	(1,028,464)
Balance, July 31, 2022	–	4,212	–	4,212
Carrying amounts:				
Balance, July 31, 2021	94,518	10,484	–	105,002
Balance, July 31, 2022	–	4,240	–	4,240

During the year ended July 31, 2022 the company recognized a loss of $92,998 (2021 - $nil) on the termination of its premises lease (Note 13).

(Expressed in Canadian dollars unless otherwise noted)

7. Right-of-use Asset

	Building $
Cost	
Balance at July 31, 2020 and July 31, 2021	275,114
Disposition	(275,114)
Balance at July 31, 2022	–
Accumulated amortization	
Balance at July 31, 2020	9,171
Amortization	27,511
Balance at July 31, 2021	36,682
Amortization	16,048
Disposition	(52,730)
Balance at July 31, 2022	–
Carrying amount	
Balance at July 31 2021	238,432
Balance at July 31 2022	–

During the year ended July 31, 2022, the Company disposed of its right-of-use asset as a result of termination of the lease, refer to Note 13.

8. Loan Receivable

On February 23, 2021, the Company advanced $200,000 in exchange for a promissory note. The note is unsecured, non-interest bearing and due upon termination of the manufacturing agreement as described in Note 17(b). The note may be repaid through agreed upon installment payments over time in the form of reduced amounts for inventory purchases. The repayment of the loan is dependent on the ability of the Company to generate sales from inventory purchases from the borrower. As futures sales volumes are not currently determinable, the Company impaired the carrying value of the loan to $Nil.

9. Accounts Payable and Accrued Liabilities

	July 31, 2022 $	July 31, 2021 $
Accounts payable	187,801	3,257
Accrued liabilities	51,628	35,391
	239,429	38,648

10. Related Party Transactions and Balances

Related party transactions

The Company incurred key management compensation as follows:

	Year ended July 31, 2022	Year ended July 31, 2021
Management fees accrued or paid to the President and CEO, CFO and directors	$ 270,000	$ 213,600
Share-based payments	125,512	233,224
Total fees paid to related parties	$ 395,512	$ 446,824

As at July 31, 2022, $37,065 (2021 - $nil) was owed to a company owned by the President of the Company, which is included in accounts payable.

10. Related Party Transactions and Balances (continued)

Related party transactions (continued)

As at July 31, 2022, $63,945 (2021 - $nil) was owed to a company owned by the CFO of the Company, which is included in accounts payable.

As at July 31, 2022, $6,225 (2021 - $1,500) was owed to a Director of the Company and a company owned by a Director of the Company, which is included in accounts payable.

As at July 31, 2022, $1,500 (2021 - $1,500) was owed to a Director of the Company, which is included in accounts payable.

On March 1, 2021, the Company issued an unsecured promissory note with a principal amount of $200,000 to a company controlled by the family of a former director of the Company. During the year ended July 31, 2022, the Company incurred interest of $7,000 (2021 - $5,000) and repaid the note in full. Refer to Note 8

On April 1, 2020, the Company entered into an agreement to lease a distribution warehouse facility with a company controlled by the family of a former director of the Company. During the year ended July 31, 2022, the Company paid $35,250 (2021 - $70,500) in rent expense related to this lease agreement. Refer to Note 13.

Wages Payable

As at July 31, 2022, $53,016 (2021 - $53,016) in wages payable is outstanding in relation to transactions with former related parties, which are non-interest bearing, unsecured and due on demand.

During the year ended July 31, 2021, $29,425 was adjusted to prepaid expense for the associated taxes and deduction previously remitted to the government authority that was determined to be an overpayment.

11. Loan Payable

On March 1, 2021, the Company issued an unsecured promissory note with a principal amount of $200,000 to a company controlled by the family of a director of the Company. The note bears interest at a rate of 6% per annum and is repayable on March 1, 2022. Interest on the note is payable monthly. The promissory note was discounted at issuance to a fair value of $176,667, using a discount rate of 20%, which is the estimated interest rate the Company would pay on a similar debt instrument. During the year ended July 31, 2022, the Company recorded accretion expense of $14,026, which is included in interest expense, and incurred interest of $7,000. On January 31, 2022, the Company repaid the promissory note in full.

12. Convertible Debenture

(a) On March 2, 2021, the Company issued an unsecured convertible debenture with a principal amount of $200,000. The debenture bears interest at a rate of 6% per annum and is repayable on March 2, 2023. The debenture is convertible at $0.10 per unit prior to March 2, 2022 and at $0.12 per unit after March 2, 2022 and prior to maturity. Each unit will consist of one common share and one common share purchase warrant. Each warrant will be exercisable into one additional common share at an exercise price of $0.12 per warrant for two years.

The present value of the convertible debenture at issuance was $155,556, using a discount rate of 20%, which is the estimated interest rate the Company would pay on a similar debt instrument without a conversion option or warrants, with the residual value of $44,445 being allocated to the equity component. The Company also incurred debt issuance costs of $4,768, which are included as a discount on the debenture. The resulting combined discount of $49,213 will be recognized over the term of the loan using the effective interest rate method. During the year ended July 31, 2022, the Company recorded accretion interest of $41,305 (2021 - $7,908), which is included in interest expense, and recorded accrued interest of $11,375 (2021 - $4,964). On July 12, 2022, the $200,000 principal and unpaid accrued interest of $16,340 was converted into 2,163,400 units at a conversion price of $0.10 per unit.

(Expressed in Canadian dollars unless otherwise noted)

12. Convertible Debenture (continued)

(b) On March 3, 2022, the Company issued an unsecured convertible debenture with a principal amount of $100,000. The note bears interest at a rate of 12% per annum and is repayable on September 5, 2022. The principal amount of the note is convertible into common shares of the Company at a convertible rate of $0.08 per share prior to maturity. Any interest will be paid in cash and is not eligible for conversion.

The present value of the convertible debenture at issuance was $96,700, using a discount rate of 20%, which is the estimated interest rate the Company would pay on a similar debt instrument without a conversion option, with the residual value of $3,300 being allocated to the equity component. The discount of $3,300 will be recognized over the term of the loan using the effective interest rate method. During the year ended July 31, 2022, the Company recorded accretion interest of $2,576, which is included in interest expense, and recorded accrued interest of $4,932. As at July 31, 2022, the carrying value of the convertible debenture was $104,208. Subsequent to July 31, 2022, the Company converted the principal amount of the convertible debenture and repaid the accrued interest in full (Note 21(a)).

13. 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 10) 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 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%.

On January 31, 2022, the Company terminated the lease with an effective termination date of February 28, 2022. The Company negotiated a waiver of the final month's rent in exchange for the landlord to keep the leasehold improvements and office furniture located in the warehouse space. As a result, the Company recognized a gain on termination of the lease $41,409.

	$
Lease liabilities as at July 31, 2021	263,966
Less: lease payments	(35,250)
Interest expense	35,076
Disposition	(263,792)
Lease liability as at July 31, 2022	–

14. Share Capital and Reserves

(a) Authorized:

Unlimited number of common shares without nominal or par value.

(b) Issued

As at July 31, 2022, there were 90,770,007 (2021 – 84,846,690) issued and outstanding common shares.

As at July 31, 2022, there were no shares remaining in escrow (2021 – 2,687,015). Escrow releases were scheduled as follows, 10% 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.

14. Share Capital and Reserves (continued)

(c) Share transactions

During the year ended July 31, 2022

On November 2, 2021, the Company completed a non-brokered private placement of 3,759,917 units at $0.12 per unit for proceeds of $451,190. Each unit consisted of one common share and one share purchase warrant, which is exercisable into one additional common share at an exercise price of $0.20 per share on or before November 2, 2023. Fair value attributed to the warrants under the residual value approach was $56,399. In connection with the issuance, the Company paid a cash finder's fee of $26,873, and issued 112,668 compensation warrants with a fair value of $7,147 using the Black-scholes valuation model, which were allocated to share capital as share issuance costs. Refer to Note 14 for weighted average assumptions used in the Black-scholes valuation model.

On July 12, 2022, the Company issued 2,163,400 units upon the conversion of $216,340 of principal and accrued interest of the convertible debenture with a conversion price of $0.10 per unit (Note 12(a)). Each unit consisted of one common share and one share purchase warrant, which is exercisable into one additional common share at an exercise price of $0.12 per share on or before July 11, 2024. Using the residual value method, the $216,340 was allocated to share capital of $140,621 relating to the fair value of the common shares and to contributed surplus of $75,719 relating to the value of the share purchase warrants.

During the year ended July 31, 2021

On May 13, 2021, the Company completed a non-brokered private placement of 3,528,332 units at a price of $0.12 per unit for proceeds of $423,400. Each Unit consisted of one common share and one full share purchase warrant, each warrant entitling the holder thereof to purchase one additional common share at a price of $0.20 per share until May 13, 2023. No value was attributed to the warrants as a component of the units. In connection with the issuance, the Company paid a cash finder's fee of $5,280, incurred financing fees of $3,442, and issued 44,000 compensation warrants with a fair value of $3,623, which were allocated to share capital as share issuance costs.

During the year ended July 31, 2021, the Company issued 3,767,000 shares upon the exercise of warrants at $0.12 per share for proceeds of $452,040.

During the year ended July 31, 2021, the Company issued 160,000 shares to a Director of the Company upon the exercise of options at $0.125 per share for proceeds of $20,000. At the time of issue, the options were valued at $19,951 and credited to reserves. Upon exercise, this amount was taken out of reserves and added to the value received for shares issued.

(Expressed in Canadian dollars unless otherwise noted)

14. Share Capital and Reserves (continued)

(d) Share purchase warrants

The changes in warrants during the year ended July 31, 2022 and 2021 were as follows:

	July 31, 2022		July 31, 2021	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of the year	4,072,332	$ 0.19	18,244,737	$ 0.29
Issued	6,035,985	0.17	4,072,332	0.19
Exercised	–	–	(3,767,000)	0.12
Expired	–	–	(14,477,737)	0.33
Warrants outstanding, end of the year	10,108,317	$ 0.18	4,072,332	$ 0.19

A summary of the Company's outstanding warrants as at July 31, 2022 is as follows:

Number of warrants	Exercise price	Expiry date
500,000	$ 0.15	November 19, 2025
3,528,332	$ 0.20	May 13, 2023
* 44,000	$ 0.20	May 13, 2023
3,759,917	$ 0.20	November 2, 2023
* 112,668	$ 0.20	November 2, 2023
2,163,400	$ 0.12	July 11, 2024
10,108,317		

** Finder warrants*

(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.

On January 14, 2022, the Company granted 500,000 stock options to a consultant exercisable at $0.11 per share until January 14, 2024. The options vested upon grant.

On January 14, 2022, the Company granted 1,250,000 stock options to directors and officers of the Company exercisable at $0.11 per share until January 14, 2027. The options vested upon grant.

(Expressed in Canadian dollars unless otherwise noted)

14. Share Capital and Reserves (continued)

(e) Stock options (continued)

A summary of stock option transactions during the year ended July 31, 2022 and 2021 were as follows:

	July 31, 2022		July 31, 2021	
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding and exercisable, beginning of the year	4,380,000	$ 0.17	3,540,000	$ 0.17
Granted	1,750,000	0.11	1,500,000	0.16
Cancelled	–	–	(500,000)	0.13
Expired	(440,000)	0.23	–	–
Exercised	–	–	(160,000)	0.13
Outstanding and exercisable, end of the year	5,690,000	$ 0.15	4,380,000	$ 0.17

No options were exercised during the year ended July 31, 2022. During the year ended July 31, 2021, the weighted average trading price of the Company's shares at the time of exercise was $0.11.

The following stock options were outstanding and exercisable as at July 31, 2022:

Number of Options	Exercise price	Expiry date
500,000	0.11	January 14, 2024
640,000	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
500,000	0.16	December 2, 2025
1,000,000	0.16	February 26, 2026
1,250,000	0.11	January 14, 2027
5,690,000	$ 0.15	

(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 and compensatory warrants.

Share-based payments recognized and expensed during the year ended July 31, 2022 was $164,230 (2021 - $311,073). A fair value of $7,147 was recognized as share issuance costs (2021 - $nil).

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted or vested during the year ended July 31, 2022 and 2021:

	July 31, 2022	July 31, 2021
Risk-free interest rate	1.44%	0.66%
Expected life of options/warrants	4.14 years	5 years
Annualized volatility	150%	195%
Forfeiture rate	0%	0%
Dividend rate	0%	0%

15. 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. Cash and restricted cash are 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 July 31, 2022, the Company's current liabilities consisted of accounts payable and accrued liabilities of $239,429 (2021 - $38,648) and wages payable of $53,016 (2021 - $53,016). The Company's cash was $9,240 (2021 - $363,796) at July 31, 2022 and was not 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.

(Expressed in Canadian dollars unless otherwise noted)

15. Financial Risk Management (continued)

(c) Market risk (continued)

(iii) Commodity price risk

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

16. 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 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.

17. Commitments

(a) 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.

(b) 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. On February 23, 2021, the Company advanced $200,000 to the manufacturer providing services in exchange for a promissory note. The note is unsecured, non-interest bearing and due upon termination of the manufacturing agreement. The note may be repaid through agreed upon installment payments. The sole purpose of the advance is to pay an additional security deposit to the Canada Revenue Agency for the purchase of federal excise tax stamps, to enable the manufacturer to manufacture tobacco cigarettes. During the year ended July 31, 2021, as future sales volumes were not readily determinable, the Company impaired the carrying value of the loan to $Nil.

18. Office and Administrative

Office and administrative expenses were comprised as follows:

	Year ended July 31, 2022	**Year ended July 31, 2021**
Administrative	20,000	5,000
Insurance	28,887	20,099
Interest and bank charges	11,318	1,139
Miscellaneous expenses	23,620	12,890
Office expenses	4,768	24,071
Product packaging	79,969	–
Rent	58,474	46,950
Travel	16,095	5,245
Utilities	8,482	8,465
Office and administrative	251,613	123,859

(Expressed in Canadian dollars unless otherwise noted)

19. Supplementary cash flow information

		Year ended June 31, 2022		Year ended June 31, 221
Cash paid for interest	**$**	16,762	**$**	5,273
Units issued on conversion of convertible debenture	**$**	216,340	**$**	-
Fair value of agent warrants issued	**$**	7,147	**$**	3,623

20. Income taxes

Income tax expense varies from the amount that would be computed by applying the expected basic federal and provincial income tax rates for Canada at July 31, 2022 at 27% (2021 – 27%) to income before income taxes.

		Year ended July 31, 2022		Year ended July 31, 2021
Net loss for the year	$	(1,256,027)	$	(1,199,996)
Expected income recovery	$	(339,128)	$	(323,999)
Non-deductible expenditures		34,632		30,577
Change in unrecognized deductible temporary differences		130,727		280,340
Other		173,770		13,082
Income tax expense	$	-	$	-

The significant components of the Company's unrecognized deferred tax assets and liabilities are as follows:

		July 31, 2022		July 31, 2021
Deferred tax assets:				
Share issue costs	$	7,218	$	31,538
Property and equipment		333		147,538
Non-capital losses available for future periods		1,941,294		1,639,041
Unrecognized deferred tax assets		1,948,844		1,818,117
Change in unrecognized deductible temporary differences		(1,948,844)		(1,818,117)
Deferred income tax expense	$	-	$	-

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

		July 31, 2022		July 31, 2021	Expiry Dates
Share issue costs	$	26,732	$	116,807	2021-2022
Property and equipment		1,234		546,437	
Non-capital losses available for future periods		7,189,976		6,070,523	2027-2042
	$	7,217,942	$	6,733,767	

21. Subsequent Event

(a) On September 5, 2022, the Company issued 1,250,000 common shares upon the full conversion of the principal amount of a convertible debenture (Note 11(b)). The interest on the debenture was fully paid in cash.

(b) On September 16, 2022, the Company issued 810,250 units at a price of $0.10 per unit for the settlement of debt of $81,025. Each unit consisted of one common share and one full share purchase warrant, each warrant entitling the holder thereof to purchase one additional common share at a price of $0.12 per share until September 16, 2023.

(c) On September 16, 2022, the Company amended the exercise price of 2,163,400 warrants originally issued on July 12, 2022 (Note 13(c)) from $0.12 to $0.10 per share. All other terms of the warrants remained unchanged.

(d) On September 19, 2022, the Company issued 500,000 shares upon the exercise of warrants at $0.10 per share for proceeds of $50,000.