CANNTAB THERAPEUTICS LIMITED

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

THREE MONTHS ENDED AUGUST 31, 2022 AND 2021
(Stated in $CAD)

(Unaudited - Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by, and are the responsibility of, the Company's management. The Company's external auditor has not performed a review of these financial statements in accordance with standards established by CPA Canada for a review of interim financial statements by an entity's auditor.

CANNTAB THERAPEUTICS LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT AUGUST 31, 2022 AND MAY 31, 2022
(Stated in $CAD)
(Unaudited - Prepared by Management)

	August 31 2022	May 31 2022
ASSETS		
Current:		
Cash and cash equivalents	**$ 145,169**	$ 691,111
Accounts receivable (Note 5)	**246,414**	209,720
Inventories (Note 6)	**572,716**	489,256
Prepaid expenses and deposits	**66,224**	74,527
	1,030,523	1,464,614
Long term:		
Plant and equipment	**666,277**	778,554
Right-of-use assets	**258,689**	305,118
Intangible assets	**291,113**	303,818
	$ 2,246,602	$ 2,852,104
LIABILITIES		
Current:		
Bank loan payable	**$ 60,000**	$ 60,000
Accounts payable and accrued liabilities (Note 7)	**992,295**	967,669
Current portion of lease liabilities	**127,754**	152,505
Current portion of debentures payable (Note 8(III))	**1,408,237**	1,300,114
Current portion of derivative liabilities (Note 8(III))	**16,538**	77,229
	2,604,824	2,557,517
Long term:		
Lease liabilities	**177,339**	201,491
Debentures payable (Note 8(III))	**151,808**	126,204
Derivative liabilities (Note 8(III))	**45,253**	278,115
	2,979,224	3,163,327
SHAREHOLDERS' DEFICIT		
Common shares (Note 9)	**13,443,304**	13,443,304
Contributed surplus	**2,991,334**	2,944,928
Accumulated deficit	**(17,167,260)**	(16,699,455)
	(732,622)	(311,223)
	$ 2,246,602	$ 2,852,104

Going concern (Note 2(c))

Subsequent events (Note 12)

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements

Approved on behalf of the Board:

"Richard Goldstein" Director *"Vitor Fonseca"* Director

CANNTAB THERAPEUTICS LIMITED

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS

THREE MONTHS ENDED AUGUST 31, 2022 AND 2021

(Stated in $CAD)

(Unaudited - Prepared by Management)

	2022	2021
Revenue		
Tablet sales	**$ 38,505**	$ 34,511
Cost of sales	**12,019**	23,040
Gross profit	**26,486**	11,471
Expenses		
Employee compensation and benefits	**163,728**	307,697
Marketing and regulatory expenses	**65,094**	57,284
General and administrative	**59,955**	57,515
Consulting fees	**50,062**	99,575
Professional fees	**36,554**	221,873
Research and development	**13,055**	29,574
Interest and accretion	**213,987**	121,490
Share based compensation	**46,405**	24,179
Depreciation of plant and equipment and right-of-use assets	**126,299**	209,890
Amortization of intangible assets	**12,705**	7,354
	787,844	1,136,431
Loss from operations	**(761,358)**	(1,124,960)
Other income		
Gain on derivative liabilities (Note 8)	**293,553**	521,133
Net loss and comprehensive loss	**$ (467,805)**	$ (603,827)
Basic and diluted loss per share (Note 9(e))	**$ (0.01)**	$ (0.02)

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements

CANNTAB THERAPEUTICS LIMITED

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

PERIOD FROM JUNE 1, 2021 TO AUGUST 31, 2022

(Stated in $CAD)

(Unaudited - Prepared by Management)

	Common shares Number	Common shares Amount	Shares to be issued	Contributed surplus	Accumulated deficit	Total
As at June 1, 2021	**35,938,437**	**$ 11,606,235**	**$ 813,750**	**$ 2,859,042**	**$ (13,010,269)**	**$ 2,268,758**
Net loss and comprehensive loss	-	-	-	-	(603,827)	**(603,827)**
Share based compensation	-	-	-	24,179	-	**24,179**
Exercise of share purchase warrants	1,384,000	1,048,045	(813,750)	(10,045)	-	**224,250**
As at August 31, 2021	**37,322,437**	**12,654,280**	**-**	**2,873,176**	**(13,614,096)**	**1,913,360**
Net loss and comprehensive loss	-	-	-	-	(3,085,359)	**(3,085,359)**
Share based compensation	-	-	-	406,966	-	**406,966**
Shares issued in exchange for services	40,000	19,200	-	-	-	**19,200**
Exercise of share purchase warrants	960,000	435,854	-	(195,854)	-	**240,000**
Exercise of special warrants	412,500	203,740	-	(96,240)	-	**107,500**
Exercise of broker warrants	174,222	130,230	-	(43,120)	-	**87,110**
As at May 31, 2022	**38,909,159**	**13,443,304**	**-**	**2,944,928**	**(16,699,455)**	**(311,223)**
Net loss and comprehensive loss	-	-	-	-	(467,805)	**(467,805)**
Share based compensation	-	-	-	46,405	-	**46,405**
As at August 31, 2022	**38,909,159**	**$ 13,443,304**	**$ -**	**$ 2,991,333**	**$ (17,167,260)**	**$ (732,623)**

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements

CANNTAB THERAPEUTICS LIMITED
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED AUGUST 31, 2022 AND 2021

(Stated in $CAD)

(Unaudited - Prepared by Management)

	2022	2021
Operating activities		
Net loss and comprehensive loss	**$ (467,805)**	$ (603,827)
Add (deduct) items not affecting cash:		
Share based compensation	**46,405**	24,179
Depreciation of plant and equipment and right-of-use assets	**126,299**	209,890
Amortization of intangible assets	**12,705**	7,354
Interest and accretion on debentures	**205,903**	69,763
Gain on derivative liabilities	**(293,553)**	(521,133)
	(370,046)	(813,774)
Change in non-cash working capital items		
Accounts receivable	**(36,694)**	25,098
Inventories	**(51,053)**	23,040
Prepaid expenses and deposits	**8,303**	29,882
Accounts payable and accrued liabilities	**(77,549)**	68,812
	(527,039)	(666,942)
Investing activities		
Purchase of plant and equipment	**-**	(28,941)
Purchase of intangible assets	**-**	(24,892)
	-	(53,833)
Financing activities		
Repayment of lease liabilities	**(18,903)**	(14,269)
Proceeds on exercise of share purchase warrants	**-**	224,250
	(18,903)	209,981
Change in cash and cash equivalents	**(545,942)**	(510,794)
Cash and cash equivalents, beginning of period	**691,111**	1,490,863
Cash and cash equivalents, end of period	**$ 145,169**	$ 980,069
Non-cash transactions		
Depreciation capitalized into inventory	**$ 32,406**	$ -
Lease liability payments offset against accounts payable	**30,000**	30,000
Debenture coupon interest payments not made, included in accrued liabilities	**71,975**	-
	$ 134,381	$ 30,000

The accompanying notes form an integral part of these unaudited interim condensed consolidated financial statements

1. NATURE OF OPERATIONS

Canntab Therapeutics Limited ("Canntab" or the "Company") was incorporated on April 20, 2016 under the Canada Business Corporations Act. The Company, with its head office located at 223 Riviera Drive, Markham, Ontario, L3R 5J6, is a Canadian phytopharmaceutical company focused on the manufacturing and distribution of a suite of hard pill cannabinoid formulations in multiple doses and timed-release combinations. Canntab's proprietary hard pill cannabinoid formulations provide doctors, patients and consumers with medical grade solutions which incorporate all the features one would expect from any prescription or over the counter medication sold in pharmacies around the world.

Canntab holds both a Cannabis Standard Processing and Sales for Medical Purposes Licence (recently amended and expanded to allow for direct sales to consumers) and a Cannabis Research Licence from Health Canada.

Canntab trades on the Canadian Securities Exchange under the symbol "PILL", the OTCQB Best Market under the symbol "CTABF" and the Frankfurt Stock Exchange under the symbol "TBF1"

2. BASIS OF PRESENTATION

(a) Statement of compliance

These unaudited interim condensed consolidated financial statements have been prepared in accordance with IAS 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"), and accordingly do not include all the information required for full annual financial statements by International Financial Reporting Standards ("IFRS"). They have been prepared using the same accounting policies that were described in note 3 to the Company's annual consolidated financial statements for the year ended May 31, 2022 which were prepared in accordance with IFRS as issued by the IASB.

The unaudited interim condensed consolidated financial statements have not been reviewed by the Company's external auditors. They were authorized for issuance by the Board of Directors on October 28, 2022.

(b) Basis of presentation

The unaudited interim condensed consolidated financial statements are prepared on a going concern basis under the historical cost convention, except for certain financial instruments that are measured at fair value. Unless otherwise stated, the unaudited interim condensed consolidated financial statements are presented in Canadian dollars. That is the Company's functional and presentation currency as (i) the Company is based in Canada, (ii) the majority of its operating costs are denominated in Canadian dollars, and (iii) all its financing is obtained through Canadian dollar private placements and debenture financings.

2. BASIS OF PRESENTATION, CONTINUED

(c) Going concern

These unaudited interim condensed consolidated financial statements have been prepared on a going concern basis which assumes that the Company will, in the foreseeable future, continue to convert its sales orders into revenue, realize on its assets and discharge its liabilities in the normal course of business as they come due. Accordingly, the unaudited interim condensed consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in these unaudited interim condensed consolidated financial statements. Such adjustments could be material.

As at August 31, 2022, the Company had an accumulated deficit of $17,167,260 (May 31, 2022 - $16,699,455). Working capital deficiency as at August 31, 2022 was $1,574,301 compared to $1,092,903 as at May 31, 2022. Net loss and comprehensive loss for the three months ended August 31, 2022 was $467,805 (2022 - $603,827). Other than some initial licensing fees received and some recent international sales, operations since inception have been largely funded from the issuance of shares and convertible debentures, the exercise of stock options and warrants and the sale of excess equipment.

As evidenced by its accumulated deficit, the Company has, during its start-up phase, made significant capital and operational investments from the funds raised. These funds have been used to build out the legal and operating infrastructure, the intellectual property portfolio and to obtain the production and sales licences necessary to capitalize on the opportunities within the cannabis marketplace in Canada and internationally.

The Company has undergone numerous recent financing initiatives as follows: (i) an initial convertible debenture offering for gross proceeds of $1,575,000 in December, 2020 *(see note 8(I))*, (ii) a second convertible debenture offering for gross proceeds of $1,312,000 in January, 2022 *(see note 8(II))*, (iii) $327,110 raised from exercise of share purchase warrants, stock options, special warrants and broker warrants since June, 2021 *(see note 9(b))*, and (iv) $239,000 from the sale of excess equipment. Based on the above and all other business initiatives being undertaken by management, the Company anticipates that it will have sufficient cash on hand to service its liabilities and fund operating costs for the immediate future, but there is uncertainty as to how long these funds will last. The Company believes that, based on its revenue forecasts, expected opportunities in the marketplace and the ability to reduce expenditures, it could continue as a going concern for a minimum of twelve months from the date of these financial statements.

3. RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENT

As at the date of these unaudited interim condensed consolidated financial statements, the Company has adopted the following new or revised IASB standards effective for annual periods beginning on or after January l, 2022. The Company has determined that the adoption of these new or revised standards has not any impact on these unaudited interim condensed consolidated financial statements.

(a) IAS 16 "Property, Plant and Equipment"

This standard has been amended to prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use, clarify that an entity is "testing whether the asset is functioning properly" when it assesses the technical and physical performance of the asset and requires certain related disclosures.

(b) IAS 37 "Provisions"

This standard has been amended to clarify that, before a separate provision for an onerous contract is established, an entity recognizes an impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract and to clarify the meaning of costs to fulfil a contract.

(c) IFRS 9 "Financial Instruments"

This standard has been amended to address which fees should be included in the 10% test for derecognition of financial liabilities.

4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

As at the date of authorization of these unaudited interim condensed consolidated financial statements, the IASB has issued the following new or revised standards which are not yet effective. The Company has not yet assessed the impact of these amendments on the unaudited interim condensed consolidated financial statements.

(a) IAS 1, "Presentation of Financial Statements", and IAS 8, "Accounting Policies, Changes in Accounting Estimates and Errors"

This standard has been amended to clarify that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date. This amendment also clarifies the meaning of settlement of a liability. This amendment is effective for annual periods beginning on or after January l, 2023.

4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS, continued

(b) IAS 12 "Income Taxes"

This standard has been amended to require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023.

(c) IAS 8 "Definition of Accounting Estimates"

On February 12, 2021, the IASB issued Definition of Accounting Estimates. The amendments introduce a new definition for accounting estimates, clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. The amendments are effective for annual periods beginning on or after January 1, 2023.

(d) IAS 1 "Accounting Policies"

On February 12, 2021, the IASB issued amendments to IAS 1 "Presentation of Financial Statements" and an update to IFRS Practice Statement 2 "Making Materiality Judgements" to help companies provide useful accounting policy disclosures.

The key amendments to IAS 1 include a requirement for companies to disclose their material accounting policies rather than their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements. The amendments are effective for annual periods beginning on or after January 1, 2023.

5. ACCOUNTS RECEIVABLE

	August 31 2022	May 31 2022
Trade accounts receivable	**$ 35,532**	$ 49,556
HST recoverable	**215,450**	183,381
Provision for returns	**(12,782)**	(31,431)
Accrued receivables	**8,214**	8,214
	$ 246,414	$ 209,720

HST recoverable as at August 31, 2022 includes balances due from recent quarterly claims. With a CRA audit now completed, $175,000 of the balance was refunded in full by the end of September, 2022, and the remainder was received in October, 2022.

6. INVENTORIES

	August 31 2022	May 31 2022
Non-cannabis raw materials	**$ 40,135**	$ 40,135
Cannabis oil raw materials	**7,443**	7,443
Work-in-progress	**-**	31,447
Finished goods	**525,138**	410,231
	$ 572,716	$ 489,256

The Company has recognized a total provision for inventory obsolescence as at August 31, 2022 of $1,271,790 (May 31, 2022 - $1,271,790).

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	August 31 2022	May 31 2022
Trade accounts payable	**$ 126,023**	$ 160,917
Accrued liabilities	**728,746**	677,968
Accounts payable - related company	**137,526**	128,784
	$ 992,295	$ 967,669

Under the terms of the MediPharm Memorandum of Understanding dated September 16, 2021, the companies have agreed to settle this obligation for $250,000 (plus applicable HST). This provision has been included in accrued liabilities.

Accrued liabilities includes provisions of $214,333 (May 31, 2022 - $142,158) with respect to unpaid coupon interest owing on both the December, 2020 and January, 2022 debentures *(see note 8(I)(f))*.

8. DEBENTURES PAYABLE AND DERIVATIVE LIABILITIES

(I) December, 2020 offering

(a) On December 30, 2020, the Company closed on a private placement of $1,525,000 of secured debentures, issued at a price of $1,000 per debenture with an initial term of two years and due by December 30, 202, subsequently extended to October 31, 2023 *(see note 8(I)(f))*. In addition, the Company granted compensation to its CFO in the form of convertible debentures of $50,000. The total face value of convertible debentures outstanding as at August 31, 2022 was $1,575,000 (May 31, 2022 - $1,575,000).

(b) The major terms of the debentures are as follows:

(i) The principal amount bears interest at a rate of 10% per annum. Interest was calculated from the issue date and paid up front in cash for the initial 6 months, thereafter payable quarterly in cash on the last business day of each calendar quarter, first interest payment being paid on September 30, 2021. If the debenture holder elects, in its sole and absolute discretion, interest may be paid in common shares at the conversion price at any time following the issue date.

8. DEBENTURES PAYABLE AND DERIVATIVE LIABILITIES, CONTINUED

(ii) The debentures are convertible into common shares of the Company at a conversion price, subject to adjustments, of $0.80 per share, and will mature two years from the date of issuance. Beginning on the date that is four months and one day following the closing date of the offering, the Company will have the right to prepay or redeem a part or the entire principal amount of the convertible debentures plus any accrued and unpaid interest.

(iii) The Company also has the right to force the conversion of all of the principal amount of the then outstanding convertible debentures at the conversion price upon giving the debenture holders not less than 30 days advance written notice, should the volume weighted average trading price of the shares be greater than $1.20 per share for the preceding 15 consecutive trading days.

(iv) The convertible debentures are secured by way of an agency and interlender security agreement made in favor of a collateral agent acting as agent for all of the holders of the debentures, granting a security interest in substantially all of the Company's assets. The Company will have the right to prepay any or part of the convertible debentures at any time prior to the maturity date by paying the principal amount of the convertible debentures.

(v) On closing, the Company issued to the purchasers of the convertible debentures one share purchase warrant for each share underlying the convertible debenture purchased, or 1,968,750 warrants in total *(see note* . The warrants are exercisable for a period of three years from issuance into shares of the Company with each warrant entitling the holder thereof to acquire one share at an exercise price of $1.00 per share. The warrants are subject to an acceleration right exercisable by the Company at its option if, for the preceding 15 consecutive trading days, the volume weighted average trading price of the shares is greater than $2.00 per share. If the Company provides notice that it intends to exercise its acceleration right, the accelerated expiry date of the warrants will be the 30th calendar day following the date of such notice of exercise.

(vi) If, at any time during the term of the convertible debentures and the warrants, the Company issues securities at a price deemed lower than the conversion price or exercise price then in effect, then the exercise price and the conversion price would be adjusted downward.

(c) As a result of the contractual terms that may result in a potential adjustment to the debenture conversion price and exercise price of the warrants, the conversion feature and warrants did not meet equity classification. In failing the equity classification, the conversion feature and share purchase warrants have been accounted for as derivative liabilities. The effect is that the convertible debenture host debt instrument has been accounted for at amortized cost, with the derivative liabilities being measured at fair value with changes in value being recorded in profit or loss. In addition to the above, the prepayment option represents an embedded derivative liability. The prepayment option was valued at $Nil initially and as at May 31, 2021.

8. DEBENTURES PAYABLE AND DERIVATIVE LIABILITIES, CONTINUED

(d) As a result of the above, the Company was required to first fair value the conversion feature and share purchase warrants at fair value as at December 30, 2020 and the residual was allocated to the host debt instrument. At each reporting date, the debenture portion gets accreted towards its face value and derivative liabilities are revalued.

(e) As a result of the pricing of the January, 2022 debenture offering *(see note 8(II))*, the adjustment provisions as disclosed in note *8(I)(b)(vi))* were deemed to have occurred. As a result, the debenture conversion price has decreased from $0.80 to $0.70 and the warrant exercise price has decreased from $1.00 to $0.90. The following table reflects the continuity of the components of the December, 2020 convertible debentures and derivative liabilities as at August 31, 2022:

	Convertible debentures	Derivative liability: conversion feature	Derivative liability: share purchase warrants	Derivative liability: total	Total
Balance, May 31, 2021	$ 968,032	$ 534,127	$ 570,938	$ 1,105,065	$ 2,073,097
Interest and accretion	410,832	-	-	-	410,832
Revaluation	-	(483,385)	(544,451)	(1,027,836)	(1,027,836)
Balance, May 31, 2022	1,300,114	50,742	26,487	77,229	1,377,343
Interest and accretion	108,123	-	-	-	108,123
Revaluation	-	(40,898)	(19,793)	(60,691)	(60,691)
Balance, August 31, 2022	$ 1,408,237	$ 9,844	$ 6,694	$ 16,538	$ 1,424,775

(f) On September 22, 2022, the Company entered into a Debenture Amending Agreement to extend the maturity date of these debentures *(see note 12(a))*. Unpaid coupon interest on both series of debentures totals $214,333 as at August 31, 2022, and is included in accounts payable and accrued liabilities *(see note 7)*.

(II) January, 2022 offering

(a) On January 31, 2022, the Company closed on a second private placement of $1,312,000 of secured debentures, issued at a price of $1,000 per debenture with a term of two years and due by January 31, 2024. On closing, the Company also issued to the purchasers of the convertible debentures one share purchase warrant for each share underlying the convertible debenture purchased, or 1,874,285 warrants in total *(see note* . The debentures were issued with the same terms and conditions as the December, 2020 offering *(see note8(I))*, except for:

- the debentures have a conversion price of $0.70
- the warrants have an exercise price of $0.80 and a term of 2 years

8. DEBENTURES PAYABLE AND DERIVATIVE LIABILITIES, CONTINUED

(b) As the contractual terms of the January, 2022 offering are similar to the terms of the December, 2020 offering and may result in a potential adjustment to the debenture conversion price and exercise price of the warrants, the conversion feature and warrants do not meet equity classification. In failing the equity classification, the conversion feature and share purchase warrants have been accounted for as derivative liabilities, similar to the December, 2020 offering.

(c) The following table reflects the continuity of the components of the January, 2022 convertible debentures and derivative liabilities as at August 31, 2022:

	Convertible debentures	Derivative liability: conversion feature	Derivative liability: share purchase warrants	Derivative liability: total	Total
Balance, May 31, 2021	$ -	$ -	$ -	$ -	$ -
Fair values on issuance on January 31, 2022	139,081	543,638	629,280	1,172,918	1,311,999
Transaction costs	(17,552)	-	-	-	(17,552)
Interest and accretion	4,675	-	-	-	4,675
Revaluation	-	(407,376)	(487,427)	(894,803)	(894,803)
Balance, May 31, 2022	$ 126,204	$ 136,262	$ 141,853	$ 278,115	$ 404,319
Interest and accretion	25,604	-	-	-	25,604
Revaluation	-	(110,959)	(121,903)	(232,862)	(232,862)
Balance, August 31, 2022	151,808	25,303	19,950	45,253	197,061

(III) Summary

As at August 31, 2022, the combined balances of the respective offerings are as follows :

	Convertible debentures	Derivative liability: conversion feature	Derivative liability: share purchase warrants	Derivative liability: total	Total
December, 2020 offering	$ 1,408,237	$ 9,844	$ 6,694	$ 16,538	$ 1,424,775
January, 2022 offering	151,808	25,303	19,950	45,253	197,061
Balance, August 31, 2022	1,560,045	35,147	26,644	61,791	1,621,836
Less: current portion	(1,408,237)	(9,844)	(6,694)	(16,538)	(1,424,775)
Balance, August 31, 2022	$ 151,808	$ 25,303	$ 19,950	$ 45,253	$ 197,061

9. SHARE CAPITAL

Continuity schedules for each component of the Company's share capital and other equity instruments are disclosed in the unaudited interim condensed consolidated statements of changes in shareholders' equity for the period from June 1, 2021 to August 31, 2022. Descriptions of the changes in shareholders' equity are as follows:

(a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares.

(b) Share capital and other equity instrument changes during the quarter ended August 31, 2022

The only change to share capital and other equity instruments during the quarter ended August 31, 2022 were the expiry of 405,000 stock options. There was no share capital issued, or any stock options, special warrants, broker warrants or share purchase warrants granted, issued, exercised or forfeited during the period.

(c) Loss per share

Basic loss per share is computed using the weighted average number of common shares outstanding. The weighted average number of common shares outstanding for the three month period ended August 31, 2022 was 38,909,159 (2022 - 37,153,274).

The potentially dilutive equity instruments outstanding as at August 31, 2022 were (i) 1,317,926 stock options (May 31, 2022 - 1,722,926), (ii) 1,650,000 special warrants (May 31, 2022 - 1,650,000), (iii) 3,843,035 share purchase warrants (May 31, 2022 - 3,843,035), and (iv) 47,813 broker compensation warrants (May 31, 2022 - 47,813).

10. FINANCIAL INSTRUMENTS AND RISK FACTORS

(a) Fair value of financial instruments

The fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and bank loan payable approximate their fair values due to the short-term or demand nature of these balances. The Company's financial instruments are exposed to certain financial risks, as summarized below.

The fair value of the convertible debentures as at August 31, 2022 was approximately $2,667,000. The fair value was determined using the discounted cash flow method using a discount rate of 25%. The discount rate used is management's best estimate reflective of the Company's specific credit risk.

Derivative liabilities are measured at fair value through profit or loss and require level 3 inputs and use the key assumptions detailed in note 8(e).

10. FINANCIAL INSTRUMENTS AND RISK FACTORS, continued

(b) Credit risk

Credit risk arises from deposits with banks, HST receivable and trade accounts receivable. The maximum exposure to credit risk as at August 31, 2022 is $391,583 of cash and cash equivalents and accounts receivable in the consolidated statement of financial position.

Cash and cash equivalents consists of bank deposits unrestricted funds held in the Company lawyer's trust account. All of the above have been invested with a Canadian chartered bank, from which management believes the risk of loss to be remote. The Company regularly monitors its credit risk exposure and takes steps to mitigate the likelihood of these exposures resulting in actual loss.

The Company's credit risk is attributable to its accounts receivable, which is comprised of trade accounts receivable and refundable HST ITC's. The credit quality of each customer in trade accounts receivable is considered high, and is monitored on an on-going basis.

(c) Liquidity risk

The business of the Company necessitates the management of liquidity risk. The Company's objective is to mitigate short-term liquidity risk by maintaining adequate working capital reserves and its long-term liquidity risk through good relations with external capital markets. The Company is exposed to liquidity risk or the risk of not meeting its financial obligations as they come due. Most of the Company's financial liabilities are due within one year except for finance lease obligations and the convertible debenture that closed in January, 2022.

The Company manages liquidity risk through the management of its capital structure and resources to ensure that it has sufficient liquidity to settle obligations and liabilities when they are due. Management keeps track of its operational needs and creates budgets and cash flow estimates to determine cash flow requirements for general business and working capital needs, as well as growth projects. The Company's ability to meet its operational needs is dependent on future operating results and cash flows, which are determined by economic, financial, competitive, market, regulatory factors and other factors.

The Company has undergone numerous recent financing initiatives as follows: (i) an initial convertible debenture offering for gross proceeds of $1,575,000 in December, 2020 *(see note 8(I))*, (ii) a second convertible debenture offering for gross proceeds of $1,312,000 in January, 2022 *(see note 8(II))*, (iii) $327,110 raised from exercise of share purchase warrants, stock options, special warrants and broker warrants since April, 2021 *(see note 9(b))*, and (iv) $239,000 from the sale of excess equipment. As at August 31, 2022, the Company had a working capital deficiency of $1,574,301 (May 31, 2022 - $1,092,903).

(d) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

10. FINANCIAL INSTRUMENTS AND RISK FACTORS, continued

(i) The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(ii) 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 is not subject to interest rate risk from its convertible debentures as they are all fixed rate instruments.

11. SEGMENTED INFORMATION

The Company's operations comprise a single operating segment engaged in the medical marijuana business. All property and equipment, right-of-use assets and intangible assets are located in Canada.

12. SUBSEQUENT EVENTS

(a) Debenture Amending Agreement

On September 22, 2022, pursuant to the terms of the Interlender Agreement dated December 21, 2020, the Company entered into a Debenture Amending Agreement with the holders of the debentures issued on December 30, 2020 *(see note 8(I)(f))* under which the parties agreed:

- to extend the maturity date of the debentures from December 30, 2022 (the "current maturity date") to October 31, 2023;
- to waive any default in payment due and payable as of the current maturity date and to forbear from enforcing any enforcement rights under the Interlender Agreement, or to forbear from declaring or acting upon, or exercising related rights or remedies under the debentures, relating to the current maturity date; and
- that all other terms of the debenture shall continue in full force and effect.

(b) Sub-let of premises

On September, 2022, the Company entered into an agreement to sub-let their premises at 225 Riviera Avenue, Markham, Ontario effective October 10, 2022.

(c) Patent issuance

In October, 2022, IP Australia issued patent AU 2018233582 (Australian "Modified Release Multi-Layer Tablet Cannabinoid Formulations"), in force until March 15, 2038.