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PLANTX LIFE INC.

(FORMERLY VEGASTE TECHONOLOGIES CORP.)

Restated Consolidated Financial Statements

For the year ended March 31, 2021 and for the period from October 11, 2019 (date of incorporation) to March 31, 2020

(EXPRESSED IN CANADIAN DOLLARS)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of PlantX Life Inc.,

Opinion

We have audited the restated consolidated financial statements of PlantX Life Inc. (the Company), which comprise the restated consolidated statements of financial position as at March 31, 2021 and 2020, and the restated consolidated statements of loss and comprehensive loss, cash flows and changes in shareholders' equity for the year ended March 31, 2021 and for the period from October 11, 2019 (date of incorporation) to March 31, 2020, and notes to the restated consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements")

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2021 and 2020, and its financial performance and its cash flow for the year ended March 31, 2021 and the period from October 11, 2019 (date of incorporation) to March 31, 2020 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.

Emphasis of Matter – Restatement of Financial Statements

We draw attention to Note 22 to the financial statements that originally reported on July 29,2021 have been restated, and the matters that gives rise to the restatement. Our opinion is not modified in respect of this matter.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the financial statements, which indicates that the Company has an accumulated deficit as at March 31, 2021 of $28,112,773 and has not generated revenue in excess of expenses. As stated in Note 2, these events or conditions, along with other matters set forth in Note 2, indicate that the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Barry Hartley.

"DMCL"

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
December 23, 2022

PlantX Life Inc. (formerly Vegaste Technologies Corp.)
Restated Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at March 31,		(Restated - Note 22) 2021		2020
ASSETS				
Current assets				
Cash	**$**	**20,364,895**	$	97,340
Trade receivables (Note 22)		**1,135,927**		13,862
Sales taxes recoverable		**204,126**		205
Prepaid expenses (Note 6)		**1,306,884**		8,257
Inventories		**112,949**		-
Other assets		**9,759**		-
		23,134,540		119,664
Property and equipment (Note 10)		**448,787**		-
Right-of-use asset (Note 9)		**67,576**		-
Intangible assets (Note 8)		**540,196**		132,796
Goodwill (Note 8)		**8,393,522**		-
Total assets	**$**	**32,584,621**	$	252,460
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Note 7)	**$**	**1,987,602**	$	43,493
Unearned revenue (Note 13)		**81,156**		-
Loans payable (Notes 14)		**86,683**		-
Due to related party (Note 11)		**-**		72,034
Other liability		**65,000**		-
Lease liability - current (Note 9)		**31,323**		-
		2,251,764		115,527
Non-current liability				
Loans payable (Notes 14)		**40,000**		-
Lease liability - non-current (Note 9)		**33,913**		-
		2,325,677		115,527
Shareholders' equity				
Share capital (Note 12)		**32,495,837**		471,444
Obligation to issue shares (Note 12)		**14,700**		-
Reserves (Note 12)		**25,802,809**		7,875
Foreign exchange translation reserve		**58,371**		-
Deficit		**(28,112,773)**		(342,386)
Total shareholders' equity		**30,258,944**		136,933
Total liabilities and shareholders' equity	**$**	**32,584,621**	$	252,460

Nature of Operations (Note 1)
Going Concern Assumption (Note 2)
Reverse Takeover Acquisition (Note 16)
Acquisition of Bloombox (Note 17)
Acquisition of Score (Note 18)
Subsequent Events (Note 21)
Restatement (Note 22)
Approved on behalf of the Board of Directors:

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

"Lorne Rapkin" (signed)
Lorne Rapkin, Director

The notes to the restated consolidated financial statements are an integral part of these statements.

PlantX Life Inc. (formerly Vegaste Technologies Corp.)

Restated Consolidated Statements of Loss and Comprehensive Loss
For the year ended March 31, 2021 and for the period from October 11, 2019 (date of incorporation) to March 31, 2020
(Expressed in Canadian Dollars)

		(Restated – Note 22) For the year ended March 31, 2021		For the period from October 11, 2019 (date of incorporation) to March 31, 2020
Revenue (Notes 13 and 22)	$	2,885,895	$	1,349
Cost of sales (Note 22)		(1,996,219)		-
		889,676		1,349
Operating expenses				
Accounting and audit fees		138,991		14,110
Advertising and promotion		4,965,706		147,937
Amortization (Notes 8, 9 and 10)		106,937		-
Bad debt expense		25,517		-
Consulting and management expenses (Note 11)		3,966,875		325,000
General and administrative		422,789		22,433
Insurance expense		67,638		-
Investor relations		-		3,830
Legal fees		1,016,901		20,931
Salaries and benefits (Note 11)		752,839		-
Share-based compensation (Notes 11 and 12)		12,339,694		7,875
Transfer agent and filing fees		68,387		-
Travel expenses		259,570		48,230
		(24,131,844)		(590,346)
Other items				
Foreign exchange loss		(234,730)		-
Interest income		6,439		-
Listing expense (Note 16)		(2,192,833)		-
Other loss (Note 22)		(755,175)		-
Transaction costs		(220,326)		-
Other income (Note 14)		20,000		-
Loss on debt settlement (Notes 11 and 12)		(38,654)		-
Impairment of goodwill (Notes 8 and 18)		(1,112,940)		-
		(4,528,219)		-
Net loss and comprehensive loss	$	(27,770,387)	$	(588,997)
Basic and diluted loss per share (Note 12)	$	(9.9)	$	(0.04)
Weighted average number of Common Shares outstanding - basic and diluted (Note 21)		2,807,372		727,327

The notes to the restated consolidated financial statements are an integral part of these statements.

PlantX Life Inc. (formerly Vegaste Technologies Corp.)

Restated Consolidated Statements of Cash Flows
For the year ended March 31, 2021 and for the period from October 11, 2019 (date of incorporation) to March 31, 2020
(Expressed in Canadian Dollars)

		(Restated – Note 22) For the year ended March 31, 2021		For the period from October 11, 2019 (date of incorporation) to March 31, 2020
Operating activities				
Net loss for the period	**$**	**(27,770,387)**	$	(588,997)
Items not involving cash:				
Bad debt expense		**25,517**		-
Share-based compensation		**12,339,694**		7,875
Loss on debt settlement		**38,654**		-
Listing expense		**1,517,651**		-
Depreciation		**27,337**		-
Shares issued for services		**1,301,469**		-
Impairment		**1,112,940**		-
Amortization of intangible assets		**79,600**		-
Accretion		**517**		-
Net changes in non-cash working capital:				
Trade receivable		**(1,083,470)**		(13,862)
Sales taxes recoverable		**(203,921)**		(205)
Inventories		**(60,930)**		-
Prepaid expenses		**(1,275,249)**		(8,257)
Other assets		**(9,759)**		-
Accounts payable and other liabilities		**2,059,982**		43,493
Unearned revenue		**81,156**		-
Due from related parties		**(60,684)**		340,089
Net cash used in operating activities		**(11,879,883)**		(219,864)
Investing activities				
Net cash paid for acquisition of Bloombox		**(584,393)**		-
Net cash paid for acquisition of Score		**(302,099)**		-
Intangible assets		**-**		(132,796)
Equipment		**(142,219)**		-
Net cash used in investing activities		**(1,028,711)**		(132,796)
Financing activities				
Proceeds from issuance of shares, net of issuance cost		**32,966,473**		450,000
Proceeds from exercise of share options		**218,125**		-
Proceeds from exercise of share warrants		**4,950**		-
Proceeds from share subscriptions		**(27,425)**		-
Proceeds from loan, net of repayment		**(52,481)**		-
Net cash provided by financing activities		**33,109,642**		450,000
Foreign exchange		**66,507**		
Net change in cash		**20,267,555**		97,340
Cash, beginning		**97,340**		-
Cash, ending	**$**	**20,364,895**	$	97,340
Supplemental disclosure:				
Shares issued in settlement of debt	**$**	**727,618**	$	21,444
Shares issued for services	**$**	**1,301,469**	$	-
Shares issued for RTO acquisition	**$**	**1,517,654**	$	-
Shares issued for Bloombox acquisition	**$**	**6,841,975**	$	-
Shares issued for Score acquisition	**$**	**1,943,492**	$	-

The notes to the restated consolidated financial statements are an integral part of these statements.

PlantX Life Inc. (formerly Vegaste Technologies Corp.)
Restated Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Common Share Capital				Accumulated		
	Number of Shares	Amount	Obligation to issue shares	Contributed Surplus	Other Comprehensive Income	(Restated Note - 22) Accumulated Deficit	Total
Balance, October 11, 2019 (date of incorporation)	-	$ -	$ -	$ -	$ -	$ -	$ -
Shares issued from private placements (Note 12)	22,500,000	450,000	-	-	-	-	450,000
Shares issued in settlement of debt (Note 12)	1,072,220	21,444	-	-	-	246,611	268,055
Share-based compensation (Note 12)	-	-	-	7,875	-	-	7,875
Net and comprehensive loss	-	-	-	-	-	(588,997)	(588,997)
Balance, March 31, 2020	**23,572,220**	**471,444**	-	**7,875**	-	**(342,386)**	**136,933**
Shares issued from private placements (Note 12)	45,728,291	9,840,118	-	4,924,682	-	-	14,764,800
Shares issued from public offering (Note 12)	19,102,765	12,552,370	-	7,505,533	-	-	20,057,903
Eliminated PlantX Living shares (Note 16)	(35,572,220)	-	-	-	-	-	-
PlantX Life number of shares - post consolidation (Notes 12 and 16)	2,513,394	-	-	-	-	-	-
Shares issued for RTO acquisition (Notes 12 and 16)	39,129,442	1,517,654	-	-	-	-	1,517,654
Shares issued for Bloombox Acquisition (Notes 12 and 17)	10,782,559	6,841,976	-	-	-	-	6,841,976
Shares issued for Score Acquisition (Notes 12 and 18)	1,897,152	1,943,492	-	-	-	-	1,943,492
Shares issued as finders' fee (Notes 12 and 16)	1,251,255	1,080,098	-	-	-	-	1,080,098
Share issuance costs - cash (Note 12)	-	(1,856,230)	-	-	-	-	(1,856,230)
Finders' warrants (Note 12)	-	(1,366,352)	-	1,366,352	-	-	-
Shares issued for exercise of options (Note 12)	1,772,500	556,304	-	(338,179)	-	-	218,125
Shares issued for exercise of warrants (Note 12)	19,800	8,098	-	(3,148)	-	-	4,950
Shares issued for debt settlement (Notes 11 and 12)	625,600	727,618	-	-	-	-	727,618
Shares issued for services (Note 12)	158,979	206,673	-	-	-	-	206,673
Share subscriptions receivable (Note 12)	-	(27,425)	-	-	-	-	(27,425)
Obligation to issue shares (Note 12)	-	-	14,700				14,700
Share-based compensation (Notes 11 and 12)	-	-	-	12,339,694	-	-	12,339,694
Net and comprehensive loss (Restated, Note 22)	-	-	-	-	58,371	(27,770,387)	(27,712,016)
Balance, March 31, 2021	**110,981,737**	**$ 32,495,837**	**$ 14,700**	**$ 25,802,809**	**$ 58,371**	**$ (28,112,773)**	**$ 30,258,944**

The notes to the restated consolidated financial statements are an integral part of these statements.

1. Nature of Operations

PlantX Life Inc. (formerly Vegaste Technologies Corp.) ("PlantX" or the "Company") is incorporated under the laws of the province of British Columbia. PlantX was formerly an exploration stage company engaged in the acquisition and exploration of mineral resource properties in Canada.

On August 5, 2020, the Company completed the acquisition of PlantX Living Inc. (formerly PlantX Life Inc.) ("PlantX Living"). In connection with the acquisition, the Company also consolidated its the Common Shares in theauthorized share structure of the Company (the "Common Shares") on the basis of one post-consolidation share for ten pre-consolidation shares and changed its name from "Winston Resources Inc." to "Vegaste Technologies Corp.". The acquisition was a reverse takeover transaction, and the Company carried on the business of PlantX Living (Note 16). On September 28, 2020, the Company changed its name to "PlantX Life Inc."

On November 6, 2020, the Company completed the acquisition of Bloombox Club Ltd. ("Bloombox"). Bloombox is a privately held e-commerce company based in the United Kingdom that sells and delivers indoor plants to its established wellness community via subscription service and on-line store (Note 17).

On January 7, 2021, the Company completed the acquisition of Score Enterprises Ltd. ("Score"), a privately held company that operates the Squamish, British Columbia based Locavore Bar & Grill, and other related businesses including the Cloudburst Cafe and Locavore Food Truck (Note 18).

Subsequent to the year ended March 31, 2021, the Company closed the acquisition of Little West LLC ("Little West). Little West is a privately owned, California-based cold-pressed juice company that offers a wide range of curated cold-pressed juices and products that emphasize health and wellness with a focus on locally sourced, high-quality and fresh ingredients (Note 21).

Subsequent to the year ended March 31, 2021, the Company completed its acquisition of all of the issued and outstanding membership interests of MK Cuisine Global LLC's Plant-Based Deli LLC (New Deli). New Deli is a sustainable and plant-based neighborhood bodega located in Venice Beach, California, that offers practical, everyday retail goods that range from household supplies and personal hygiene products to frozen foods, pantry staples, snacks, beer and wine (Note 21).

Subsequent to the year ended March 31, 2021, the Company completed the acquisition of certain assets of LIV Marketplace LLC ("LIV Marketplace"). California-based LIV Marketplace is the exclusive on-line fulfilment partner and retail distributor of PlantX products within the United States and is responsible for building and operating the Company's brick-and-mortar retail store in San Diego, California (Note 21).

PlantX is a reporting issuer in the jurisdictions of British Columbia, Alberta and Ontario and lists its Common Shares for trading on the Canadian Securities Exchange ("CSE") under the new symbol "VEGA", on the OTCQB® Venture Market under the symbol "PLTXF" and on the Frankfurt Stock Exchange under the symbol "WNT1".

The head office of the Company is located at 504-100 Park Royal South West Vancouver, BC, V7T 1A2, Canada.

2. Going Concern Assumption

These restated consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards ("IFRS"). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

During the year ended March 31, 2021, the Company generated revenue of $2,885,895 and as of March 31, 2021 had a deficit of $28,112,773 (2020 - $342,386). In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve

2. Going Concern Assumption (Continued)

months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon its ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

Management's current strategy is to control costs while pursuing opportunities within various market sectors. Management recognizes the Company's need to increase its cash reserves if it intends to pursue to its plans and has evaluated its potential sources of funds. Although management intends to assess and act on these options throughout the course of the year, there can be no assurance that the steps management take will be successful.

In the event that existing cash resources and cash flow from operations, together with the proceeds from any future financings are insufficient to cover planned expenditures, management will allocate available resources in such manner as deemed to be in the Company's best interest (Note 5). This may result in a significant reduction in the scope of existing and planned operations. Accordingly, these restated 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 to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. These adjustments could be material.

3. Statement of Compliance and Basis of Presentation

(a) Statement of compliance

These restated consolidated financial statements have been prepared in accordance with International Accounting Standard 1, Presentation of Financial Statements ("IAS 1") as issued by the International Accounting Standards Board ("IASB"). The policies applied in these restated consolidated financial statements are based on IFRS and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") in effect at March 31, 2021.

These restated consolidated financial statements were reviewed and approved by the Board of Directors and authorized for issued on December 23, 2022.

(b) Basis of presentation

These restated consolidated financial statements of the Company have been prepared based on historical costs, modified where applicable. These restated consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency.

(c) Basis of consolidation

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

3. Statement of Compliance and Basis of Presentation (continued)

(c) Basis of consolidation (continued)

These restated consolidated financial statements include the financial statements of the Company and its significant subsidiaries listed in the following table:

Name	Country of incorporation	Functional currency	% equity interest as at March 31, 2021
Vegaste Technologies US Corp. (“Vegaste”)	US	U.S Dollar	100%
PlantX Living Inc.	Canada	Canadian Dollar	100%
Bloombox	United Kingdom	Pound Sterling	100%
PlantX Living Squamish Inc. (”Score”)	Canada	Canadian Dollar	100%
PlantX Israel Ltd. (“PlantX Israel”)	Israel	Israeli New Shekel	100%

All intercompany transactions, balances and any unrealized gains and losses from intercompany transactions are eliminated on consolidation.

4. Significant Accounting Policies

(a) Use of estimates and judgments

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

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments, the recoverable amounts of cash generating units and estimates used in purchase price allocations.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company’s financial statements include the assessment of the Company’s ability to continue as a going concern.

(b) Foreign currency translation

Foreign currency transactions are translated into Canadian dollars using exchange rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate in effect at the measurement date. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the historical exchange rate or the exchange rate in effect at the measurement date for items recognized at fair value. Gains and losses arising from foreign exchange are included in the restated consolidated statements of operations.

Translation to presentation currency

The results and financial position of those entities with a functional currency different from the presentation currency are translated into the presentation currency as follows:

4. Significant Accounting Policies (Continued)

(b) Foreign currency translation (continued)

- assets and liabilities are translated at the closing rate at the date of the Statements of Financial Position;
- income and expenses are translated at average exchange rates; and
- all resulting exchange differences are recognized in accumulated other comprehensive loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising on translation of foreign operations are recognized in accumulated other comprehensive loss. On disposal of a foreign operation (that is, a disposal of the Company's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation) all exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified from accumulated other comprehensive income/loss to net income/loss for the period.

(c) Financial instruments

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

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

<u>Measurement</u>
Financial assets at FVTOCI
Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive loss and never reclassified to profit and loss. The Company has no financial assets classified as FVTOCI.

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's financial assets and liabilities at amortized cost include trade receivable, due from related party, accounts payable, other liability, due to related party and loans payable.

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

4. Significant Accounting Policies (Continued)

(c) Financial instruments (continued)

Impairment of financial assets at amortized cost

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

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit losses. The Company shall recognize in the statements of 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.

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

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

(d) Loss per share

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

(e) Intangible assets

The Company's intangible assets consist of a finite life intangible asset that is recorded at cost less accumulated depreciation and accumulated impairment losses. Finite life intangible assets are amortized once they are available for use on a straight-line basis over their estimated useful lives. The Company's intangible assets are amortized as follows:

- Website – 4 years
- Customer list – 3 years
- Trade name – 4 years

(f) Impairment of non-financial assets

The carrying amount of the Company's non-financial assets (which include intangible assets and goodwill) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss

4. Significant Accounting Policies (Continued)

(f) Impairment of non-financial assets (continued)

is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. Any reversal of impairment cannot increase the carrying value of the asset to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life, intangible assets not yet available for use, and goodwill are not subject to amortization and are tested annually for impairment.

(g) Share capital

Common Shares are classified as equity. Transaction costs directly attributable to the issue of Common Shares are recognized as a deduction from equity, net of any tax effects.

(h) Warrants

When the Company issues units that are comprised of a combination of shares and warrants, the value is assigned to shares and warrants based on their relative fair values. The fair value of the shares is determined by the closing price on the date of the transaction and the fair value of the warrants is determined based on the Black-Scholes Option Pricing Model.

(i) Share-based compensation

The Company grants stock options to directors, officers, employees and consultants. Share-based compensation is measured on the grant date at the fair value of equity instruments issued, using the Black-Scholes Option Pricing Model and is recognized over the vesting periods. A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in contributed surplus. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

(j) Business combination

Business combinations are accounted for using the acquisition method. The consideration transferred by the Company is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Company, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3, Business Combinations, are recognized at their fair values at the acquisition date. Acquisition costs are expensed as incurred.

4. Significant Accounting Policies (Continued)

(k) Income taxes

Current income tax:
Current income 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 income 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 income tax:
Deferred income tax is provided using the balance sheet 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 income 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 income tax asset to be utilized.

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

(l) Revenue

The Company adopted all requirements of IFRS 15 Revenue from Contracts with Customers (“IFRS 15”) on incorporation at October 11, 2019. IFRS 15 utilizes a methodical framework for entities to follow to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

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

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

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

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a good or service to a customer.

4. Significant Accounting Policies (Continued)

(l) Revenue (continued)

The Company operates websites where customers can purchase plant-based food and beverage products from various suppliers and also distributes these products through wholesale arrangements. The Company also offers household plants, cosmetics and plant-based pet food on the same platform. The Company's primary sources of revenue are sales made through its website, wholesale arrangements and sales made directly to restaurants and grocery stores.

The Company transfers control and satisfies its performance obligation when the plant-based food and beverage products are delivered and accepted by its customers.

(m) Leases

IFRS 16 replaces IAS 17. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.

The Company adopted all of the requirements of IFRS 16 *Leases* ("IFRS 16") on incorporation at October 11, 2019. Leases are recognized as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use, with the exception of leases of low-value assets or leases with a term of 12 months or less, which are recognized on a straight-line basis as an expense. Each lease payment is allocated between the repayment of the lease liability and finance cost. The finance cost is charged to the statement of net income (loss) and comprehensive income (loss) over the lease period to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The right-of-use asset is depreciated on a straight-line basis over the shorter of the asset's useful life and the lease term. Right-of-use assets and lease liabilities arising from a lease are initially measured on a present value basis (Note 9).

(n) Future accounting pronouncements

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

5. Risk Management and Financial Instruments

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

Fair value

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

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

(Expressed in Canadian Dollars)

5. Risk Management and Financial Instruments (Continued)

Fair value (continued)

As at March 31, 2021, the carrying value of the Company's financial instruments approximates their fair value due to their short terms to maturity. The fair value of cash was determined using level 1 inputs. The impairment test of goodwill and intangible assets of the acquisition of Bloombox was tested using level 2 inputs of comparable transactions of ecommerce companies.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is in its cash accounts and trade receivable. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. Accounts receivable mainly consists of receivables from its customers.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. At March 31, 2021, the Company had a cash balance of $20,364,895 and current liabilities of $2,251,764. All of the Company's financial liabilities have contractual maturities of less than 90 days. The Company is not exposed to significant liquidity risk.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital. As at March 31, 2021, the Company is not exposed to significant market risk.

6. Prepaid Expenses

		As at March 31, 2021		As at March 31, 2020
Insurance	**$**	**30,333**	$	-
Legal		**30,655**		-
Office		**69,142**		8,257
Advertising and promotion		**1,009,972**		-
Consulting		**88,261**		-
Rent		**78,521**		-
	$	**1,306,884**	$	8,257

7. Accounts Payable and Accrued Liabilities

		As at March 31, 2021		As at March 31, 2020
Accounts payable (Note 11)	**$**	**1,381,851**	$	38,493
Accrued liabilities		**605,751**		5,000
	$	**1,987,602**	$	43,493

(Expressed in Canadian Dollars)

8. Intangible Assets and Goodwill

Intangible assets		Website		Customer Relationship		Trade Name		Total
Cost:								
As at March 31, 2020	$	132,796	$	-	$	-	$	132,796
Additions (Note 17)		38,000		316,000		123,000		477,000
Additions (Note 18)		10,000		-		-		10,000
As at March 31, 2021	$	180,796	$	316,000	$	123,000	$	619,796
Amortization:								
As at March 31, 2020	$	-	$	-	$	-	$	-
Charge for the year		(22,898)		(43,889)		(12,813)		(79,600)
As at March 31, 2021	$	(22,898)	$	(43,889)	$	(12,813)	$	(79,600)
Net book value:								
As at March 31, 2020	**$**	**132,796**	**$**	**-**	**$**	**-**	**$**	**132,796**
As at March 31, 2021	**$**	**157,898**	**$**	**272,111**	**$**	**110,187**	**$**	**540,196**

Goodwill		Bloombox		Score		Total
As at March 31, 2020		-		-		-
Additions (Notes 17 and 18)	$	7,464,982	$	2,041,480	$	9,506,462
Impairment (Note 18)		-		(1,112,940)		(1,112,940)
As at March 31, 2021	**$**	**7,464,982**	**$**	**928,540**	**$**	**8,393,522**

Goodwill calculated in these acquisitions represents the expected synergies from combining the operations of Bloombox and Score with the Company, revenue growth, future market development and the workforce acquired.

9. Lease Assets and Liabilities

On January 1, 2021, the Company entered into a lease agreement for office use for a period of three years. Under the terms of the agreement, the monthly lease payment is $1,870 for the first year; $1,934 for the second year; and $1,998 for the third year. The incremental borrowing rate used is 5%.The Company recognized the value of right-of-use (“ROU”) asset and lease liability on the statement of financial position.

Right-of-use asset:		
Present value of lease payments	$	64,719
Deposits		8,250
Depreciation		(5,393)
Balance, March 31, 2021	**$**	**67,576**

Lease liability:		
Present value of lease payments	$	64,719
Accrued interest		517
Balance, March 31, 2021		**65,236**
Less: current portion		(31,323)
Non-current portion	**$**	**33,913**

(Expressed in Canadian Dollars)

10. Property and Equipment

	Office Equipment	Machinery and Equipment	Furniture and Fixtures	Truck	Building Improvements	Total
Cost:						
Balance, March 31, 2020	$ -	$ -	$ -	$ -	$ -	$ -
Additions	1,873	120,023	25,503	-	-	147,399
Additions (Note 17 and 18)	18,708	178,300	33,337	65,000	332,438	627,783
Disposal	-	-	(5,180)	-	-	(5,180)
Balance, March 31, 2021	$ 20,581	$ 298,323	$ 53,660	$ 65,000	$ 332,438	$ 770,002
Amortization:						
Balance, March 31, 2020	$ -	$ -	$ -	$ -	$ -	$ -
Additions	(17,804)	(124,148)	(16,679)	-	(132,975)	(291,606)
Charge for the year	(1,979)	(7,875)	(1,342)	(2,437)	(8,311)	(21,944)
FX translation	49	(7,714)	-	-	-	(7,665)
Balance, March 31, 2021	$ (19,734)	$(139,737)	$ (18,021)	$ (2,437)	$ (141,286)	$ (321,215)
Net book value:						
Balance, March 31, 2020	$ -	$ -	$ -	$ -	$ -	$ -
Balance, March 31, 2021	**$ 847**	**$ 158,586**	**$ 35,639**	**$ 62,563**	**$ 191,152**	**$ 448,787**

11. Related Party Transactions

Related parties include key management personnel and the entities controlled or directed by key management personnel. Key management personnel include Board of Directors and key executives of the Company together with certain individuals responsible for outsourced services who in the opinion of the Company have satisfied relevant criteria to be considered, key management personnel under applicable accounting standards based on the information available as of the date of issuance of these consolidated financial statements. Key management compensation are as follows:

	Year ended March 31, 2021	Period from October 11, 2019 (date of incorporation) to March 31, 2020
Salaries and benefits	**$ 182,570**	$ -
Consulting fees	**812,012**	220,000
Other operating expenses	**1,095,211**	-
Share-based compensation (Note 12)	**4,104,943**	-
	$ 6,194,736	$ 220,000

During the year ended March 31, 2021, the Company issued 168,759 Common Shares in settlement of debt of $173,822 to BSL Consulting Inc., a company controlled by Chief Financial Officer (“CFO”) and Director, Lorne Rapkin.(Note 12).

As at March 31, 2021, $39,347 (2020 - $72,034) is included in accounts payable and accrued liabilities owing to a directors or officers for consulting and director fees (Note 7). The amounts due are unsecured, due on demand, and bear no interest.

During the year ended March 31, 2021, the Company incurred legal fees of $941,996 with a law firm at which a director, Peter Simeon, is a partner.

Other operating expenses include administrative expenses of $53,117 and travel expenses of $100,098 that were paid on behalf of key management in the normal course of operations.

12. Share Capital and Reserves

Share capital

The Company's authorized share capital consists of:

- an unlimited number of Common Shares without par value; and
- an unlimited number of preferred shares without special rights or restrictions attached.

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company consolidated its Common Shares on the basis of one post-consolidation share for ten pre-consolidation shares (Note 16).

As at March 31, 2021, the Company had 110,981,737 (2020 - 23,572,220) Common Shares outstanding.

During the year ended March 31, 2021:

On August 5, 2020, the Company issued a total of 39,129,442 Common Shares at a fair value of $1,517,654 related to the reverse takeover acquisition of PlantX Living. In connection with the acquisition, the Company closed a private placement of 12,819,200 Common Shares at a price of $0.25 per share for total gross proceeds of $3,204,800 (Note 16).

In addition, the Company also closed a seed round financing of 12,000,000 Common Shares at a price of $0.005 per share for total gross proceeds of $60,000.

On November 6, 2020, the Company issued a total of 10,782,559 Common Shares at a fair value of $6,841,976 as consideration to acquire Bloombox. In connection with the acquisition, the Company issued 1,251,255 common shares with a fair value of $1,080,098 as finders' fee (Note 17).

In addition, the Company closed a non-brokered private placement of 12,819,200 Common Shares at a price of $0.25 per share for total gross proceeds of $3,204,800. The Company incurred in $14,000 issuance cost and issued 36,000 finders' warrants for a fair value of $5,724 related to this offering.

On December 16, 2020, the Company closed a non-brokered private placement of 20,909,091 units of the Company at a price of $0.55 per unit for aggregate gross proceeds of $11,500,000. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at an exercise price of $0.75 per share until December 16, 2022. In the event that the trading price of the common shares on the CSE (or such other Canadian stock exchange on which the common shares are listed for trading) equals or exceeds $2 per common share for any period of 10 consecutive trading days, then the Company may, at its option, within 10 business days following such 10-day period, accelerate the warrant expiry date by issuing a press release, and, in such case, the warrant expiry date will be deemed to be 5 p.m. PT on the 30th day following the issuance of the warrant acceleration press release. The Company paid a total of $430,547 in finders' fees and issued an aggregate of 774,757 finders' warrants with a fair value of $841,835 to the finders in connection with the offering. Each finder's warrant entitles the finder to acquire one common share at an exercise price of $0.75 per share until the warrant expiry date unless otherwise accelerated pursuant to the warrant acceleration option.

On January 4, 2021, the Company issued a total of 158,979 common shares to third parties for a fair value of $206,673 in exchange of services.

On January 7, 2021, the Company issued a total of 1,897,152 common shares for a fair value of $1,943,492 as consideration to acquire Score (Note 18).

12. Share Capital and Reserves (Continued)

Share capital (continued)

On March 22, 2021, the Company completed a public offering through the sale and issue of 19,102,765 units of the Company for gross proceeds of $20,057,903, including a partial exercise of the overallotment option (hereafter defined). Pursuant to an agency agreement between the company and Mackie Research Capital Corp. entered into on March 11, 2021, the agent acted as the lead agent and sole bookrunner for the offering. The Company granted the agent an option to purchase up to an additional 15% of the units, exercisable on or before April 21, 2021, at a price of $1.05 per unit, to cover overallotments. The overallotment option is exercisable to acquire additional units, common shares or warrants (or any combination thereof) at the discretion of the agent. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $1.25 per warrant up to March 22, 2023, provided that if, at any time, the daily volume-weighted average trading price (or closing price on trading days when there are no trades) of the common shares on the CSE or, if the common shares are not listed on the CSE, then on such other recognized Canadian stock exchange on which the common shares are then listed, equals or exceeds $2 per common share over any 10 consecutive trading days, the Company shall be entitled, at its option, within 10 business days following such 10-day period, to accelerate the exercise period of the warrants through the issuance of a press release specifying the new expiry date and, in such case, the warrants will expire on the 30th day following the issuance of the acceleration notice. From and after the new expiry date specified in such acceleration notice, no warrants may be issued or exercised, and all unexercised warrants shall be void and of no effect following the new expiry date. The Company paid the agent a cash commission of $970,139 and finder fees of $441,544 and issued 923,943 finders' warrants exercisable until March 22, 2023, at a price of $1.25 per share with a fair value of $518,793.

During the year ended March 31, 2021, the Company issued of an aggregate of 625,600 common shares with a fair value of $727,618 in settlement of debt of $688,964. The Company recognized a loss on debt settlement of $38,654 on the statement of loss and comprehensive loss (Note 11).

During the year ended March 31, 2021, the Company issued a total of 272,500 common shares for exercise of 272,500 options at an exercise price of $0.25.

During the year ended March 31, 2021, the Company issued a total of 1,500,000 Common Shares for exercise of 1,500,000 options at an exercise price of $0.10 to a related party of the Company.

During the year ended March 31, 2021, the Company issued 19,800 common shares related to the exercise of 19,800 finders' warrants at an exercise price of $0.25.

The Company has an obligation to issue 10,000 shares to a consultant of the Company as of March 31, 2021. The Company recognized $14,700 in the consolidated statement of changes in shareholders' equity as an obligation to issue shares.

During the year ended March 31, 2021, the Company received an aggregate amount of $27,425 of share subscriptions.

During the period from October 11, 2019 (date of incorporation) to March 31, 2020:

On November 29, 2019, the Company issued 9,500,000 common shares at a price of $0.02 per share.

On December 20, 2019, the Company issued 13,000,000 common shares at a price of $0.02 per share.

On March 24, 2020, the Company issued 1,072,220 common shares with a fair value of $21,444 in settlement of debt of $268,055, resulting in a gain of $246,611, which was recognized in deficit as the transaction was with a significant shareholder.

(Expressed in Canadian Dollars)

12. Share Capital and Reserves (Continued)

Basic and diluted loss per share (Restated – Note 22)

The calculation of basic and diluted loss per share for the year ended March 31, 2021 was based on the loss and comprehensive loss attributable to common shareholders of $27,770,387 (period from October 11, 2019 (date of incorporation) to March 31, 2020 - $588,997) and the weighted average number of common shares outstanding of 2,807,372 (Note 21) (period from October 11, 2019 (date of incorporation) to March 31, 2020 – 727,327).

Escrow shares (RTO)

As at March 31, 2021, 15,429,165 shares were held in escrow and will be released on each of the following dates:

Number of escrow shares	Date
3,085,833	August 10, 2021
3,085,833	February 10, 2022
3,085,833	August 10, 2022
3,085,833	February 10, 2023
3,085,833	August 10, 2023

Stock Options, Performance Share Units, and Restricted Share Units

The Company has a stock option plan in place under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of ten years. The plan allows for the issuance of up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

On August 10, 2020, the Company granted 3,962,036 stock options to the Company's officers, consultants, and advisors. The stock options are exercisable at $0.25 for a period of five years until August 10, 2025. 300,000 of the stock options has a vesting term of two years on quarterly basis and 3,662,036 of the stock options has a vesting term of one year on quarterly basis. The fair value of the stock options was estimated to be $4,783,534 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 145.89%; risk-free interest rate – 0.27%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $4,105,445 in share-based compensation during the year ended March 31, 2021.

On December 2, 2020, the Company granted 1,815,000 stock options to the Company's officers, consultants and employees. The stock options are exercisable at a price of $0.70 for a period of five years until December 2, 2025. One quarter of the options will vest every three months from the date of grant. The fair value of the stock options was estimated to be $1,063,850 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 124.38%; risk-free interest rate – 0.41%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $644,911 in share-based compensation during the year ended March 31, 2021.

On December 16, 2020, the Company granted 1,870,000 stock options to the Company's consultants. The options are exercisable at a price of $1.45 for a period of five years until December 16, 2025. One quarter of the options will vest every three months from the date of grant. The fair value of the stock options was estimated to be $2,250,396 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 122.25%; risk-free interest rate – 0.38%; dividend rate – 0%.

12. Share Capital and Reserves (Continued)

Stock Options, Performance Share Units, and Restricted Share Units (continued)

The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $1,271,454 in share-based compensation during the year ended March 31, 2021.

The Company has an obligation to issue 10,000 options to a consultant. The options vest over a period of one year, with one quarter of the aggregate options vesting on each three-month anniversary of the grant date. The options are exercisable at a price of $1.65 for a period of 90 days.

The Company has an obligation to issue 6,000 options to a consultant. The options vest over a period of one year, with one quarter of the aggregate options vesting on each three-month anniversary of the grant date. The options are exercisable at a price of $1.52 for a period of 90 days.

The Company has an obligation to issue 800,000 options to a consultant. The options are exercisable at a price of $1.12 for a period of 10 years until February 26, 2031. Half of the options will vest on the date of the agreement, February 26, 2021 and the remainder of the options shall vest in equal quarterly installments of 100,000 each. The fair value of the stock options was estimated to be $850,599 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 10 years; annualized volatility – 122%; risk-free interest rate – 1.17%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $499,136 in share-based compensation during the year ended March 31, 2021.

As part of a new long-term incentive program to link pay to performance and align the interests of the Company's management, directors, employees with shareholders, the Company also announces that a restricted share unit (“RSU's”) plan for eligible officers, directors, employees and consultants, and a performance share unit (“PSU's”) plan for eligible employees and consultants were approved by the board of directors.

On December 2, 2020, the Company granted 3,950,000 Performance Share Units (“PSU's”) to officers, consultants and employees of the Company. The PSUs have a term of one year and will vest as to one third every four months from the date of grant, subject to the achievement of certain performance metrics related to gross sales. The Company recognized $1,653,483 in share-based compensation during the year ended March 31, 2021.

The Company has an obligation to issue 50,000 PSUs to a consultant of the Company. The PSU's have a term of 180 days and will vest one third every 60-day term from the date of the agreement. The Company recognized $50,806 in share-based compensation during the year ended March 31, 2021.

On December 2, 2020, the Company granted 550,000 Restricted Share Units (“RSU's”) to directors of the Company. The RSUs have a term of one year of which one quarter of the RSUs will vest every three months from the date of grant. The Company recognized $232,365 in share-based compensation during the year ended March 31, 2021.

On December 17, 2020, the Company granted 4,153,000 RSUs to directors, officers and consultants of the Company. The RSUs have a term of one year, of which one-quarter of the restricted share units will vest every three months from the date of grant.

(Expressed in Canadian Dollars)

12. Share Capital and Reserves (Continued)

Stock Options, Performance Share Units, and Restricted Share Units (continued)

The Company recognized $3,551,814 stock-based compensation for the RSU vested during the year ended March 31, 2021.

The Company has an obligation to issue 30,000 RSUs to a consultant of the Company. The RSUs have a term of on year and will vest one quarter every 3 months from the date of the agreement. The Company recognized $22,145 in share-based compensation during the year ended March 31, 2021.

The Company has an obligation to issue 30,000 RSUs to a consultant of the Company. The RSUs have a term of on year and will vest one quarter every 3 months from the date of the agreement. The Company recognized $22,064 in share-based compensation during the year ended March 31, 2021.

During the year ended March 31, 2021, the Company issued a total of 272,500 common shares related to the exercise of 272,500 options at an exercise price of $0.25.

During the year ended March 31, 2021, the Company issued 1,500,000 common shares related to the exercise of 1,500,000 options at an exercise price of $0.10 to a related party of the Company.

A summary of the Company's outstanding stock options as at March 31, 2021 is as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation)	-	$ -
Granted	1,500,000	0.10
Outstanding, March 31, 2020	1,500,000	0.10
Replaced*	(1,500,000)	-
Granted*	1,500,000	0.10
Granted	8,463,036	0.59
Expired	(125,000)	0.25
Exercised	(272,500)	0.25
Exercised	(1,500,000)	0.12
Outstanding, March 31, 2021	8,065,536	$ 0.60

*On August 5, 2020, the Company granted 1,500,000 replacement stock options to certain directors and officers pursuant to the reverse takeover acquisition with PlantX Living (Note 16). The stock options are exercisable for common shares of the Company at an exercise price of $0.10 per share until August 5, 2022. The fair value of the new stock options was estimated to be $293,949 which is higher than the fair value recognized as of the original issuance of stock options. As a result, the Company recognized an additional $286,071 in share-based compensation during the year ended March 31, 2021 for this amendment. The fair value was determined using the Black-Scholes Option Pricing Model at the amendment date with the following assumptions: share price of $0.25; expected life – 2 years; annualized volatility – 128.15%; risk-free interest rate – 0.23%; dividend rate – 0%.

A summary of the Company's outstanding PSU's and RSU's as at March 31, 2021 are as follows:

	Number of PSU's
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-
Granted	4,000,000
Exercised	-
Outstanding, March 31, 2021	4,000,000

(Expressed in Canadian Dollars)

12. Share Capital and Reserves (Continued)

Stock Options, Performance Share Units, and Restricted Share Units (continued)

	Number of RSU's
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-
Granted	4,763,000
Exercised	-
Outstanding, March 31, 2021	4,763,000

As at March 31, 2021, there are 2,405,174 PSU's and 2,684,096 RSU's exercisable.

During the year ended March 31, 2021, the Company recognized a total of $12,339,694 in share-based compensation (period from October 11, 2019 (date of incorporation) to March 31, 2020 - $7,875).

The following summarizes information about stock options outstanding and exercisable at March 31, 2021:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining life (years)
August 10, 2025	3,564,536	3,400,398	$ 0.25	4.36
December 2, 2025	1,815,000	1,100,262	$ 0.70	4.68
December 17, 2025	1,870,000	1,056,533	$ 1.45	4.72
February 26, 2031	800,000	-	$ 1.12	9.92
April 18, 2021	10,000	-	$ 1.65	0.05
May 2, 2021	6,000	-	$ 1.52	0.09

Warrants

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company issued 36,000 finders' warrants (Note 16). The fair value of the warrants was estimated to be $5,724 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 128.15%; risk-free interest rate – 0.23%; dividend rate – 0%.

In connection with the non-brokered private placement on December 16, 2020, the Company issued 20,909,091 warrants at an exercise price of $0.75 per share until December 16, 2022. In the event that the trading price of the common shares on the Canadian Securities Exchange (or such other Canadian stock exchange on which the common shares are listed for trading) equals or exceeds $2 per common share for any period of 10 consecutive trading days, then the Company may, at its option, within 10 business days following such 10-day period, accelerate the warrant expiry date by issuing a press release, and, in such case, the warrant expiry date will be deemed to be 5 p.m. PT on the 30th day following the issuance of the warrant acceleration press release. The fair value of the warrants was estimated to be $4,924,682 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 129.05%; risk-free interest rate – 0.24%; dividend rate – 0%.

The Company issued an aggregate of 774,757 finders' warrants at an exercise price of $0.75 per share until December 16, 2022. The fair value of the warrants was estimated to be $841,835 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 129.05%; risk-free interest rate – 0.24%; dividend rate – 0%.

(Expressed in Canadian Dollars)

12. Share Capital and Reserves (Continued)

Warrants (continued)

In connection with the public offering on March 22, 2021, the Company issued 19,102,765 warrants at an exercise price of $1.25 per share until March 22, 2023. In the event that the trading price of the common shares on the CSE (or such other Canadian stock exchange on which the common shares are listed for trading) equals or exceeds $2 per common share for any period of 10 consecutive trading days, the Company shall be entitled, at its option, within 10 business days following such 10-day period, accelerate the warrant expiry date by issuing a press release, and, in such case, the warrants will expire on the 30th day following the issuance of the acceleration notice. From and after the new expiry date specified in such acceleration notice, no warrants may be issued or exercised, and all unexercised warrants shall be void and of no effect following the new expiry date. The fair value of the warrants was estimated to be $7,505,533 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 132.21%; risk-free interest rate – 0.27%; dividend rate – 0%.

The Company also granted to the agent an additional of 923,943 finders' warrants exercisable at any time up to March 22, 2023, to purchase common shares at a price of $1.25 per warrant. The fair value of the finders' warrants was estimated to be $518,793 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 2 years; annualized volatility – 132.21%; risk-free interest rate – 0.27%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company.

During the year ended March 31, 2021, the Company issued 19,800 common shares related to the exercise of 19,800 finders' warrants at an exercise price of $0.25.

A summary of the Company's outstanding warrants as at March 31, 2021 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-	$ -
Issued	41,746,556	0.99
Exercised	(19,800)	0.25
Outstanding, March 31, 2021	41,726,756	$ 0.99

The following summarizes information about warrants outstanding and exercisable at March 31, 2021:

Expiry date	Warrants outstanding	Exercise price	Remaining life (years)
August 5, 2022	16,200	$ 0.25	1.35
December 16, 2022	21,683,848	$ 0.75	1.71
March 22, 2023	20,026,708	$ 1.25	1.98

(Expressed in Canadian Dollars)

13. Revenue and Geographic Information

Revenue derived from customers located in the following geographic areas:

	(Restated - Note 22) For the year ended March 31, 2021	For the period from October 11, 2019 (date of incorporation) to March 31, 2020
United States	$ 49,740	$ -
United Kingdom	2,081,571	-
Germany	29,747	-
Canada	724,837	1,349
	$ 2,885,895	$ 1,349

As at March 31, 2021, the Company recognized unearned revenue of $81,156 (2020 - $Nil) which represents payments received for products shipped subsequent to the year end.

14. Loans Payable

The Company assumed from the acquisition of Bloombox (Note 17) a £50,000 6-year unsecured UK government loan with no interests for the first 12 months as a result of the acquisition. The loan is payable in 60 monthly installments of £833 starting on June 4, 2021. The loan is recorded at amortized cost, with a 4% effective interest rate, and the carrying value as at March 31, 2021 is $86,683. The Company intends to repay this loan within 1 year.

During the year ended March 31, 2021, the Company received an aggregate $60,000 from Canada Emergency Business Account ("CEBA"). The interest free loan is used to finance operating costs which was offered by the Government of Canada through the Company's bank in response to the Covid19 pandemic. If the balance is repay on or before December 31, 2021 it will result in loan forgiveness of $20,000. Commencing on January 1, 2023 interest will accrue on the balance of the term of the loan at the rate of 5% fixed interest per year. Since, the Company is expecting to repay this loan before December 31, 2022, the $20,000 for the forgiveness of the loan was recognized as other income in consolidated statements of loss and comprehensive loss. The carrying value of the loan at March 31, 2021 was $40,000.

15. Capital Risk Management

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

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

(Expressed in Canadian Dollars)

16. Reverse Takeover Acquisition of PlantX Living

On August 5, 2020, the Company completed a reverse takeover acquisition transaction with PlantX Living. In connection with the transaction, the Company consolidated its common shares on the basis of one post-consolidation share for ten pre-consolidation shares and changed its name to Vegaste Technologies on July 17, 2020. The transaction constitutes a fundamental change pursuant to Policy 8, Fundamental Changes and Change of Business of the CSE, and the Company will carry on the business of PlantX Living, which is now a wholly owned subsidiary of the Company.

The Company acquired all of the issued and outstanding shares of PlantX Living through an amended and restated share exchange agreement dated July 10, 2020, as amended on July 29, 2020, among the Company, PlantX Living and all of the shareholders of PlantX Living. Pursuant to the transaction, the Company issued to the shareholders of PlantX Living an aggregate of 35,572,220 common shares (Note 12). Outstanding stock options of PlantX Living by their terms became exercisable for an aggregate of 1,500,000 common shares of the Company.

In connection with the transaction, the Company issued 3,557,222 common shares to an arm's-length finder at a deemed price of $0.25 per common share as finders' fees (Note 12).

The Company does not meet the definition of a business, therefore the transaction is outside of the scope of IFRS 3 *Business Combinations*. Instead, the transaction will be accounted for under IFRS 2 *Share-based Payment*. Under this basis of accounting, the consolidated entity is considered to be a continuation of PlantX Living with the net identifiable assets of the Company deemed to have been acquired by PlantX Living. The results of operations from the Company are included in the financial statements since the date of acquisition.

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Fair value of consideration (2,513,384 shares at $0.25 per share) *	$	628,346
Allocated as follows:		
Identified fair value of net assets:		
Cash		30,578
GST recoverable		96,789
Due from PlantX Living		38,850
Accounts payable and accrued liabilities		(495,219)
Net liabilities assumed		(329,002)
		957,348
Transaction costs and finders' fee (3,557,222 shares at $0.25 per share)		1,235,485
Listing expense	**$**	**2,192,833**

*The fair value of the 2,513,384 shares issued for the transaction and the 3,557,222 shares issued as finders' fees were estimated to be $0.25 per share using the price of the concurrent private placement (Note 12).

(Expressed in Canadian Dollars)

17. Acquisition of Bloombox Club Ltd.

On November 6, 2020 (the "Completion Date"), the Company completed its acquisition of Bloombox a UK-based e-commerce platform that sells and delivers indoor plants to their established wellness community via subscription service and online store.

The Company acquired all of the issued and outstanding shares of Bloombox for an aggregate purchase price of £8,000,000, a combination of £560,000 (C$968,766) in cash and £7,440,000 in common shares in the capital of the Company. The Company issued an aggregate of 10,782,559 common shares (the "Consideration Shares") as at a fair value of $6,841,976 (Note 12). The Consideration Shares are in a pool and will be released based on the following schedule:

- 20% at the Completion Date;
- 15% on the three-month anniversary of the Completion Date;
- 15% on the six-month anniversary of the Completion Date;
- 15% on the nine-month anniversary of the Completion Date;
- 15% on the twelve-month anniversary of the Completion Date;
- 10% on the fifteen-month anniversary of the Completion Date; and
- The remaining 10% on the eighteen-month anniversary of the Completion Date.

As at March 31, 2021, 7,008,663 shares are held in escrow.

For accounting purposes, the acquisition of Bloombox was considered a business combination and accounted for using the acquisition method. The results of operations from Bloombox are included in the consolidated financial statements from the date of acquisition.

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Cash (GBP560,000 at 1.72994)	$	968,766
Fair value of consideration (10,782,559 shares at $0.83 per share)		8,949,523
Discount for shares in pool		(2,107,547)
		7,810,742
Allocated as follows:		
Identified fair value of net assets:		
Cash		384,373
Prepayments		27,247
Inventories		29,488
Office equipment (Note 10)		5,331
Accounts payable and accrued liabilities		(481,070)
Loans payable (Note 14)		(96,609)
Net liabilities assumed		(131,240)
Intangible assets (Note 8)		477,000
Goodwill (Note 8)	**$**	**7,464,982**

(Expressed in Canadian Dollars)

18. Acquisition of Score

On January 7, 2021, the Company completed the acquisition of Score, a privately held company that operates the Squamish, British Columbia based Locavore Bar & Grill, and other related businesses including the Cloudburst Cafe and Locavore Food Truck. On January 7, 2021, the Company name was changed to PlantX Living Squamish Inc. The Company acquired all of the issued and outstanding common shares of Score by the issuance of 1,897,152 common shares of the Company with a fair value of $1,943,492 and the payment of $327,435 cash (Note 12).

For accounting purposes, the acquisition of Score was considered a business combination and accounted for using the acquisition method. The results of operations from Score are included in the consolidated financial statements from the date of acquisition.

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Cash	$	327,435
Fair value of share consideration (1,897,152 shares at $1.31 per share)		2,485,269
Discount for shares in pool		(541,777)
		2,270,927
Allocated as follows:		
Identified fair value of net assets:		
Cash		25,336
Receivables		10,462
Prepayments		4,381
Inventories		22,531
Property and equipment (Note 10)		331,312
Accounts payable and accrued liabilities		(88,429)
Due from PlantX Life Inc.		(3,591)
Loan payable (Note 14)		(82,555)
Net assets assumed		219,447
Intangible (Note 8)		10,000
Goodwill (Note 8)	**$**	**2,041,480**

Management determined that the carrying value of the goodwill as at March 31, 2021 to be impaired by $1,112,940. The carrying value of the goodwill as at March 31, 2021 is $928,540. As at March 31, 2021, 1,707,437 shares are held in escrow.

(Expressed in Canadian Dollars)

19. Income taxes

Income tax expense differs from the amount that would be computed by applying the applicable statutory income tax rates to income before income taxes.

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	(Restated Note- 22) 2021	2020
Net loss for the period	$ (27,770,387)	$ (588,997)
Statutory tax rate (Canada – 27%, US – 26.5%, UK – 19%)	26.68%	27%
Income tax benefit computed at statutory tax rate	(7,409,139)	(159,029)
Non-deductible items and other	2,327,913	2,126
Unrecognized benefit of deferred income tax assets	5,081,226	156,903
Income tax expense	$ -	$ -

	2021	2020
Non-capital losses	$ 4,569,044	$ 156,903
Share issuance costs	400,945	
Property, plant, and equipment	268,140	-
	5,238,129	156,903
Valuation allowance	(5,238,129)	(156,903)
Net deferred tax asset	$ -	$ -

As at March 31, 2021, the Company had non-capital losses carried forward of approximately $17,669,000, $14,035,000 expire in 2031 and $3,634,000 have no expiry.

Deferred income tax assets have not been recognized in respect of these items because it is not probable that the Company will be able to generate sufficient taxable income upon which these deferred tax assets can be realized.

20. Segment Information

The operating segments of the Company are identified as Vegaste, PlantX Living Inc, Bloombox, Squamish and Israel. In determining the operating segments, management considered the product mix as well as the geographical segments that the business units sell under. Disclosure by segment pertaining to income statement transactions are for the year ended March 31, 2021 and the period from October 11, 2019 (date of incorporation) to March 31, 2020. The asset and liability balances are as at March 31, 2021 and 2020.

2021	PlantX Life	PlantX Living	Vegaste	Bloombox	Score	Israel	Consolidated
Sales	$ 226,628	$ -	$ 49,471	$ 2,111,318	$ 498,208	$ -	$ 2,885,895
Cost of sales	143,405	-	(340,362)	1,358,691	153,491	-	1,996,219
Gross margin	$ 83,223	$ -	$ (291,161)	$ 752,627	$ 344,716	$ -	$ 889,676
Net loss before taxes	$ 1,248,525	$ 21,963,510	$ 2,445,896	$ 991,311	$ 1,107,080	$ 13,965	$ 27,770,387
Assets	$ 1,002,641	$ 19,636,754	$ 1,651,726	$ 8,554,999	$ 1,590,586	$ 147,915	$ 32,584,621
Liabilities	$ 55,124	$ 729,920	$ 46,588	$ 1,302,143	$ 178,901	$ 13,001	$ 2,325,677

(Expressed in Canadian Dollars)

20. Segment Information (continued)

2020	PlantX Life	PlantX Living	Vegaste	Bloombox	Score	Israel	Consolidated
Sales	$ -	$ 1,349	$ -	$ -	$ -	$ -	$ 1,349
Cost of sales	-	-	-	-	-	-	-
Gross margin	$ -	$ 1,349	$ -	$ -	$ -	$ -	$ 1,349
Net loss before taxes	$ -	$ 588,997	$ -	$ -	$ -	$ -	$ 588,997
Assets	$ -	$ 252,460	$ -	$ -	$ -	$ -	$ 252,460
Liabilities	$ -	$ 115,527	$ -	$ -	$ -	$ -	$ 115,527

21. Subsequent Events

On April 4, 2021, the Company granted 987,500 PSU’s and 1,175,750 RSU’s to certain directors, officers, employees and consultants of the Company pursuant to terms and vesting conditions of the Company's PSU and RSU Plan. The RSU’s and PSU’s have a term of 1 year, of which a quarter of the RSU’s and PSU’s will vest every three months from the date of grant.

On April 5, 2021, the Company granted 3,851,000 stock options to purchase common shares of the Company to certain directors, officers, employees and consultants of the Company pursuant to the terms and conditions of the Company's incentive stock option plan. The options are exercisable for a 5-year period at a price of $0.80 per common share. A quarter of the options will vest every three months from the date of grant. On the same date, the Company also granted 2,687,000 restricted RSU’s to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's restricted share unit plan. The RSU’s have a term of 1 year, of which a quarter of the RSU’s will vest every three months from the date of grant.

On April 5, 2021, the Company issued 2,163,250 common shares for vested 987,500 PSU’s and 1,175,750 RSU’s to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of common shares issued was $2,376,023.

On May 10, 2021, the Company closed the acquisition of Little West LLC (“Little West”) (through PlanX Lifestyle USA Inc., (“PlantX USA”) a newly incorporated wholly owned subsidiary of the Company, to acquire all of the issued and outstanding limited liability membership interest of Little West. PlantX USA acquired all of the issued and outstanding limited liability membership interest of the Little West for consideration of:

- issuance of an aggregate of 6,703,158 shares of the Company;
- issuance of additional shares of the Company to the vendors upon the satisfaction of certain financial performance milestones during each of Little West's seven fiscal quarters immediately following the closing of the acquisition;
- payment of US$385,000 in cash; and,
- issuance of an aggregate of 602,531 shares of the Company to repay certain indebtedness and expenses of Little West.

On May 10, 2021, the Company issued a total of 1,272,832 common shares for a fair value of $649,144 as consideration to acquire Little West.

On May 10 2021 and March 20,2021, the Company issued 50,000 common shares related to the exercise of 50,000 options at an exercise price of $0.25 for proceeds of $ 12,500.

21. Subsequent Events (Continued)

On May 18, 2021, the Company issued an aggregate of 646,909 common shares to certain consultants of the Company at a price of $0.47 per common share for services rendered in accordance with the terms of their respective consulting agreements with the Company.

On May 26, 2021, the Company granted 100,000 RSU’s to a consultant of the Company pursuant to terms and conditions of the Company's RSU plan. The RSU’s have a term of 2 year, and will vest every month from the date of grant.

On May 27, 2021, the Company, through PlantX USA, completed its acquisition of all of the issued and outstanding membership interests of Plant Based Deli LLC. (“New Deli”) for an aggregate purchase price of US$1,569,999. The purchase price was satisfied by a combination of US$471,000 in cash and 2,515,983 common shares of the Company with a fair value of $1,209,810.

On August 5, 2021 the Company issued 16,666 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan.

On August 16, 2021 the Company issued 10,000 common share the consultants under the terms of the consultancy agreement.

On June 25, 2021, the Company, through PlantX USA, completed the acquisition of certain assets of LIV Marketplace LLC (‘LIV Marketplace”) for an aggregate purchase price of US$3,246,938. The purchase price was satisfied by (i) US$450,000 in cash; (ii) 3,777,778 common shares issued at a deemed price of $0.55 per common share in the of the Company; (iii) the assumption of US$1,000,000 in debt owed by LIV Marketplace to the Company (Note 22); and (iv) US$96,938 in inventory.

On September 15, 2021, the Company granted 2,880,000 RSU’s to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's RSU plan. The RSU’s have a term of 1 year, of which a quarter of the RSU’s will vest every three months from the date of grant.

On September 15, 2021, the Company granted 120,000 stock options to purchase common shares of the Company to certain directors, officers, employees and consultants of the Company. The options are exercisable for a 5-year period at a price of $0.42 per common share. One quarter of the options will vest every three months from the date of grant.

On September 16, 2021, the Company issued 2,972,500 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of Common Shares issued was $2,976,085.

On September 29, 2021, the Company issued a total of 1,206,553 common shares with a fair value of $615,342 in accordance with the terms of the acquire agreement with Little West.

On September 30 2021, the Company issued 50,000 common shares related to the exercise of 110,000 options at an exercise price of $0.25 to a related party of the Company for proceeds of $ 27,500.

On October 12, the Company issued 20,750 common share to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan.

On November 1, 2021 the Company issued 16,250 common share to consultants under the terms of the consultancy agreement

On November 9, 2021 the Company issued 99,086 common share to the consultants under the terms of the consultancy agreement

21. Subsequent Events (Continued)

In November 1, 2021, the Company granted 100,000 restricted RSU's to a consultants of the Company pursuant to terms and conditions of the Company's RSU plan. The RSU's have a term of 1 year, of which a quarter of the RSU's will vest every three months from the date of grant.

On November 11, 2021, PlantX acquired majority equity interests in Eh Coffee Corp. ("Eh Coffee") and Portfolio Coffee Inc. ("Portfolio Coffee") from their respective shareholders for a purchase price comprised of 913,320 common shares and $434,058 cash. Upon the closing the transactions, the cash consideration was paid, and 182,664 commons shares were issued at a deemed issuance price of $0.41 per share. The other 730,656 commons shares are to be issued in four equal tranches of 182,664 PlantX shares on the 3-month, 6-month, 9-month and 12-month anniversaries of the closing date of the subject to the terms and conditions of the purchase agreement and applicable securities laws.

On November 11, 2021, the Company issued a total of 1,206,553 common shares with a fair value of $615,342 in accordance with the terms of the acquire agreement with Little West.

On December 8, 2021, the Company received an advance from CTF Clear Finance Technology Inc ("Clearco') for $501,650 (USD 395,000) with $ 561,340 (USD 442,000) repayable using a 20% remittance rate based on specified online sales and $476,250 (USD 375,000) advance on March 11, 2022, with $ 553, 400 (USD 420,000) repayable using 20% remittance rate. Remittance to Clearco will continue until the total remittance payments equal the repayable amount.

On December 12, 2021, the Company through its wholly owned subsidiary, PlantX Midwest Inc, a newly incorporated wholly owned subsidiary of the company, completed the acquisition of certain assets of Peter Rubi LLC ("Peter Rubi"). The PlantX Midwest Inc. acquired all the assets of Peter Rubi for an aggregate purchase price of $4,134,432, a combination of US$1,200,000 in cash and 9,188,897 in common shares in the capital of the Company.

On December 15, 2021, the Company issued a total of 638,314 common shares with a fair value of $325,540 in accordance with the terms of the acquire agreement with Little West.

On December 16, 2021, the Company issued 1,833,250 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of common shares issued was $2,177,897.

On January 5, 2022, the Company issued a total of 918,890 common shares with a fair value of $254,900 in accordance with the terms of the acquire agreement with Peter Rubi.

On January 5, 2022, the Company issued 1,416,453 common shares to certain directors, officers, employees and consultants of the Company for services performed.

On January 31, 2022, the Company issued 3,678,250 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of common shares issued was $3,474,948.

On February 9, 2022, the Company granted 20,000 restricted RSU's to a consultant of the Company pursuant to terms and conditions of the Company's RSU unit plan. The RSU's have a term of 1 year, of which a quarter of the RSU's will vest every three months from the date of grant.

On February 14, 2022, the Company granted 100,000 restricted RSU's to a consultants of the Company pursuant to terms and conditions of the Company's RSU unit plan. The RSU's have a term of 1 year, of which a quarter of the RSU's will vest every three months from the date of grant.

On February 16, 2022, the Company has completed a non-brokered private placement of 52,296,660 units of the Company at a price of $0.105 per unit for approximate aggregate gross proceeds of CAD$5,491,150.

21. Subsequent Events (Continued)

On February 17, 2022 the Company issued 52,296,660 warrants at an exercise price of $0.14 in connection with non-brokered private placement.

On February 23, 2022, the Company issued a total of 182,664 common shares with a fair value of $54,618 in accordance with the terms of the acquire agreement with EH Coffee and Portfolio Coffee.

On March 15, 2022, the Company issued a total of 2,584,887 common shares with a fair value of $997,692 in accordance with the terms of the acquire agreements with Little West and Peter Rubi.

On March 16, 2022, the Company issued 100,000 common shares to certain directors, officers, employees and consultants of the Company for services performed. The fair value of Common Shares issued was $16,000.

On March 30, 2022, the Company issued 761,250 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of Common Shares issued was $299,263.

On March 31, 2022, the Company issued a total of 1,082,125 common shares with a fair value of $551,884 in accordance with the terms of the acquire agreement with Little West.

On April 22, 2022, the Company entered into the Secured Loan Agreement with a lender pursuant to which the Company borrowed a principal amount of $2,000,000 from the lender, subject to certain terms and conditions. The Loan bears an interest rate of 12.0% per annum, with interest payable monthly, and will mature on April 26, 2024.

On July 25, 2022, the Company obtained debt financing whereby it may borrow a principal amount of up to $10,000,000 from an arm's length creditor pursuant to the terms and subject to the conditions of a secured convertible promissory note issued to the Holder (the "Convertible Note"). The Convertible Note bear’s interest at a rate of 5.0% per annum, payable monthly and matures on May 1, 2024. The holder has the right to convert at its discretion, in whole or in part the outstanding eligible conversion amount into common shares at the closing trading price of the common shares on the last trading day immediately prior to the delivery of the conversion notice. The conversion price shall not be less than $0.05 per common shares.

On October 14, 2022, the Company completed the acquisition of the online domain www.veganessentials.com for an aggregate purchase price of $893,000. The purchase price was satisfied by: (i) $143,000 cash; and (ii) an aggregate of 1,071,428 common shares at a deemed issue price of $0.70 per share.

Effective September 26,2022 the Board of Directors of the Company has approved to consolidated the Common Shares of the Company on the 20 for (1) one basis. Only the loss per share and the weighted average number of shares on the Consolidated Statement of Loss and Comprehensive Loss have been adjusted to reflect the consolidation of the shares.

Subsequent to the year end March 31, 2021, the Company is one of three parties that has been listed in a claim by the a landlord for breach of a lease in an amount no less than $750,000 for back rent and other charges due, future rent, and other charges due, together with accrued and accruing pre-judgment interest. The Company is defending this claim and has filed a cross-complaint for $4,000,0000 as a result of not being able to operate in the location.

22. Restatement

The consolidated financial statements for the year ended March 31, 2021, have been restated. The Company purchased inventory from one supplier for aggregate consideration of $3,198,172, which was recorded as cost of sales. These products were sold to one customer for aggregate consideration of $3,700,497, which was recorded as revenue. Subsequent to the issuance of the March 31, 2021 financial statements it was established that this supplier and customer were under management of the same person who also is a significant shareholder in both the supplier and customer. As a result of these relationships it was concluded that the sales transactions lacked commercial substance and therefore did not meet the IFRS 15 requirements for revenue recognition. Consequently, the net amount of $502,325 is being recognized as part of the “Other Loss” in the restated consolidated statement of loss and comprehensive loss.

In addition, at March 31, 2021, the Company recognized an amount receivable from the customer of $1,257,500, This amount was to be recovered as part of the purchase consideration paid in the acquisition by the Company of a part of the customer business (Note 21). Subsequent to March 31, 2021, upon completion of the purchase price allocation of this acquisition it was determined that there were no identifiable intangible asset and the excess paid over the tangible assets acquired were expensed resulting in the Company not receiving an economic benefit from the derecognition of this amount receivable. This provided evidence that as at March 31, 2021 this amount was not recoverable. Consequently, the amount receivable is being recognized as part of the “Other Loss” in the restated consolidated statement of loss and comprehensive loss.

The consolidated financial statements have been restated for the adjustments discussed above, as at March 30, 2021 as detailed in the following tables:

(Expressed in Canadian Dollars)

22. Restatement (Continued)

Restated Consolidated Statement of Loss and Comprehensive Loss

	As Previously Reported	Adjusted	As Restated
Revenue	$ 6,586,392	$ (3,700,497)	$ 2,885,895
Cost of sales	(5,194,391)	3,198,172	(1,996,219)
	1,392,001	(502,325)	889,676
Accounting and audit fees Advertising and promotion	138,991	-	138,991
Advertising and Promotion	4,965,706	-	4,965,706
Amortization (Notes 8, 9 and 10)	106,937	-	106,937
Bad debt expense	25,517	-	25,517
Consulting and management expenses (Note 11)	3,966,875	-	3,966,875
General and administrative	422,789	-	422,789
Insurance expense	67,638	-	67,638
Investor relations	-	-	-
Legal fees	1,016,901	-	1,016,901
Salaries and benefits (Note 11)	752,839	-	752,839
Share-based compensation (Notes 11 and 12)	12,339,694	-	12,339,694
Transfer agent and filing fees	68,387	-	68,387
Travel expenses	259,570	-	259,570
	(24,131,844)	-	(24,131,844)
Foreign exchange loss	(234,730)	-	(234,730)
Interest income	6,439	-	6,439
Listing Expense	(2,192,833)	-	(2,192,833)
Other Loss	-	(755,175)	(755,175)
Transaction costs	(220,326)	-	(220,326)
Other income	20,000	-	20,000
Loss on debt settlement	(38,654)	-	(38,654)
Impairment of goodwill	(1,112,940)	-	(1,112,940)
	(3,773,044)	(755,175)	(4,528,219)
Net loss and comprehensive loss	$ (26,512,887)	$ (1,257,500)	$ (27,770,387)
Basic and diluted loss	$ 9.4	$ 0.03	$ 9.9
Weighted average number of common shares outstanding – basic and diluted	2,807,372	-	2,807,372

(Expressed in Canadian Dollars)

22. Restatement (Continued)

Restated Consolidated Statement of Financial Position

	As Previously Reported	Adjusted	As Restated
ASSETS			
Current assets			
Cash	$ 20,364,895	$ -	$ 20,364,895
Trade receivables	2,393,427	(1,257,500)	1,135,927
Sales taxes recoverable	204,126	-	204,126
Prepaid expenses	1,306,884	-	1,306,884
Inventories	112,949	-	112,949
Other assets	9,759	-	9,759
	24,392,040	(1,257,500)	23,134,540
Property and equipment	448,787	-	448,787
Right-of-use asset	67,576	-	67,576
Intangible assets	540,196	-	540,196
Goodwill	8,393,522	-	8,393,522
Total Assets	$ 33,842,121	$ (1,257,500)	$ 32,584,621
LIABILITIES AND SHAREHOLDER'S EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	$ 1,987,602	$ -	$ 1,987,602
Unearned revenue	81,156	-	81,156
Loans payable	86,683	-	86,683
Due to related party	-	-	-
Other liability	65,000	-	65,000
Lease liability – current	31,323	-	31,323
	2,251,764	-	2,251,764
Non-current liability			
Loans payable	40,000	-	40,000
Lease liability – non current	33,913	-	33,913
	2,325,677	-	2,325,677
Shareholder's equity			
Share capital	32,495,837	-	32,495,837
Obligation to issue shares	14,700	-	14,700
Reserves	25,802,809	-	25,802,809
Foreign exchange translation reserve	58,371	-	58,371
Deficit	(26,855,273)	(1,257,500)	(28,112,773)
Total shareholders' equity	31,516,444	(1,257,500)	30,258,944
Total liabilities and shareholders' equity	$ 33,842,121	$ (1,257,500)	$ 32,584,621

(Expressed in Canadian Dollars)

22. Restatement (Continued)

Restated Consolidated Statement of Cashflows

	As Previously Reported	Adjusted	As Restated
Operating activities			
Net loss	$ (26,512,887)	$ (1,257,500)	$ (27,770,387)
Items not involving cash:			
Share-based compensation	12,339,694	-	12,339,694
Shares issued for services	1,301,469	-	1,301,469
Depreciation	27,337	-	27,337
Amortization of intangible assets	79,600	-	79,600
Bad debt expense	25,517	-	25,517
Loss on debt settlement	38,654	-	38,654
Listing expense	1,517,651	-	1,517,651
Impairment	1,112,970	-	1,112,970
Accretion	517	-	517
Net changes in non-cash working capital:			
Trade receivable	(2,340,970)	1,257,500	(1,083,470)
Sales taxes recoverable	(203,921)	-	(203,921)
Inventories	(60,930)	-	(60,930)
Prepaids and deposits	(1,275,249)	-	(1,275,249)
Other assets	(9,759)	-	(9,759)
Accounts payable and other liabilities	2,059,982	-	2,059,982
Unearned revenue	81,156	-	81,156
Due from (to) related parties	(60,684)	-	(60,684)
Net cash used in operating activities	(11,879,883)	-	(11,879,883)
Investing activities			
Net cash paid for acquisition of Bloombox	(584,393)	-	(584,393)
Net cash paid for acquisition of Score	(302,099)	-	(302,099)
Intangible assets	-	-	-
Equipment	(142,219)	-	(142,219)
Net cash used in investing activities	(1,028,711)	-	(1,028,711)
Financing activities			
Proceeds from issuance of shares, net issuance cost	32,966,473	-	32,966,473
Proceeds from exercise of share options	218,125	-	218,125
Proceeds from exercise of share warrants	4,950	-	4,950
Proceeds from share subscriptions	(27,425)	-	(27,425)
Proceeds from loan, net of repayment	(52,481)	-	(52,481)
Net cash provided by financing activities	33,109,642	-	33,109,642
Cash, beginning	97,340	-	97,340
Cash, ending	$ 20,364,895	$ -	$ 20,364,895

(Expressed in Canadian Dollars)

22. Restatement (Continued)

Restated Consolidated Statement of Changes in Shareholders' Equity

	As Previously Reported	Adjusted	As Restated
Balance, March 31, 2020	$ 136,933	$ -	$ 136,933
Shares issued from private placements (Note 12)	14,764,800	-	14,764,800
Shares issued from public offering (Note 12)	20,057,903	-	20,057,903
Eliminated PlantX Living shares (Note 16)	-	-	-
PlantX Life number of shares - post consolidation (Notes 12 and 16)	-	-	-
Shares issued for RTO acquisition (Notes 12 and 16)	1,517,654	-	1,517,654
Shares issued for Bloombox Acquisition (Notes 12 and 17)	6,841,976	-	6,841,976
Shares issued for Score Acquisition (Notes 12 and 18)	1,943,492	-	1,943,492
Shares issued as finders' fee (Notes 12 and 16)	1,080,098	-	1,080,098
Share issuance costs - cash (Note 12)	(1,856,230)	-	(1,856,230)
Finders' warrants (Note 12)	-	-	-
Shares issued for exercise of options (Note 12)	218,125	-	218,125
Shares issued for exercise of warrants (Note 12)	4,950	-	4,950
Shares issued for debt settlement (Notes 11 and 12)	727,618	-	727,618
Shares issued for services (Note 12)	206,673	-	206,673
Share subscriptions receivable (Note 12)	(27,425)	-	(27,425)
Shares subscriptions received (Note 12)	14,700	-	14,700
Share-based compensation (Notes 11 and 12)	12,339,694	-	12,339,694
Net and comprehensive loss	(26,454,516)	(1,257,500)	(27,712,016)
Balance, March 31, 2021	$ 31,516,444	$ (1,257,500)	$ 30,258,944