PlantX

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PLANTX LIFE INC.

Consolidated financial statements

For the years ended March 31, 2022 and 2021

(EXPRESSED IN CANADIAN DOLLARS)

(AUDITED)

MNP LLP

Independent Auditor's Report

To the Shareholders of PlantX Life Inc.:

Opinion

We have audited the consolidated financial statements of PlantX Life Inc. and its subsidiaries (the "Company"), which comprise the consolidated statement of financial position as at March 31, 2022, and the consolidated statements of loss and comprehensive loss, cash flows and changes in shareholders' deficit (equity) for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audits 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 Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company incurred a net loss loss during the year ended March 31, 2022 and, as of that date, the Company has a working capital deficiency. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matters

The consolidated financial statements of PlantX Life Inc. for the year ended March 31, 2021 were audited by another auditor who expressed an unmodified opinion on those statements on December 23, 2022.

Other Information

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

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits 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 on this other information, 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 Consolidated Financial Statements

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

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 consolidated 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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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 Jonathan MacNeil.

MNP LLP

Toronto, Ontario
December 23, 2022

Chartered Professional Accountants
Licensed Public Accountants

PlantX Life Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

		2022 March 31		2021 March 31
ASSETS				
Current assets				
Cash	**$**	**1,290,382**	$	20,364,895
Receivables (Note 5)		**724,585**		1,135,927
Sales taxes recoverable		**-**		204,126
Prepaids and deposits (Note 6)		**560,657**		1,306,884
Inventories (Note 4)		**1,088,546**		112,949
Other assets		**-**		9,759
		3,664,170		23,134,540
Non-current assets				
Property and equipment (Note 10)		**1,488,725**		448,787
Right-of-use asset (Note 9)		**6,307,619**		67,576
Intangible assets (Note 8)		**734,678**		540,196
Goodwill (Note 8)		**-**		8,393,522
Total assets	**$**	**12,195,192**	$	32,584,621
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Note 7)	**$**	**3,065,304**	$	1,987,602
Contingent consideration (Note 15 (a))		**968,607**		-
Non controlling interest put option (Note 15 (b))		**248,673**		-
Unearned revenue (Note 13)		**151,615**		81,156
Due to related party (Note 11)		**137,233**		-
Loans payable (Note 14)		**866,756**		86,683
Lease liabilities (Note 9)		**1,153,203**		31,323
Other liability		**-**		65,000
		6,591,391		2,251,764
Non-current liabilities				
Loans payable (Note 14)		**201,568**		40,000
Non controlling interest put option (Note 15 (b))		**577,543**		-
Lease liabilities - (Note 9)		**5,825,295**		33,913
Total liabilities		**13,195,797**		2,325,677
Shareholders' (deficit) equity				
Share capital (Note 12)		**53,183,365**		32,495,837
Obligation to issue shares (Note 12)		**1,342,374**		14,700
Reserves (Note 12)		**27,124,555**		25,802,809
Foreign exchange translation reserve		**258,540**		58,371
Deficit		**(82,873,822)**		(28,112,773)
Total shareholder's (deficit) equity		**(964,988)**		30,258,944
Non-controlling Interest		**(35,617)**		-
Total (deficit) equity		**(1,000,605)**		30,258,944
Total liabilities and shareholders' (deficit)	**$**	**12,195,192**	$	32,584,621

Note 2, "Going Concern"
Note 29, "Subsequent events"
Note 30, "Commitments and contingencies"
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 these consolidated financial statements are an integral part of these statements.

PlantX Life Inc.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended March 31, 2022 and 2021
(Expressed in Canadian Dollars)

		March 31, 2022		March 31, 2021
Revenue (Notes 4 and13)	**$**	**11,984,809**	$	2,885,895
Cost of sales (Note 4)		**(8,081,495)**		(1,996,219)
Gross profit		**3,903,314**		889,676
Operating expenses				
Advertising and promotion		**6,289,840**		4,965,706
Depreciation and amortization (Notes 8, 9 and 10)		**1,343,668**		106,937
Bad debt expense		**5,495**		25,517
Consulting and management expenses (Note 11)		**4,878,889**		3,966,875
General and administrative (Note 24)		**6,344,323**		888,988
Legal fees (Note 11)		**1,294,470**		1,016,901
Salaries and benefits (Note 11)		**4,801,446**		752,839
Share-based compensation (Notes 11 and 12)		**10,964,662**		12,339,694
Transfer agent and filing fees (Note 11)		**196,978**		68,387
		(36,119,771)		(24,131,844)
Operating loss		**(32,216,457)**		(23,242,168)
Other items				
Foreign exchange gain (loss)		**101,307**		(234,730)
Interest (expense) income		**(254,345)**		6,439
Listing expense		**-**		(2,192,833)
Transaction costs		**(284,033)**		(220,326)
Other income (Note 4)		**127,012**		20,000
Fair value adjustment contingent consideration (Notes 15)		**246,479**		-
Loss on debt settlement (Note 12)		**-**		(38,654)
Other loss (Note 25 (a))		**(1,264,733)**		(755,175)
Loss from acquisition of LIV assets (Note 25 (b))		**(2,056,765)**		-
Impairment (Note 8)		**(19,201,131)**		(1,112,940)
		(22,586,209)		(4,528,219)
Net loss	**$**	**(54,802,666)**	$	(27,770,387)
Net loss attributable to;				
Company's Shareholders		**(54,761,049)**		(27,770,387)
Non-controlling interests		**(41,617)**		-
Net Loss		**(54,802,666)**		(27,770,387)
Exchange difference on translating foreign operations		**200,169**		58,371
Net comprehensive loss	**$**	**(54,602,497)**	$	(27,712,016)
Weighted average number of Common Shares outstanding - basic and diluted (Notes 12 and 29)		**6,550,539**		2,807,372
Basic and diluted loss per share	**$**	**(8.36)**	$	(9.90)

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

PlantX Life Inc.
Consolidated Statements of Cash Flows
For the years ended March 31, 2022 and 2021
(Expressed in Canadian Dollars)

		2022		2021
Operating activities				
Net loss for the year	**$**	**(54,802,666)**	$	(27,770,387)
Items not involving cash:				
Share-based compensation		**10,964,662**		12,339,694
Shares issued for services		**752,141**		1,301,469
Depreciation		**898,242**		27,337
Amortization of intangible assets		**445,426**		79,600
Interest expense		**254,345**		-
Bad debt expense		**-**		25,517
Loss on debt settlement		**-**		38,654
Listing expense		**-**		1,517,651
Impairment		**19,201,131**		1,112,940
Loss on acquisition of LIV assets		**2,056,765**		-
Gain in fair value of contingent commitments		**(246,479)**		-
Accretion		**-**		517
Net changes in non-cash working capital:				
Receivables		**744,339**		(1,083,470)
Sales taxes recoverable		**204,125**		(203,921)
Inventories		**(652,288)**		(60,930)
Prepaid and deposits		**748,264**		(1,275,249)
Other assets		**9,759**		(9,759)
Accounts payable and other liabilities		**385,842**		2,059,982
Unearned revenue		**70,457**		81,156
Other liabilities		**(64,999)**		-
Due from (to) related parties		**137,233**		(60,684)
Net cash used in operating activities		**(18,893,701)**		(11,879,883)
Investing activities				
Net cash paid for acquisition of Little West		**(440,042)**		-
Net cash paid for acquisition of Plant Based Deli LLC		**(565,889)**		-
Net cash paid for acquisition of New Deli		**(687,912)**		-
Net cash paid for acquisition of Peter Rubi		**(1,585,432)**		-
Net cash paid for acquisition of EH Coffee		**(213,231)**		-
Net cash paid for acquisition of Portfolio Coffee		**(216,019)**		-
Net cash received for acquisition of Score		**-**		(302,099)
Net cash paid for acquisition of Bloombox		**-**		(584,393)
Additions of intangible assets		**(217,710)**		-
Additions of property, plant, and equipment		**(1,604,041)**		(142,219)
Net cash used in investing activities		**(5,530,276)**		(1,028,711)
Financing activities				
Proceeds from exercise of share options		**31,291**		218,125
Proceeds from exercise of share warrants		-		4,950
Proceeds from share subscriptions		**28,902**		(27,425)
Shares issued for private placement, net of issuance cost		**5,141,133**		-
Proceeds of loans		**770,000**		(52,481)
Payment of loans		**(252,657)**		-
Payment of lease liability		**(645,741)**		-
Proceeds from issuance of shares, net of issuance cost		**-**		32,966,473
Net cash provided by financing activities		**5,072,928**		33,109,642
Effect of foreign exchange on cash and cash equivalents		**276,536**		66,507
Net change in cash		**(19,074,513)**		20,267,555
Cash, beginning		**20,364,895**		97,340
Cash, ending	**$**	**1,290,382**	$	20,364,895

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

PlantX Life Inc.

Consolidated Statements of Cash Flows
For the years ended March 31, 2022 and 2021
(Expressed in Canadian Dollars)

Supplemental disclosure:	**2022**	2021
	$	$
Shares issued in settlement of debts	-	727,618
Shares issued for services	752,141	1,301,469
Shares issued for RTO acquisition	-	1,517,654
Shares issued for Bloombox acquisition	-	6,841,975
Shares issued for score acquisition	-	1,943,942
Shares issued for Little West acquisition	2,928,941	-
Shares issued for Plant Based – Deli acquisition	935,191	-
Shares issued for acquisition of LIV assets	1,487,333	-
Shares issued for EH and Portfolio Coffee acquisition	266,456	-
Shares issued for Plant X Midwest acquisition	1,627,113	-
Share based Compensation	10,964,662	-

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

PlantX Life Inc.

Consolidated Statements of Changes in Shareholders' (Deficit) Equity
(Expressed in Canadian Dollars)

	Common Share Capital							
	Number of Shares	Amount	Obligation to issue shares	Contributed Surplus	Accumulated Other Comprehensive Income	Accumulated Deficit	Non-controlling interest	Total
Balance, March 31, 2020	**1,178,614**	**$ 471,444**	**$ -**	**$ 7,875**	**$ -**	**$ (342,386)**	**$ -**	**$ 136,933**
Shares issued from private placements (Note 12)	2,286,415	9,840,118	-	4,924,682	-	-		14,764,800
Shares issued from public offering (Note 12)	955.138	12,552,370	-	7,505,533	-	-		20,057,903
Eliminated PlantX Living shares (Note 16)	(1,778,611)	-	-	-	-	-		-
PlantX Life number of shares - post consolidation (Notes 12 and 16)	125,670	-	-	-	-	-		-
Shares issued for RTO acquisition (Notes 12 and 16)	1,956,472	1,517,653	-	-	-	-		1,517,653
Shares issued for Bloombox Acquisition (Notes 12 and 17)	539,128	6,841,976	-	-	-	-		6,841,976
Shares issued for Score Acquisition (Notes 12 and 18)	94,858	1,943,492	-	-	-	-		1,943,492
Shares issued as finders' fee (Notes 12 and 16)	62,563	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)	88,625	556,304	-	(338,179)	-	-		218,125
Shares issued for exercise of warrants (Note 12)	990	8,098	-	(3,148)	-	-		4,950
Shares issued for debt settlement (Note 12)	31,280	727,618	-	-	-	-		727,618
Shares issued for services (Note 12)	7,945	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	-	-	-	-	58,371	(27,770,387)		(27,712,016)
Balance March 31, 2021 (restated)	**5,549,087**	**$ 32,495,837**	**$ 14,700**	**$ 25,802,809**	**$ 58,371**	**$ (28,112,773)**	**$ -**	**$ 30,258,944**
Shares issued for vested RSU and PSU (Note 12)	606,983	11,616,700	-	(11,616,700)	-	-	-	-
Shares issued for acquisition of Little West (Note 19)	244,625	2,492,351	156,839	-	-	-	-	2,649,190
Contingent consideration - Little West (Note 19)	86,022	279,752	-	-	-	-	-	279,752
Shares issued for acquisition of Plant-Based Deli (Note 20)	125,799	935,191	-	-	-	-	-	935,191
Shares issued for acquisition LIV assets (Note 25)	188,889	1,487,333	-	-	-	-	-	1,487,333
Shares issued for acquisition EH Coffee and Portfolio Coffee (Notes 21 and 22)	18,266	159,914	106,542	-	-	-	-	266,456
Shares issued for acquisition PlantX Midwest ("Peter Rubi") (Note 23)	114,861	562,820	1,064,293	-	-	-	-	1,627,113
Shares issued for exercise of options (Note 12)	5,000	31,291	-	-	-	-	-	31,291
Shares issued for services (Note 12)	113,810	752,141	-	-	-	-	-	752,141
Shares issued for private placement – Net of issuance cost (Note 12)	2,614,833	5,141,133	-	-	-	-	-	5,141,133
Share subscription received (Note 12)	-	28,902	-	-	-	-	-	28,902
Non- controlling interest put option	-	-	-	(826,216)	-	-	-	(826,216)
Warrants issuance (Note 12)	-	(2,800,000)	-	2,800,000	-	-	-	-
Share-based compensation (Notes 11 and 12)	-	-	-	10,964,662	-	-	-	10,964,662
Non- controlling interest	-	-	-	-	-	-	6,000	6,000
Net and comprehensive loss	-	-	-	-	200,169	(54,761,049)	(41,617)	(54,602,497)
Balance March 31, 2022	**9,668,175**	**$ 53,183,365**	**$ 1,342,374**	**$ 27,124,555**	**$ 258,540**	**$ (82,873,822)**	**$ (35,617)**	**$ (1,000,605)**

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

1. Nature of Operations

PlantX Life Inc. ("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.

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.

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

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 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).

On May 10, 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 19).

On May 27, 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. Plant-Based Deli LLC. 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 20).

On November 11, 2021 the Company acquired majority equity interests in each of Eh Coffee Corp. ("Eh Coffee") and Portfolio Coffee Inc. ("Portfolio Coffee"). Eh Coffee and Portfolio Coffee source, roast, and distribute specialty coffees for a memorable farm to cup experience. Headquartered in Toronto, Ontario, Eh Coffee sources specialty coffee beans from renowned family farms worldwide and custom roasts these harvests in Canada. Branded "Portfolio" – Portfolio Coffee distributes these wide ranges of specialty coffees, featuring different roasts, flavour profiles and regions (Note 21 and Note 22).

On December 12, 2021, the Company, through its indirect wholly-owned subsidiary, PlantX Midwest Inc. has acquired substantially all of the assets and assumed certain of the liabilities of Peter Rubi, LLC ("Peter Rubi"). Peter Rubi is an innovative plant-based market, e-commerce platform and two brick-and-mortar stores located in Chicago, Illinois (Montrose Avenue) and Plainfield, Illinois (Route 59). The Peter Rubi brand is known for its plant-based grocery items, plant-based catering services and the delivery of carefully designed plant-based dishes, dips and seasonal fruit and vegetable trays from local vendors (Note 23).

2. Going Concern Assumption

These annual 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, 2022, the Company's net losses are $54,802,666 (March 31, 2021 $27,770,387), cash flow from operations $(18,893,701) (March 31, 2021; $(11,879,883) and the working capital deficit is $(2,927,221) (March 31, 2021: $20,882,776).

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that 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. This may result in a significant reduction in the scope of existing and planned operations. Accordingly, these annual 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) Basis of presentation and measurement

The policies applied in these annual consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These annual consolidated financial statements of the Company have been prepared based on historical costs, modified where applicable. These restated annual consolidated financial statements are presented in Canadian dollars.

(b) Basis of consolidation

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

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

(Expressed in Canadian Dollars)

Name	Country of incorporation	Functional currency	% equity interest as at
Vegaste Technologies US Corp. (“Vegaste”)	US	U.S Dollar	100%
PlantX Living Inc.	Canada	Canadian Dollar	100%
Bloombox Club Ltd. (“Bloombox”)	United Kingdom	Pound Sterling	100%
Bloombox UG	Germany	Euro	100%
PlantX Living Squamish Inc. (”Score”)	Canada	Canadian Dollar	100%
PlantX Israel Ltd. (“Israel”)	Israel	Israeli New Shekel	100%
PlantX Lifestyle USA Inc.	US	U.S Dollar	100%
WS West LLC (“Little West LLC”)	US	U.S Dollar	100%
Plant-Based Deli LLC	US	U.S Dollar	100%
New Deli Hillcrest LLC (New Deli)	US	U.S Dollar	100%
PlantX Nevada Holdings LLC	US	U.S Dollar	100%
PlantX UK	United Kingdom	Pound Sterling	100%
EH Coffee Inc. (“EH Coffee”)	CAD	Canadian Dollar	53.5%
Portfolio Coffee Inc. (“Portfolio Coffee”)	CAD	Canadian Dollar	51%
PlantX Midwest Inc.	US	U.S Dollar	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 annual consolidated financial statements require the directors and management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical estimates and judgments applied by management that most significantly affect the Company's consolidated financial statements. Uncertainty about these judgements and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Measurement of revenue

Revenue is recognized when the amount of revenue can be measured reliably, the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of products can be estimated reliably. Revenues are presented net of refunds, discounts, and credits.

Deferred revenues are estimated based on the average numbers of days for goods to be delivered to the online customers and are presented as current liability.

Business combinations and contingent consideration

Management is required to make judgments and estimates when identifying and measuring the fair value of assets acquired and liabilities assumed in a business combination. Management applied the guidance set out in IFRS 3 Business Combinations when determining the recognition of assets acquired and liabilities assumed in connection with the acquisitions of the Company's subsidiary entities.

In certain acquisitions, the Company may include contingent consideration which is subject to the acquired business achieving certain performance targets. At the date of acquisition and at each subsequent reporting period, the Company estimates the future performance of acquired businesses, which are subject to contingent consideration, in order to assess the probability that the acquired business will achieve its performance targets and thus earn its contingent consideration. Any changes in the fair value of the contingent consideration classified as a liability between reporting periods are included in the determination of profit or loss. Changes in fair value arise as a result of various factors, including the estimated probability of the acquired business achieving its earnings targets.

Impairment of goodwill and determination of cash-generating units

Determining whether goodwill is impaired requires the determination of cash-generating units and an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The determination of cash-generating units requires management' judgment to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

Share-based compensation and warrants

The option pricing model used to determine the fair value of share-based payments requires various estimates relating to volatility, interest rates, dividend yields and expected life of the options granted. Fair value inputs are subject to market factors as well as internal estimates. The Company considers historic trends together with any new information to determine the best estimate of fair value at the date of grant. Separate from the fair value calculation, the Company is required to estimate the expected forfeiture rate of equity-settled share-based payments.

Amortization of intangible assets

The Company applies the straight-line method to recognize amortization of intangible assets. Management is satisfied that the straight-line method best reflects the pattern in which the assets' future economic benefits are expected to be consumed by the Company.

Going concern

Assessing the Company's ability to continue as a going concern requires management to estimate future cash flows and other future events, the outcome of which is uncertain.

Deferred tax

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax recorded is also subject to uncertainty regarding the magnitude of non-capital losses available for carry forward and of the balances in various tax pools. By their nature, these estimates are subject to measurement uncertainty, and the effect on the annual consolidated financial statements from changes in such estimates in future periods could be material. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets are reviewed at each reporting date and adjusted to the extent that it is no longer probable that the related tax benefit will be realized.

(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.

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:

- 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

IFRS 9 Financial Instruments ("IFRS 9") contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income or loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets:

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, FVOCI or FVTPL. The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.
- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss except where the Company has irrevocably elected on initial recognition to present in other comprehensive income the fair value gains and losses of an equity investment that is neither held for trading nor contingent consideration acquired in a business combination. In such cases, the cumulative gains and losses recognized in other comprehensive income are not reclassified to profit or loss on derecognition of the investment.

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for trade receivables. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the consolidated statements of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

- Transfers the right to receive the contractual cash flows of the financial asset, or;
- Retains the right to receive the contractual cash flows of the financial asset but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Financial liabilities:

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities, except for financial liabilities subsequently measured at fair value through profit or loss, are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Classification of financial instruments

The following table summarizes the classification of the Company's financial instruments:

Asset / liability	**Classification under IFRS 9**
Cash	FVTPL
Receivable	Amortised cost
Sales taxes recoverable	Amortised cost
Prepaids and deposits	Amortised cost
Accounts payable and accrued liabilities	Amortised Cost
Contingent consideration	FVTPL
Non-controlling interest put option	Amortised Cost
Loans	Amortised Cost
Lease liability	Amortised Cost

(d) Loss per share

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

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purpose of testing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating unit, or "CGU"). An impairment loss is recognized for the amount, if any, by which an assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less cost to sell and the value in use (being the present value of expected future cash flows of the asset or CGU). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount and the carrying amount that would have been recorded had no impairment loss been previously recognized, with the exception of goodwill.

(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 combinations

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. In determining the allocation of the purchase price in a business combination, including any acquisition-related contingent consideration, estimates including market based and appraisal values are used. The contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with IFRS 9 *Financial Instruments,* or IAS 37 *Provisions, Contingent Liabilities and Contingent Assets,* as appropriate, with the corresponding gain or loss being recognized in profit or loss.

The Company measures all assets acquired and liabilities assumed at their acquisition-date fair values. Acquisition-related costs are recognized as expenses in the periods in which the costs are incurred and the services are received (except for the costs to issue debt or equity securities which are recognized according to specific requirements). The excess of the aggregate of (a) the consideration transferred to obtain control, over (b) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, is recognized as goodwill as of the acquisition date.

(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 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.

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.

For retail and wholesale arrangements, revenue is recognized immediately upon providing the customer with the product.

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

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received.

The right-of-use assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate.

Short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of lease liabilities are recognized in profit or loss as incurred.

(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.

(o) Inventory

Inventories are measured at the lower of cost and net realizable value ("NRV"). Cost is determined using FIFO ("First In First Out"), and includes all costs of purchases and all other costs incurred in bringing inventories to their present location and condition. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. When there is a decline in the price of an item which indicates that the cost is higher than the NRV, a provision for inventories is established and an expense is recognized in the period in which the write-down occurs. A provision for impairment involves significant management judgment and includes the review of inventory aging and an assessment of cost recoverability.

Inventory consisted of mainly finished goods as at March 31, 2022 and 2021.

(p) Goodwill

Goodwill represents the excess of the purchase price paid for the acquisition of subsidiaries over the fair value of the net tangible and intangible assets acquired. Following initial recognition, goodwill is measured at cost less accumulated impairment losses.

(q) Property and equipment

Property and equipment are recorded at cost, net of accumulated depreciation and accumulated impairment losses (if any) Cost includes all expenditure incurred to bring the assets to the location and condition necessary for them to be operated in the manner intended by management.

Depreciation is calculated using the following terms and methods:

• Office Equipment	2-5 Years	Straight -Line
• Machinery and Equipment	2-5 Years	Straight -Line
• Furniture and Fixtures	2-5 Years	Straight -Line
• Truck	3-5 Years	Straight -Line
• Building improvements	2-5 Years	Straight -Line or lease terms whichever is less

An item of equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the assets (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the profit and loss in the year the assets is derecognized. The assets residual values and useful lives are reviewed and adjusted prospectively if appropriate.

(r) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management and decision makers. The Company evaluates segment performance on the basis of its results, as reported to internal management, on a periodic basis.

The Company identify following as the reportable segments:

Vegaste Technologies US Corp. (“Vegaste”)
PlantX Living Inc.
Bloombox Club Ltd. (“Bloombox”) and Bloombox UG
PlantX Living Squamish Inc. (”Score”)
PlantX Israel Ltd. (“Israel”)
WS West LLC (“Little West LLC”)
Plant-Based Deli LLC
New Deli Hillcrest LLC
PlantX Nevada Holdings LLC
PlantX UK
EH Coffee Inc. (“EH Coffee”) and Portfolio Coffee Inc
PlantX Midwest Inc.

(Expressed in Canadian Dollars)

5. Risk Management and Financial Instruments

The Company's financial instruments consist of cash, trade receivable, accounts payable and accrued liabilities, loans payable, due to and from related parties. 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.

As at March 31, 2022, the fair value of cash was determined using level 1 inputs. Contingent consideration is accounted for at FVTPL as a Level 3 fair value measurement, and is revalued at each reporting period. The fair value is determined by estimating the expected earnout and redemption amount that will ultimately be payable.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. 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.

		March 31, 2022		March 31, 2021
Trade receivables		**435,392**		1,021,761
Cash due from credit card and other payment processors		**289,193**		114,166
	$	**724,585**	$	1,135,927

The Company is exposed to credit risk to the extent that its customers become unable to meet their payment obligations. The Company's exposure to concentrations of credit risk is limited. Trade receivables include amounts receivable from the sale of goods , mainly to wholesale customers.

The Company is not exposed to significant credit risk arising from its exposure to the credit card and other payment processors due to its short-term nature.

Trade receivables aging (net of provision) was as follows:

		March 31, 2022		March 31, 2021
0-30 days	**$**	**648,342**	$	114,166
31-60 days		**41,907**		-
61-90 days		**14,700**		-
Over 90 days		**19,636**		1,021,761
Total	**$**	**724,585**	$	1,135,927

(Expressed in Canadian Dollars)

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash, another financial asset or equity instrument. Liquidity risk is managed by maintaining appropriate levels of cash and cash equivalents. The Company also manages liquidity risk by continuously monitoring actual and projected cash flows. To the extent the Company does not believe it has sufficient liquidity to meet its obligations, it will consider generating funds from additional sources of financing or other strategic alternatives. The Company's liquidity may be adversely affected if its access to the capital and debt markets is hindered, whether as a result of a downturn in general market conditions, or as a result of conditions specific to the Company. If any of these events were to occur, they could adversely affect the financial performance of the Company.

At March 31, 2022, the Company had a cash balance of $1,290,382 (March 31, 2021: $20,364,895) and current liabilities of $6,591,391 (March 31, 2021: $2,251,764).

In the normal course of business, the Company enters into significant commitments for the purchase of goods and services, such as the purchase of inventory, most of which are short-term in nature and are settled under normal trade terms.

The following table provides the details of the Company remaining contractual maturity for its non derivatives financial liabilities with agreed repayment periods.

The table has been drawn based on the undiscounted cash flows which the Company can be required to pay:

	Less than one year	**Years two to five**	**Total**
Accounts payable	3,065,304	-	3,065,304
Contingent consideration	968,607	-	968,607
Non-controlling interest put option	248,673	577,543	826,216
Due to related party	137,233	-	137,233
Loans payable	866,756	201,568	1,068,324

Refer Note 9 for a maturity of Company's lease liability.

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, 2022, market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk:

The Company is party to financial instruments or enters into transactions that are denominated in currencies other than its functional currency. Consequently, the Company is exposed to translation risk in which other foreign currencies change in a manner that has an adverse effect on the value of the Company's assets or liabilities denominated in its operational currency. This risk is mitigated by timely payment of creditors and monitoring of foreign exchange fluctuations by management. The Company does not hedge against movements in foreign currency exchange rates.

(Expressed in Canadian Dollars)

2022	Cash and cash equivalent	Accounts receivable	Accounts payables	Lease liability	Loans	Net exposure
United States dollars	363,272	393,025	(878,500)	(6,038,657)	(898,323)	(7,059,183)
Pounds Sterling	178,274	43,924	(601,286)	-	(68,402)	(447,490)
	541,546	436,949	(1,479,786)	(6,038,657)	(966,725)	(7,506,673)

2021	Cash and cash equivalent	Accounts receivable	Accounts payables	Lease liability	Loans	Net exposure
United States dollars	508,481	-	(42,725)	-	-	465,756
Pounds Sterling	402,719	86,930	(763,454)	-	(86,685)	(360,490)
	911,200	86,930	(806,179)	-	(86,685)	105,266

A 5% change in the foreign currencies against functional currencies, assuming that all other variables are constant, would have increased or decreased net loss by $375,333 (2021: $5,263) as a result of the revaluation on foreign currency denominated financial assets and liabilities.

Interest rate risk:

Interest rate risk refers to the risk of loss due to adverse movements in interest rates. Interest rate risk consists of a) the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, and b) to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities. Interest rate risk on the loan is limited due to the fact that it has a fixed rate's of interest.

Other price risk:

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market prices, other than those arising from interest rate risk or currency risk. The Company's exposure to other price risks is not significant.

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)

6. Prepaid and Deposits

		March 31, 2022		March 31, 2021
Insurance	**$**	**5,976**	$	30,333
Legal		**-**		30,655
Office		**40,642**		69,142
Advertising and promotion		**37,501**		1,009,972
Consulting		**33,195**		88,261
Rent		**54,809**		78,521
Deposits		**388,534**		-
	$	**560,657**	$	1,306,884

7. Accounts Payable and Accrued Liabilities

		March 31, 2022		March 31, 2021
Accounts payable (Note 11)	**$**	**1,894,973**	$	1,381,851
Accrued liabilities		**1,170,331**		605,751
	$	**3,065,304**	$	1,987,602

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
Additions		218,010		-		838,565		1,056,575
Disposal/ Impairment		(41,085)		(167,417)		(209,282)		(417,784)
As at March 31, 2022	$	357,721	$	148,583	$	752,283	$	1,258,587
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)
Charge for the period		(99,702)		(105,333)		(240,391)		(445,426)
FX translation		58		639		420		1,117
As at March 31, 2022	$	(122,542)	$	(148,583)	$	(252,784)	$	(523,909)
Net book value:								
As at March 31, 2021	**$**	**157,898**	**$**	**272,111**	**$**	**110,187**	**$**	**540,196**
As at March 31, 2022	**$**	**235,179**	**$**	**-**	**$**	**499,499**	**$**	**734,678**

(Expressed in Canadian Dollars)

Goodwill	**Plant Based Deli**	**Little West**	**Bloombox**	**Score**	**EH Coffee**	**Portfolio Coffee**	**PlantX Midwest**	**Total**
As at March 31, 2020	$-	$-	$-	$-	$-	$-	$-	$-
Additions (Notes 17 and 18)	-	-	7,464,982	2,041,480	-	-	-	9,506,462
Impairment	-	-	-	(1,112,940)	-	-	-	(1,112,940)
As at March 31, 2021	**-**	**-**	**7,464,982**	**928,540**	**-**	**-**	**-**	**8,393,522**
Additions (Notes 19-23)	1,524,182	4,255,032	-	-	322,498	370,073	2,679,040	9,150,825
Impairment (Note 19-23)	(1,524,182)	(4,255,032)	(7,464,982)	(928,540)	(322,498)	(370,073)	(2,679,040)	(17,544,347)
As at March 31, 2022	-	-	-	-	-	-	-	-

Goodwill calculated in these acquisitions represents the expected synergies from combining the operations of Bloombox Score, Little West, LIV, EH Coffee, Portfolio Coffee, PlantX Midwest and Plant Based Deli with the Company, revenue growth, future market development and the workforce acquired.

Goodwill for each CGU is tested for impairment annually at its designated date. The designated date for the annual impairment test is March 31st. The key assumptions used in estimation of recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

Goodwill	**Plant Based Deli**	**Little West**	**Bloombox**	**Score**	**EH Coffee**	**Portfolio Coffee**	**PlantX Midwest**
Weighted average cost of capital ("WACC")	**7.5%**	**9.8%**	**10%**	**10%**	**10%**	**10%**	**10.3%**
Terminal value growth rate	**2%**	**2%**	**2%**	**2%**	**2%**	**2%**	**2%**
Budgeted sales growth rate (average of next five years)	**18%**	**20%**	**10%**	**8%**	**17%**	**(2%)**	**5%**

Five years of cash flows were included in the discounted cash flow model. Expected EBITDA was based on expectations of future outcomes taking into account past experience, adjusted for anticipated growth. Based on the value in use calculation, management has determined that the carrying amount of these CGU's was determined to be lower than its recoverable amount and an impairment loss of $19,201,131 was recognized during the year. The impairment loss was allocated to goodwill for $17,544,347, leasehold improvements for $501,399, intangible assets for $417,784 and right-of-use asset for $737,601 and is included in the consolidated statements of loss and comprehensive loss.

9. Right-of-Use Assets and Liabilities

The following is the continuity of lease liabilities as at and for the years ended March 31, 2022:

Right-of-use asset:		
Present value of lease payments	$	64,719
Deposits		8,250
Depreciation		(5,393)
Balance, March 31, 2021		67,576
Addition		7,333,803
Depreciation		(356,159)
Impairment		(737,601)
Balance, March 31, 2022	$	6,307,619

(Expressed in Canadian Dollars)

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
Balance, March 31, 2021	$	65,236
Addition		7,443,803
Accrued interest		115,200
Payment		(645,741)
Balance, March 31, 2022		6,978,498
Less: current portion		(1,153,203)
Non-current portion	$	5,825,295

During the year ended March 31, 2022, the Company has closed the leasehold premises of New Deli and therefore recorded the impairment against the *right of use of asset* amounting to $737,601.

The following schedule lists out the timing of discounted lease payments :

		March 31, 2022
Less than one year	**$**	**1,192,252**
Between one and two years		**1,163,929**
Between two and three years		**897,286**
Between three and four years		**670,588**
Between four and five years		**497,921**
More then 5 years		**2,556,522**
	$	**6,978,498**

10. Property and Equipment

	Office Equipment	Machinery and Equipment	Furniture and Fixtures	Building Improvements	Total
Cost:					
Balance, March 31, 2020	$ -	$ -	$ -	$ -	$ -
Additions (Note 18)	20,581	363,323	58,840	332,438	775,182
Disposal	-	-	(5,180)	-	(5,180)
Balance, March 31, 2021	20,581	363,323	53,660	332,438	770,002
Additions (Notes 18-24)	868,553	402,474	79,094	733,298	2,083,419
Impairment	-	-	-	(501,399)	(501,399)
Balance, March 31, 2022	$ 889,134	$ 765,797	$ 132,754	$ 564,337	$ 2,352,022
Amortization:					
Balance, March 31, 2020	$ -	$ -	$ -	$ -	$ -
Additions	(17,804)	(124,148)	(16,679)	(132,975)	(291,606)
Charge for the year	(1,979)	(10,312)	(1,342)	(8,311)	(21,944)
FX translation	49	(7,714)	-	-	(7,665)
Balance, March 31, 2021	(19,734)	(142,174)	(18,021)	(141,286)	(321,215)
Charge for the period	(408,815)	(48,583)	(7,015)	(77,669)	(542,082)

(Expressed in Canadian Dollars)

Balance, March 31, 2022	$	(428,549)	$	(190,757)	$	(25,036)	$	(218,955)	$	(863,297)
Net book value:										
Balance, March 31, 2021	$	847	$	221,149	$	35,639	$	191,152	$	448,787
Balance, March 31, 2022	$	460,585	$	575,040	$	107,718	$	345,383	$	1,488,725

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, 2022		Year ended March 31, 2021
Salaries and benefit	$	**106,667**	$	182,570
Consulting expenses		**906,007**		812,012
Other operating expense		**1,106,491**		1,095,211
Share-based compensation (Note 12)		**3,911,663**		4,104,943
	$	**6,030,828**	$	6,194,736

As at March 31, 2022, $137,233 (March 31, 2021 - $Nil) owing to directors or officers for consulting and director fees. The amounts due are unsecured, due on demand, and bear no interest.

During the year ended March 31, 2022, the Company incurred legal fees of $545,848 (March 31, 2021 - $941,996) with a law firm at which a director, is a partner. Other operating expenses include administrative expenses for the year ended March 31, 2022 of $225,934 (March 31, 2021 - $53,117) and travel expenses for the year ended March 31, 2022 of $334,709 (March 31, 2021 - $100,098) that were paid on behalf of key management in the normal course of operations.

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 CEO and Director.

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, 2022, the Company had 9,668,175 (March 31, 2021 – 5,549,087) Common Shares outstanding.

During the year ended March 31, 2022:

On April 5, 2021, the Company issued 108,163 Common Shares for vested 49,375 PSU’s and 58,788 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 7, 2021, the Company issued a total of 63,642 Common Shares consideration to acquire Little West.

On May 18, 2021, the Company issued an aggregate of 32,345 Common Shares for a fair value of $304,047 to certain consultants of the Company at a price of $9.4 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 issued a total of 125,800 as consideration in accordance with the terms of the acquisition agreement Plant Based Deli

On June 25, 2021, the Company issued a total of 188,889 as consideration in accordance with the terms of the acquisition agreement LIV Marketplace assets.

On September 16, 2021, the Company issued 148,625 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 60,328 Common Shares in accordance with the terms of the acquisition agreement with Little West.

On November 11, 2021, the Company issued a total of 60,328 Common Shares in accordance with the terms of the acquisition agreement with Little West.

On November 12, 2021, the Company issued a total of 9,133 Common Shares in accordance with the terms of the acquisition agreement with Little West.

On December 15, 2021, the Company issued a total of 31,916 Common Shares for in accordance with the terms of the acquisition agreement with Little West.

On December 16, 2021, the Company issued 91,663 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 45,945 Common Shares in accordance with the terms of the acquire agreement with Peter Rubi (Note 23).

On January 5, 2022, the Company issued 70,823 Common Shares to certain directors, officers, employees and consultants of the Company for services performed. The fair value of Common Shares issued was $392,924.

On January 31, 2022, the Company issued 183,913 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 16, 2022, the Company has completed an oversubscribed non-brokered private placement of 2,614,883 units of the Company at a price of CAD$2.10 per Unit for approximate aggregate gross proceeds of CAD$5,491,150,net of the share issuance cost of $350,000.

On February 23, 2022, the Company issued a total of 9,133 Common Shares in accordance with the terms of the acquisition agreement with EH Coffee and Portfolio Coffee..

On March 15, 2022, the Company issued a total of 60,327 Common Shares in accordance with the terms of the acquisition agreements with Little West .

On March 15, 2022, the Company issued a total of 68,916 Common Shares in accordance with the terms of the acquisition agreements with Peter Rubi.

On March 16, 2022, the Company issued 5,000 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 38,063 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 54,106 Common Shares in accordance with the terms of the acquisiton agreement with Little West (Note 19).

During the year ended March 31, 2021:

On August 5, 2020, the Company issued a total of 1,956,472 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 640,960 Common Shares at a price of $5 per share for total gross proceeds of $3,204,800 (Note 16).

In addition, the Company also closed a seed round financing of 600,000 Common Shares at a price of $0.1 per share for total gross proceeds of $60,000.

On November 6, 2020, the Company issued a total of 539,128 Common Shares at a fair value of $6,841,976 as consideration to acquire Bloombox. In connection with the acquisition, the Company issued 62,563 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 640,960 Common Shares at a price of $5 per share for total gross proceeds of $3,204,800. The Company incurred in $14,000 issuance cost and issued 1,800 finders' warrants for a fair value of $ 1,468 related to this offering.

On December 16, 2020, the Company closed a non-brokered private placement of 1,045,455 units of the Company at a price of $11 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 $15 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 $40 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 38,738 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 $15 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 7,949 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 94,858 Common Shares for a fair value of $1,943,492 as consideration to acquire Score (Note 18).

On March 22, 2021, the Company completed a public offering through the sale and issue of 955,138 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 $21 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 $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 $40 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 46,197 finders' warrants exercisable until March 22, 2023, at a price of $25 per share with a fair value of $518,793.

During the year ended March 31, 2021, the Company issued of 31,280 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.

During the year ended March 31, 2021, the Company issued a total of 13,625 Common Shares for exercise of 272,500 options at an exercise price of $5.

During the year ended March 31, 2021, the Company issued 75,000 Common Shares for exercise of 1,500,000 options at an exercise price of $2 to a related party of the Company.

During the year ended March 31, 2021, the Company issued 990 Common Shares related to the exercise of 19,800 finders' warrants at an exercise price of $5.

The Company has an obligation to issue 500 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.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the year ended March 31, 2022 was based on the net loss attributable to common shareholders of $54,761,049 (March 31, 2021 - 27,770,387) and the weighted average number of Common Shares outstanding of 6,550,539 (March 31, 2021 – 2,807,372).

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 198,102 stock options to the Company's officers, consultants, and advisors. The stock options are exercisable at $5 for a period of five years until August 10, 2025. 15,000 of the stock options has a vesting term of two years on quarterly basis and 183,012 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. During the year ended March 31, 2022, the Company recognized $414,409 in share-based compensation.

On December 2, 2020, the Company granted 90,750 stock options to the Company's officers, consultants and employees. The stock options are exercisable at a price of $14 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. During the year ended March 31, 2022, the Company recognized $304,540 in share-based compensation.

On December 16, 2020, the Company granted 93,500 stock options to the Company's consultants. The options are exercisable at a price of $29 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 – 0.44%; 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 $1,271,454 in share-based compensation during the year ended March 31, 2021. During the year ended March 31, 2022, the Company recognized $717,507 in share-based compensation.

The Company has an obligation to issue 500 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 $33 for a period of 90 days.

The Company has an obligation to issue 300 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 $30.4 for a period of 90 days.

The Company has an obligation to issue 40,000 options to a consultant. The options are exercisable at a price of $22.40 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 5,000 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. During the year ended March 31, 2022, the Company recognized $289,875 in share-based compensation.

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 197,500 PSUs 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. During the year ended March 31, 2022, the Company recognized $1,111,517 in share-based compensation.
The Company has an obligation to issue 2,500 PSUs to a consultant of the Company. The PSUs 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. During the year ended March 31, 2022, the Company recognized $8,194 in share-based compensation.
On December 2, 2020, the Company granted 27,500 RSUs 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. During the year ended March 31, 2022, the Company recognized $152,635 in share-based compensation.

On December 17, 2020, the Company granted 207,650 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. The Company recognized $3,551,814 share-based compensation for the RSU vested during the year ended March 31, 2021. During the year ended March 31, 2022, the Company recognized $2,802,276 in share-based compensation.

The Company has an obligation to issue 1,500 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. During the year ended March 31, 2022, the Company recognized $21,055 in share-based compensation.

The Company has an obligation to issue 1,500 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, 2022, the Company recognized $21,136 in share-based compensation.

During the year ended March 31, 2021, the Company issued a total of 13,625 Common Shares related to the exercise of 272,500 options at an exercise price of $5.

During the year ended March 31, 2021, the Company issued 75,000 Common Shares related to the exercise of 1,500,000 options at an exercise price of $2 to a related party of the Company.

On April 5, 2021, the Company granted 192,550 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 $16 per common share. 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 $2,064,747 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 96.06%; risk-free interest rate – 0.97%; 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 $2,057,226 in share-based compensation during the year ended March 31, 2022.

On the same date, the Company also granted 136,364 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. The Company recognized $2,038,452 stock-based compensation for the RSU vested during the year ended March 31, 2022.

(Expressed in Canadian Dollars)

On May 26, 2021, the Company granted 5,000 RSU's to a consultant of the Company pursuant to terms and conditions of the Company's restricted share unit plan. The RSU's have a term of 2 year, of the RSU's will vest every monthly from the date of grant. The Company recognized $24,167 stock-based compensation for the RSU vested during the year ended March 31, 2022.

During the year ended March 31, 2022, the Company issued 5,000 Common Shares related to the exercise of 5,500 options at an exercise price of $5 to a related party of the Company.

On September 15, 2021, the Company granted 144,000 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. The Company recognized $946,660 stock-based compensation for the RSU vested during the year ended March 31, 2022.

On September 15, 2021, the Company granted 6,000 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 $8.4 per common share. 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 $37,139 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 105.86%; risk-free interest rate – 0.86%; 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 $20,045 in share-based compensation during the year ended March 31, 2022.

On November 2021, the Company granted 5,000 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. The Company recognized $31,378 stock-based compensation for the RSU vested during the year ended March 31, 2022.

On February 9, 2022, the Company granted 1,000 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. The Company recognized $1,013 stock-based compensation for the RSU vested during the year ended March 31, 2022.

On February 14, 2022, the Company granted 5,000 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. The Company recognized $2,606 stock-based compensation for the RSU vested during the year ended March 31, 2022.

A summary of the Company's outstanding stock options as at March 31, 2022 is as follows:

	Number of Options	**Weighted Average Exercise Price**
Outstanding, March 31, 2020	75,000	$ 2.00
Replaced*	(75,000)	-
Granted*	75,000	2.00
Granted	423,152	11.80
Expired	(6,250)	5.00
Exercised	(13,625)	5.00
Exercised	(75,000)	2.40
Outstanding, March 31, 2021	403,277	$ 12.00
Granted	192,550	16.00
Granted	6,000	5.00
Exercised	(5,000)	5.00

(Expressed in Canadian Dollars)

Expired	(800)	5.00
Outstanding, March 31, 2022	596,027	$ 13.20

*On August 5, 2020, the Company granted 75,000 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 $2 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, 2022 are as follows:

	Number of PSU's
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-
Granted	200,000
Outstanding, March 31, 2021	200,000
Exercised	(49,375)
Exercised	(49,375)
Exercised	(98,750)
Outstanding, March 31, 2022	2,500

	Number of RSU's
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-
Granted	238,150
Outstanding, March 31, 2021	238,150
Granted	136,364
Granted	5,000
Granted	144,000
Granted	5,000
Granted	1,000
Granted	5,000
Exercised	(58,788)
Exercised	(99,250)
Exercised	(833)
Exercised	(1,038)
Exercised	(625)
Exercised	(91,663)
Exercised	(34,063)
Cancelled	(3,889)
Cancelled	(1000)
Cancelled	(350)
Exercised	(51,913)
Exercised	(375)
Exercised	(32,875)
Exercised	(37,438)
Exercised	(625)
Outstanding, March 31, 2022	119,789

(Expressed in Canadian Dollars)

During the year ended March 31, 2022, the Company recognized a total of $10,964,662 (March 2021; $ 12,339,694) in share-based compensation.

The following summarizes information about stock options outstanding and exercisable at March 31, 2022:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining life (years)
August 10, 2025	173,227	161,204	$ 5.00	3.86
December 2, 2025	90,750	75,872	$ 14.00	4.18
December 16, 2025	93,500	76,096	$ 29.00	4.21
February 26, 2031	40,000	25,000	$ 22.40	9.41
April 5, 2025	192,550	94,776	$ 16.00	3.52
September 15, 2026	6,000	6,000	$ 8.40	4.96

Warrants

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company issued 1,800 finders' warrants (Note 16) out of this 990 were exercised leaving 810 outstanding. The fair value of the warrants was estimated to be $1,468 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 132%; risk-free interest rate – 0.23%; dividend rate – 0%.

In connection with the non-brokered private placement on December 16, 2020, the Company issued 1,045,455 warrants at an exercise price of $15 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 $40 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 – 100.00%; risk-free interest rate – 0.24%; dividend rate – 0%.

The Company issued an aggregate of 38,738 finders' warrants at an exercise price of $15 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 – 129.00%; risk-free interest rate – 1.58%; dividend rate – 0%. In connection with the public offering on March 22, 2021, the Company issued 955,138 warrants at an exercise price of $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 $40 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 46,198 finders' warrants exercisable at any time up to March 22, 2023, to purchase Common Shares at a price of $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 – 129.00%; 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 990 Common Shares related to the exercise of 990 finders' warrants at an exercise price of $5. The fair value of the warrants was estimated Using the Black- Scholes Option Pricing Model and the following weighted averages assumptions: expected life – 2 years; annualized volatility – 100.00%; risk-free interest rate – 2.23%; 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

(Expressed in Canadian Dollars)

On February 17, 2022, the Company issued 2,614,833 warrants at an exercise price of $2.80 and the fair value is estimated to be $2,800,000. The fair value of the warrants was estimated Using the Black- Scholes Option Pricing Model and the following weighted averages assumptions: expected life – 2 years; annualized volatility – 100.00%; risk-free interest rate – 2.23%; 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.

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

	Number of Warrants	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	2,086,337	$ -
Issued	2,615,825	1.65
Exercised	(991)	1.80
Outstanding, March 31,2022	4,701,171	$ 1.65

The following summarizes information about warrants outstanding and exercisable at March 31, 2022:

Expiry date	Warrants outstanding	Exercise price	Remaining life (years)
August 5, 2022	810	$ 1.80	1.10
December 16, 2022	1,084,192	$ 0.80	1.46
March 22, 2023	1,001,335	$ 0.60	1.73
February 17, 2024	2,614,833	$ 2.40	1.91

13. Revenue and Geographic Information

Revenue derived from customers located in the following geographic areas:

	Year ended March 31, 2022	Year ended March 31, 2021
United States	$ 5,123,372	$ 49,740
United Kingdom	2,869,243	2,081,571
Canada	3,515,991	724,837
Israel	41,524	-
Germany	434,679	29,747
	$ 11,984,809	$ 2,885,895

As at March 31, 2022, the Company recognized unearned revenue of $151,615 (2021 - $81,156) which represents payments received for products shipped subsequent to the period end.

(Expressed in Canadian Dollars)

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 with 60 monthly installments of £833 starting the payments on June 13, 2021.

During the year ended March 31, 2022, 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 Commencing on January 1, 2024, interest will accrue on the balance of the term of the loan at the rate of 5% fixed interest per year. The carrying value of the loan as at March 31, 2022 was $40,000.

Little West LLC received a loan amounting to USD $150,000 from Small Business Administration (SBA) @3.75% per annum payable in 30 years. The carrying value of the loan as at March 31, 2022 was $187,440 (USD $150,000). The loan is used to finance operating costs.

The Company acquired 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. 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. The carrying value of the loan as at March 31, 2022 is $40,000.

The Company received an advance from CTF Clear Finance Technology Inc ("Clearco') for $501,650 (USD $395,000) on December 8, 2021, 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. The carrying value of loan as of March 31,2022 is $722,104 (March 31, 2021 - $Nil).

15 (a) Contingent Consideration

The fair value of contingent consideration is an estimate. The valuation model considers possible scenarios of forecast EBITDA or other performance metrics, the amount to be paid under each scenario and the probability of each scenario. The fair value is dependent on certain inputs such as forecast EBITDA, non-financial metrics, risk adjusted discount rates and the Company's share price.

The continuity of the contingent consideration liability to be settled in cash and Common Shares is as follows;

Balance, March 31, 2021	
Additional contingent consideration	$ 1,494,838
Change in fair value	(246,479)
Contingent consideration settled in shares	(279,752)
Balance, March 31, 2022	968,607
Current	968,607
Non-current	-
Balance, March 31, 2022	$ **968,607**

On May 27, 2021, the Company recorded a contingent consideration liability as part of the consideration for the acquisition of Little West payable over seven fiscal quarters immediately following the closing of the acquisition. The contingent consideration based on specific financial metrics of the business, including revenue, gross margin and EBITDA. During the year ended March 31, 2022, the Company issued 86,022 Common Shares to settled the contingent consideration liability for the acquisition of Little West. As at March 31, 2022, the contingent consideration was valued at $968,607.

(Expressed in Canadian Dollars)

15 (b) Non-controlling interest put option

On November 11, 2021, the Company completed its acquisition of EH Coffee and Portfolio whereby the agreements contain a put option, which provides the holder with the right to require the Company to purchase their retained interest for deemed fair market value at the time the put is exercised. The Company also entitles to the reciprocal call options, which would require the same non-controlling interests to sell their retained interest to the Company for deemed fair market value at the time the call is exercised. The put and call options are exercisable between November 2022 and November 2024. The liability recognized in connection with the put options has been estimated using the guidance as defined in the agreements. The estimated future payment obligation is then discounted to its present value at each statement of financial position.

As at March 31, 2022, the non-controlling interest put options were valued at $826,216.

Balance, March 31, 2022	$ 826,216
Current	248,673
Non-current	577,543
Balance, March 31, 2022	$ **826,216**

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 1,778,611 Common Shares (Note 12). Outstanding stock options of PlantX Living by their terms became exercisable for an aggregate of 75,000 Common Shares of the Company.

In connection with the transaction, the Company issued 177,861 Common Shares to an arm's-length finder at a deemed price of $5 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 consolidated 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 (125,669 shares at $5 per share) *	$	628,346

(Expressed in Canadian Dollars)

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)
Transaction costs and finders' fee (177,861 shares at $5 per share)		1,235,485
Listing expense	**$**	**2,192,833**

*The fair value of the 125,669 shares issued for the transaction and the 177,861 shares issued as finders' fees were estimated to be $0.25 per share using the price of the concurrent private placement (Note 12).

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 539,128 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.

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 annual 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 (539,128 shares at $16.60 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

(Expressed in Canadian Dollars)

Accounts payable and accrued liabilities		(481,070)
Loans payable		(96,609)
Net liabilities assumed		(131,240)
Intangible assets (Note 8)		477,000
Goodwill (Note 8)	$	**7,464,982**

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 94,858 Common Shares of the Company with a fair value of $1,943,492 and the payment of $327,435 cash (Note 12). The Consideration Shares are in a pool and will be released based on the following schedule:

- 10% at the Completion Date;
- 30% on the three-month anniversary of the Completion Date;
- 30% on the six-month anniversary of the Completion Date and;
- The remaining 30% on the eighteen-month anniversary of the Completion Date.

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 annual 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:

		2022
Cash	$	327,435
Fair value of share consideration (94,858 shares at $26.20 per share)		2,485,269
Discount for shares in pool		(541,777)
		2,270,927
Allocated as follows:		
Identified fair value of net assets:		
Cash		25,336
Receivables		10,462
Prepayments		4,381
Inventories		22,531
Property and equipment (Note 10)		331,312
Accounts payable and accrued liabilities		(88,429)
Due from PlantX Life Inc.		(3,591)
Loan payable		(82,555)
Net assets assumed		219,447
Intangible (Note 8)		10,000
Goodwill (Note 8)	**$**	**2,041,480**

19. Acquisition of Little West

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. 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.

(Expressed in Canadian Dollars)

PlantX USA acquired all of the issued and outstanding limited liability membership interest of the Little West for an initial consideration consisting of:

- issuance of an aggregate of 335,157 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; the fair value of earn out consideration is at the date of acquisition was $1,494,838 and (March 31, 2022 $968,607).
- payment of US$385,000 in cash; and,
- issuance of an aggregate of 30,127 common shares of the Company to repay certain indebtedness and expenses of Little West.

For accounting purposes, the acquisition of Little West was considered a business combination and accounted for using the acquisition method. The results of operations from Little West are included in the annual 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:

		2022
Cash	$	458,158
Fair value of share consideration (63,642 shares at $10.2 per share)		649,144
Fair value of shares to be issued (301,642 shares at $10.2 per share)		3,076,750
Less: restricted stock discount		(1,073,884)
Fair value, contingent consideration		1,494,838
		4,605,006
Allocated as follows:		
Identified fair value of net assets:		
Cash		18,116
Receivables		222,969
Inventories		36,498
Accounts payable and accrued liabilities		(509,164)
Loan payable (USD $212,117, Note 14)		(257,010)
Trade name		838,565
Net liabilities assumed		349,974
Goodwill (Note 8)	$	**4,255,032**

The Company would have reported additional revenues of $279,000 and additional net loss of $619,000 had the transaction occurred at the beginning of 2022.

20. Acquisition of Plant-Based Deli

On May 27, 2021, the Company, through PlantX USA, completed its acquisition of all of the issued and outstanding membership interests of MK Cuisine Global LLC’s Plant-Based Deli LLC, for an aggregate purchase price of

(Expressed in Canadian Dollars)

US$1,569,999. The purchase price was satisfied by a combination of US$471,000 in cash and 125,799 Common Shares of the Company. New Deli is a sustainable and plant-based neighborhood bodega located in Venice Beach, California. The Consideration Shares are in a pool and will be released based on the following schedule:

- 10% 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;
- 15% on the fifteen-month anniversary of the Completion Date; and
- The remaining 15% on the eighteen-month anniversary of the Completion Date.

For accounting purposes, the acquisition of Plant-Based Deli LLC was considered a business combination and accounted for using the acquisition method. The results of operations from New Deli are included in the annual 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:

		2022
Cash (USD471,000 at 1.22912)	**$**	568,638
Fair value of share consideration (125,799 shares at $11.80 per share)		1,209,810
Less: restricted stock discount		(274,620)
		1,503,828
Allocated as follows:		
Identified fair value of net assets:		
Cash		2,749
Inventories		28,777
Accounts payable and accrued liabilities		(13,609)
Loan payable		(38,272)
Right-of use - assets		521,668
Lease liability		(521,668)
Net assets assumed		(20,354)
Goodwill (Note 8)		**$ 1,524,182**

The Company would have reported additional revenues of $99,000 and additional net loss of $380,000 had the transaction occurred at the beginning of 2022.

21. Acquisition of EH Coffee

On November 11, 2021 (the “Completion Date”), the Company completed its acquisition of EH Coffee a Canadian-based roasting business that sources, roasts, and distributes specialty coffees for a memorable farm to cup experience. The Company acquired 53.5% issued and outstanding shares of EH Coffee for an aggregate purchase price of $404,825, a combination of $217,029 in cash and 22,833 in Common Shares in the capital of the Company. The

(Expressed in Canadian Dollars)

Company issued an aggregate of 22,833 Common Shares (the "Consideration Shares") as at a fair value of $133,178. The Consideration Shares are in a pool and will be released based on the following schedule:

- 20% at the Completion Date;
- 20% on the three-month anniversary of the Completion Date;
- 20% on the six-month anniversary of the Completion Date;
- 20% on the nine-month anniversary of the Completion Date; and
- 20% on the twelve-month anniversary of the Completion Date.

The purchase agreement provides that, over the course of the three years immediately following the closing of the transaction, PlantX shall have the option to purchase up to all of the remaining shares in the EH coffee and Portfolio held by the selling shareholders for a purchase price comprised of PlantX Common Shares, on and subject to the terms and conditions of the purchase agreement and applicable securities laws. Additionally, the purchase agreement provides that certain of the selling shareholders can require that PlantX exercise its option in respect of the remaining shares of either Company upon the achievement of certain financial performance milestones during the three calendar years immediately following the closing of the transaction. (Please see Note 15(b))

For accounting purposes, the acquisition of EH Coffee was considered a business combination and accounted for using the acquisition method. The results of operations from EH Coffee are included in the annual 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	$	217,777
Fair value of consideration (22,833 shares at $8.20 per share)		187,230
Less: restricted stock discount		(54,052)
Total cost of acquisition		350,955
Allocated as follows:		
Identified fair value of net assets:		
Cash		4,546
Receivables (Note 5)		92,626
Prepayments (Note 6)		2,036
Inventories		24,997
Furniture and equipment (Note 10)		60,422
Accounts payable and accrued liabilities (Note 7)		(112,443)
Loans payable (Note 14)		(18,992)
Net assets assumed		53,192
Non controlling interest		24,734
Goodwill (Note 8)	**$**	322,498

In addition, PlantX has agreed to pay for both EH Coffee and Portfolio Coffee acquisitions an aggregate of $60,611 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares, subject to applicable securities laws. The Company would have reported additional revenues of $212,000 and additional net loss of $710,000 had the transaction occurred at the beginning of 2022.

(Expressed in Canadian Dollars)

22. Acquisition of Portfolio Coffee

On November 11, 2021 (the “Completion Date”), the Company completed its acquisition of Portfolio Coffee a Canadian-based roasting business that sources, roasts, and distributes specialty coffees for a memorable farm to cup experience.

The Company acquired 51% issued and outstanding shares of Portfolio Coffee for an aggregate purchase price of $404,825, a combination of $217,029 in cash and 22,833 in Common Shares in the capital of the Company. The Company issued an aggregate of 22,833 Common Shares (the “Consideration Shares”) as at a fair value of $133,178. The Consideration Shares are in a pool and will be released based on the following schedule:

- 20% at the Completion Date;
- 20% on the three-month anniversary of the Completion Date;
- 20% on the six-month anniversary of the Completion Date;
- 20% on the nine-month anniversary of the Completion Date; and
- 20% on the twelve-month anniversary of the Completion Date.

The purchase agreement provides that, over the course of the three years immediately following the closing of the transaction, PlantX shall have the option to purchase up to all of the remaining shares in the EH coffee and Portfolio held by the selling shareholders for a purchase price comprised of PlantX Common Shares, on and subject to the terms and conditions of the purchase agreement and applicable securities laws. Additionally, the purchase agreement provides that certain of the selling shareholders can require that PlantX exercise its option in respect of the remaining shares of either Company upon the achievement of certain financial performance milestones during the three calendar years immediately following the closing of the transaction. (Please see Note 15(b).

For accounting purposes, the acquisition of Portfolio Coffee was considered a business combination and accounted for using the acquisition method. The results of operations from Portfolio Coffee are included in the annual 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	$	217,777
Fair value of consideration (22,833 shares at $8.20 per share)		187,230
Less: restricted stock discount		(54,052)
		350,955
Allocated as follows:		
Identified fair value of net assets:		
Cash		1,758
Receivables (Note 5)		43,473
Accounts payable and accrued liabilities (Note 7)		(56,644)
Loans payable (Note 14)		(26,071)
Net assets assumed		(37,484)
Non controlling interest		(18,366)
Goodwill (Note 8)	**$**	370,073

In addition, PlantX has agreed to pay for both EH Coffee and Portfolio Coffee acquisitions an aggregate of $60,611 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares, subject to applicable securities laws.

(Expressed in Canadian Dollars)

The Company would have reported additional revenues of $110,000 and additional net income of $610,000 had the transaction occurred at the beginning of 2022.

23. Acquisition of PlantX Midwest ("Peter Rubi")

On December 12, 2021 (the "Completion Date"), the Company through its wholly owned subsidiary, PlantX Midwest, completed the acquisition of certain assets of Peter Rubi LLC ("Peter Rubi"). The Peter Rubi brand is known for its plant-based grocery items, plant-based catering services and the delivery of carefully designed plant-based dishes, dips and seasonal fruit and vegetable trays from local vendors.

The Company 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 459,445 in Common Shares in the capital of the Company. The Common Shares are in a pool and will be released based on the following schedule:

- 10% 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;
- 15% on the fifteen-month anniversary of the Completion Date; and
- 15% on the eighteen-month anniversary of the Completion Date.

As at March 31, 2022, 344,584 shares are held in escrow.

For accounting purposes, the acquisition of Peter Rubi was considered a business combination and accounted for using the acquisition method. The results of operations from Peter Rubi are included in the annual 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:

	2022
Cash (USD 1,200,000 at 1.32)	$ 1,585,432
Fair value of consideration (459,445 shares at $4.90 per share)	2,251,280
Less: restricted stock discount	(624,167)
	3,212,545
Allocated as follows:	
Identified fair value of net assets:	
Inventories	114,557
Property and equipment (Note 10)	418,948
Right -of use of asset	4,183,819
Lease liabilities	(4,183,819)
Net assets assumed	533,505
Goodwill (Note 8)	**$ 2,679,040**

(Expressed in Canadian Dollars)

In connection with the Purchase Agreement, the Company has agreed to pay a finder's fee of 51,458 Common Shares at a deemed issue price of $4.90 per share to the founder of the Company. Furthermore, the Company has agreed to pay a financial advisory fee to an arm's length financial advisor, which will be satisfied by cash in the aggregate amount of US$18,000 and the issuance of an aggregate of 8,338 Common Shares at a deemed issue price of $4.90 per share

The Company would have reported additional revenues of $2,243,489 and additional net loss of $9,634,516 had the transaction occurred at the beginning of 2022.

24. **Administrative Expenses**

	March 31, 2022	March 31, 2021
Dues and subscriptions	**$ 223,653**	$ 56,670
Gateway fees	**109,106**	68,977
Meals and entertainment	**103,768**	31,714
Merchant fees	**126,113**	-
Office general administrative expenses	**1,211,933**	470
Printing and stationery	**103,178**	31,088
Postage and delivery	**1,529,262**	16,122
Rent	**251,644**	-
Repair and maintenance	**351,377**	21,299
Supplies	**201,157**	12,282
Licence and taxes	**128,463**	538
Utilities	**211,807**	10,935
Insurance expense	**213,853**	67,638
Travel expenses	**824,460**	259,570
Accounting and audit fees	**374,569**	138,991
Other	**379,980**	172,694
	$ 6,344,323	$ 888,988

25. (a) Other Loss

In September 2020, the Company announced it had entered into an agreement with a fulfilment partner. Under the terms of this agreement the Company would acquire and immediately sell goods to its fulfilment partner for a 10% mark-up.

During fiscal 2022, the Company established that its primary supplier, whom it was transacting with under this agreement, and its fulfilment partner were under control of the same person who is also a significant shareholder in both the supplier and fulfilment partner. As a result of these relationships it was concluded that the sales transactions under this agreement lacked economic substance and therefore did not meet the IFRS 15 requirements for revenue recognition. The Company also determined that amounts due related to transactions which occurred under this agreement were no longer collectible.

The Company incurred a loss of $1,264,733 (March 31, 2021 - $755,175) in relation to the transactions under this agreement.

(Expressed in Canadian Dollars)

25. (b) Loss from Acquisition of LIV assets (LIV)

On June 25, 2021, the Company, through its wholly owned subsidiary New Deli Hillcrest LLC, completed the acquisition of certain assets of LIV Marketplace LLC (“LIV Marketplace”) for an aggregate purchase price of $2,175,245. The purchase price was satisfied by (i) US$450,000 in cash; (ii) 3,777,778 common shares issued at a deemed price of $0.48 per common share of the Company and (ii) US$96,938 in inventory.

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 (USD546,000 at 1.25991)	$	687,912
Fair value of share consideration (3,777,778 shares at $0.48 per share)		1,813,333
Discount on Shares		(326,000)
		2,175,245
Allocated as follows:		
Identified fair value of net assets:		
Inventories		118,480
Right-of-use assets		737,000
Lease liabilities		(737,000)
Net assets		118,480
Loss from the acquisition	**$**	**2,056,765**

Upon completion of the purchase of the LIV Assets the Company determined that it did not meet the criteria of a business combination. The Company first allocated the consideration to the tangible assets and expensed the residual which relates to services provided to obtain the retail location in San Diego. The Company did not identify any intangible assets as a result of this transactions.

During the year the Company abandoned the lease due to operation issues and has fully impaired the right-of use asset acquired as part of this transaction.

(Expressed in Canadian Dollars)

26. 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 are as follows:

Reconciliation of expected tax based on income (loss)		**March 31, 2022**		March 31, 2021
Loss for the year	**$**	(54,802,666)	$	(27,770,387)
Rate		27.00%		27.00%
Expected income tax recovery		(14,785,483)		(7,498,004)
Non-deductible items – other		(65)		(1,265,922)
Non-deductible items – impairment		5,760,436		300,493
Non-deductible items – stock based compensation		2,940,256		3,290,603
Other		(2,297)		-
Effect of change in tax rates		218,186		91,604
Tax benefits not recognised		5,868,967		5,081,226
Deferred tax recovery	**$**	-	$	-

Deferred income tax assets (liabilities)		**March 31, 2022**		March 31, 2021
Non-capital losses	**$**	10,558,252	$	4,569,044
Capital losses		-		-
Share issuance costs		300,709		400,945
PPE / Intangible		(21,179)		(1,175)
Tax benefits not recognised		269,315		269,315
		11,107,097		5,238,129
Tax benefits not recognised		(11,107,097)		(5,238,129)
Deferred tax recovery	**$**	-	$	-

(Expressed in Canadian Dollars)

27. Segment Information

The operating segments of the Company are identified as Vegaste, PlantX Living Inc, Bloombox, Score ("Squamish"), Israel, Little West, Plant-Based Deli, New Deli, PlantX UK, PlantX Nevada, EH Coffee, Portfolio Coffee and PlantX Midwest. 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, 2022, and 2021. The asset and liability balances are as at March 31, 2022 and March 31, 2021.

Income statement items twelve months ended:

March 31, 2022	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	New Deli	Plant Based Deli	PlantX UK	PlantX Nevada	EH & Portfolio Coffee	PlantX Midwest	Consolidated
Revenue	$ -	$ 416,512	$ 238,939	$ 3,302,858	$ 2,900,701	$ 41,524	$ 2,268,766	$ 229,578	$ 535,099	$ 1,164	$ 894,379	$ 198,778	$ 956,511	**$ 11,984,809**
Cost of sales	-	(286,170)	(106,899)	(2,155,386)	(1,386,961)	(24,323)	(1,508,969)	(214,861)	(389,976)	(741)	(1,053,042)	(121,582)	(832,585)	**(8,081,495)**
Gross margin	-	130,342	132,040	1,147,472	1,513,740	17,201	759,797	14,717	145,123	423	(158,663)	77,196	123,926	**3,903,314**
Net loss before taxes	$ (17,934,325)	$ (2,605,870)	$ (3,803,619)	$ (10,048,770)	$ (1,902,392)	$ (558,380)	$ (5,045,469)	$ (4,978,222)	$ (2,051,298)	$ (53,786)	$ (1,032,507)	$ (820,874)	$ (3,967,154)	**$ (54,802,666)**

March 31, 2021	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	New Deli	Plant Based Deli	PlantX UK	PlantX Nevada	EH & Portfolio Coffee	PlantX Midwest	Consolidated
Revenue	$ 226,628	$ -	$ 49,741	$ 2,111,318	$ 498,208	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	**$ 2,885,895**
Cost of sales	(143,405)	-	(340,632)	(1,358,691)	(153,491)	-	-	-	-	-	-	-	-	**(1,996,219)**
Gross margin	83,223	-	(290,891)	752,627	344,717	-	-	-	-	-	-	-	-	**889,676**
Net loss before taxes	$ (1,248,526)	$ (21,963,510)	$ (2,445,996)	$ (991,311)	$ (1,107,079)	$ (13,965)	$ -	$ -	$ -	$ -	$ -	$ -	$ -	**$ (27,770,387)**

Balance Sheet items;

As at March 31, 2022	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	New Deli	Plant Based Deli	PlantX UK	PlantX Nevada	EH & Portfolio Coffee	PlantX Midwest	Consolidated
Assets	$ 755,042	$ 897,404	$ 122,995	$ 250,915	$ 1,092,099	$ 687,629	$ 993,712	$ 167,600	$ 545,945	$ 32,445	$ 1,565,352	$ 205,056	$ 4,878,999	**$ 12,195,192**
Liabilities	$ (887,371)	$ (405,860)	$ (926,109)	$ (925,999)	$ (833,713)	$ (68,616)	$ (1,593,881)	$ (626,071)	$ (469,887)	$ (13,826)	$ (982,538)	$ (914,673)	$ (4,547,254)	**$ (13,195,797)**
As at March 31, 2021	**PlantX Life**	**PlantX Living**	**Vegaste**	**Bloombox**	**Squamish**	**Israel**	**Little West**	**New Deli**	**Plant Based Deli**	**PlantX UK**	**PlantX Nevada**	**EH & Portfolio Coffee**	**PlantX Midwest**	**Consolidated**
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)**

28. Contingencies and commitments

Subsequent to the year end, the Company is one of three parties that has been listed in a claim by the landlord of the San Diego store 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 $4,000,000 as a result of not being able to operate in the location.

29. Subsequent Events

On April 26, 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 semi-annually, 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 27, 2022, the Board of Directors of the Company have approved to consolidated the Common Shares of the Company on the 20 for (1) one basis., accordingly share capital, options and warrants have been adjusted thereto.