

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**

**UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

For the three and six months ended March 31, 2023 and March 31, 2022

(expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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

**Bee Vectoring Technologies International Inc.**

## Unaudited Condensed Interim Consolidated Statements of Financial Position

(expressed in Canadian Dollars)

	March 31, 2023	September 30, 2022
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 202,168	\$ 210,301
Financial asset at fair value through profit and loss (note 4)	1,938,203	2,519,612
Accounts receivable	157,164	97,622
Sales tax receivable	68,592	129,375
Inventory (note 5)	76,385	59,897
Prepaid expense and deposits	159,688	251,879
	<b>2,602,200</b>	<b>3,268,686</b>
<b>Long-term assets</b>		
Right of use asset (note 6)	381,123	422,088
Intangible assets (note 8)	2,194,985	1,918,569
Equipment (note 7)	358,205	312,924
	<b>\$ 5,536,513</b>	<b>\$ 5,922,267</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 1,669,614	\$ 1,188,754
Deferred revenue	59,930	-
Lease liability (note 10)	67,687	65,539
	<b>1,797,231</b>	<b>1,254,293</b>
<b>Long-term liabilities</b>		
Lease liability (note 10)	321,959	357,079
Loans payable (note 11)	60,000	60,000
Convertible debentures (note 12)	489,948	489,948
	<b>2,669,138</b>	<b>2,161,320</b>
<b>Shareholders' equity</b>		
Share capital (note 12)	26,394,120	25,858,204
Notes (note 12)	202,680	202,680
Warrants (note 12, 13)	619,040	1,943,056
Contributed surplus (note 14)	8,670,167	6,750,523
Accumulated other comprehensive loss	(17,889)	(15,971)
Accumulated deficit	(33,000,743)	(30,977,545)
	<b>2,867,375</b>	<b>3,760,947</b>
	<b>\$ 5,536,513</b>	<b>\$ 5,922,267</b>

**NATURE OF OPERATIONS AND GOING CONCERN (Note 1)****COMMITMENT (Note 20)****SUBSEQUENT EVENTS (Note 22)**

Approved by the Board of Directors

*"Michael Collinson"*

Director

*"Jim Molyneux"*

Director

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

**Bee Vectoring Technologies International Inc.**

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss  
For the three and six months ended March 31, 2023 and March 31, 2022  
(expressed in Canadian Dollars)

	Three months ended March 31,		Six months ended March 31,	
	2023	2022	2023	2022
<b>Sales (note 18)</b>	\$ 360,642	\$ 285,568	\$ 405,145	\$ 325,550
<b>Cost of sales</b>	<b>172,790</b>	143,751	<b>193,667</b>	160,716
<b>Gross profit</b>	<b>187,852</b>	141,817	<b>211,478</b>	164,834
<b>Expenses</b>				
Office and general (note 19)	530,974	652,745	986,478	1,125,513
Investor and public relations	14,085	105,782	23,187	298,795
Sales, advertising and marketing	78,018	126,902	162,366	235,197
Share based payments (note 14)	116,875	395,125	796,204	569,179
Trials, Research and development	(68,071)	364,668	273,584	519,984
Royalty payments	-	1,569	-	1,569
	<b>671,881</b>	1,646,791	<b>2,241,819</b>	2,750,237
<b>Loss before other items</b>	<b>(484,029)</b>	(1,504,974)	<b>(2,030,341)</b>	(2,585,403)
Loss on foreign exchange	(7,591)	(8,087)	21,529	(9,387)
Interest expense	(54,680)	-	(54,680)	-
Interest and other income	6	(339)	40,294	(683)
<b>Net loss</b>	<b>\$(546,295)</b>	\$ (1,513,400)	<b>\$(2,023,198)</b>	\$ (2,595,473)
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>134,536,029</b>	116,974,611	<b>133,867,411</b>	116,974,611
<b>Basic and diluted loss per common share (note 15)</b>	<b>\$ (0.00)</b>	\$ (0.01)	<b>\$ (0.02)</b>	\$ (0.02)
<b>Other comprehensive income</b>				
Items that may be subsequently reclassified to earnings:				
Exchange differences on translating foreign operations	(1,097)	(2,846)	(1,918)	(4,488)
<b>Comprehensive loss</b>	<b>\$(547,392)</b>	\$ (1,516,246)	<b>\$(2,025,116)</b>	\$ (2,599,961)

**Bee Vectoring Technologies International Inc.**

Unaudited Condensed Interim Consolidated Statements of Cash Flows

For the six months ended March 31, 2023 and March 31, 2022

(expressed in Canadian Dollars)

	2023	2022
<b>Cash used in operating activities</b>		
Net loss	\$ (2,023,198)	\$(2,595,473)
Items not affecting cash		
Share based payments	796,204	569,179
Foreign exchange impact	(1,581)	(4,674)
Lease interest	14,135	2,995
Depreciation and amortization	116,424	108,651
<b>Net changes in non-cash working capital items</b>		
Sales tax and other receivables	1,241	(149,007)
Prepaid expenses and deposits	92,191	(87,533)
Inventory	(16,488)	(22,058)
Deferred revenue	59,930	-
Accounts payable and accrued liabilities	480,861	255,065
	<b>(480,281)</b>	<b>(1,922,855)</b>
<b>Cash used in investing activities</b>		
Additions to intangible assets	(162,396)	(73,029)
Additions to property, plant and equipment	(77,917)	(88,798)
	<b>(240,313)</b>	<b>(161,827)</b>
<b>Cash flow from financing activities</b>		
Lease payments	(47,108)	(41,406)
Proceeds from private placements	179,000	-
Share issue costs	(840)	-
Proceeds from the exercise of options and warrants	-	50,000
Proceeds from swap settlements	581,409	-
	<b>712,461</b>	<b>8,594</b>
<b>Decrease in cash</b>	<b>(8,133)</b>	<b>(2,076,088)</b>
<b>Cash, beginning of period</b>	<b>210,301</b>	<b>2,710,805</b>
<b>Cash, end of period</b>	<b>\$ 202,168</b>	<b>\$ 634,717</b>

## Supplemental cash flow information

	2022	2021
Cash paid for interest	\$ -	\$ 2,047
Cash paid for income taxes	\$ -	\$ -
<b>Non-cash transactions</b>		
Stock option and RSU grants for compensation	\$ 796,204	\$ 569,179

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

**Bee Vectoring Technologies International Inc.**

Unaudited Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the six months ended March 31, 2023 and March 31, 2022

(expressed in Canadian Dollars)

	Share Capital		Shares to be issued	Convertible debentures	Warrants	Contributed Surplus	Accumulated other Comprehensive Income	Deficit	Total
	Number of shares	Amount							
<b>Balance, September 30, 2021</b>	116,674,611	\$ 22,800,545	\$ -	\$ -	\$ 2,072,846	\$ 5,717,131	\$ (14,509)	\$ (26,045,485)	\$ 4,530,528
Share based compensation	-	-	-	-	-	569,179	-	-	569,179
Exercise of options	200,000	88,000	-	-	-	(38,000)	-	-	50,000
Exercise of RSUs	455,000	141,050	-	-	-	(141,050)	-	-	-
Expiry of warrants	-	-	-	-	(431,257)	431,257	-	-	-
Net loss	-	-	-	-	-	-	(4,488)	(2,595,473)	(2,599,961)
<b>Balance, March 31, 2022</b>	<b>117,329,611</b>	<b>\$ 23,029,595</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,641,589</b>	<b>\$ 6,538,517</b>	<b>\$ (18,997)</b>	<b>\$ (28,640,958)</b>	<b>\$ 2,549,746</b>
<b>Balance, September 30, 2022</b>	132,829,563	25,858,204	-	202,680	1,943,056	6,750,523	(15,971)	(30,977,545)	3,760,947
Share based compensation	-	-	-	-	-	796,204	-	-	796,204
Shares issued to settle debt	1,310,000	157,180	-	-	-	-	-	-	157,180
Issue of units from private placement	1,491,667	132,758	-	-	46,242	-	-	-	179,000
Share issue costs	-	(840)	-	-	-	-	-	-	(840)
Share issue costs - broker warrants (note 12)	-	(357)	-	-	357	-	-	-	-
Exercise of RSUs	1,071,806	247,175	-	-	-	(247,175)	-	-	-
Expiry of warrants	-	-	-	-	(1,370,615)	1,370,615	-	-	-
Net loss	-	-	-	-	-	-	(1,918)	(2,023,198)	(2,025,116)
<b>Balance, March 31, 2023</b>	<b>136,703,036</b>	<b>\$ 26,394,120</b>	<b>\$ -</b>	<b>\$ 202,680</b>	<b>\$ 619,040</b>	<b>\$ 8,670,167</b>	<b>\$ (17,889)</b>	<b>\$ (33,000,743)</b>	<b>\$ 2,867,375</b>

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

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
For the three and six months ended March 31, 2023  
(expressed in Canadian dollars)

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**1. Nature of operations and going concern**

Bee Vectoring Technologies International Inc. (the “Company”) was incorporated under the laws of the province of British Columbia, Canada on May 20, 2011. The Company is focused on the control of pests and enhancement of crops and ornamentals through the use of biological controls in a variety of application processes.

The Company commenced trading on the TSX Venture Exchange under the symbol BEE on July 7, 2015. The address of the Company’s registered and records office is 4160 Sladeview Cres. #7, Mississauga, Ontario. The Company’s trade on the Canadian Stock Exchange (CSE) under the symbol “BEE.C”.

These unaudited condensed interim consolidated financial statements (the “consolidated financial statements”) were approved for issuance by the Board of Directors on May 29, 2023.

*Going concern assumption*

These consolidated financial statements are prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company’s ability to continue as a going concern is dependent upon, but not limited to, its ability to raise financing necessary to discharge its liabilities as they become due and generate positive cash flows from operations. On August 28, 2019 the Company received approval from the Environmental Protection Agency to sell its BioControl in the United States. To date the Company has not yet obtained regulatory approval to sell its BioControl from other regulatory bodies outside the US. The Company is currently also seeking regulatory approval in Mexico and Switzerland. During the six months ended March 31, 2023, the Company incurred a net loss of \$2,023,198 (year ended September 30, 2022 – \$4,932,060), and as of that date, the Company’s deficit was \$33,000,743 (September 30, 2022 – \$30,977,545). At March 31, 2023, the Company has current assets of \$2,602,200 (September 30, 2022 - \$3,268,686) and current liabilities of \$1,797,231 (September 30, 2022 – \$1,254,293) resulting in working capital of \$804,969 (September 30, 2020 – \$2,014,393).

These conditions have resulted in material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern in the foreseeable future. The consolidated financial statements do not give effect to adjustments that may be necessary, should the Company be unable to continue as a going concern. If the going concern assumption is not used then the adjustments required to report the Company’s assets and liabilities at liquidation values could be material to these consolidated financial statements.

**2. Basis of presentation**

a) Statement of compliance

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

b) Basis of measurement

The consolidated financial statements have been prepared on an accrual basis, except for cash flow information, and are based on historical costs, modified, where applicable, by the measurement at fair value of selected financial assets and financial liabilities. The consolidated financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
For the three and six months ended March 31, 2023  
(expressed in Canadian dollars)

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**2. Basis of presentation (continued)**

c) Significant accounting estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The consolidated financial statements include judgments and estimates which, by their nature, are uncertain.

The estimates and underlying assumptions are reviewed on an ongoing basis. The impacts of such judgments and estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences.

Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Estimates

*Useful life of equipment, right-of-use asset and intangible assets*

Depreciation and amortization of equipment, right-of-use asset and intangible assets with finite lives are dependent upon estimates of useful lives and when the asset is available for use, which are determined through the exercise of judgment and are dependent upon estimates that take into account factors such as economic and market conditions, frequency of use, anticipated changes in laws and technological improvements.

*Valuation of share-based payments*

The Company uses the Black-Scholes Option Pricing Model to calculate the fair value of stock options and of common share purchase warrants issued. The model requires the input of subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate. Estimates are used for valuing RSUs granted for determining vesting dates when RSU's are granted with vesting conditions that are based on non-market performance conditions and milestones.

*Embedded derivatives*

As part of assessing whether an instrument is a hybrid financial instrument and contains an embedded derivative, significant judgment is required in evaluating whether the host contract is more akin to debt or equity and whether the embedded derivative is clearly and closely related to the underlying host contract. The Company concludes that the host instrument of the convertible debentures is a debt host due to the holder's right to redeem the instrument for cash at a point in time in the future. The Company determines that the conversion option is not closely related to the debt host, and that the conversion option is required to be separated from the host instrument and accounted for as an embedded derivative due to the variability in the number of shares issuable under the convertible debentures. In applying its judgment, the Company relies primarily on the economic characteristics and risks of the instrument as well as the substance of the contractual arrangements.

The initial fair values of the embedded derivative conversion options and subsequent re-measurements at fair value at each reporting date are determined by using the Black-Scholes pricing model which requires exercise of judgment in relation to variables such as expected volatilities in share price and foreign exchange rates.



**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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**2. Basis of presentation (continued)**

Judgments

*Capitalization of development costs*

Initial capitalization of development costs is based on management's judgment that technological and economic feasibility is confirmed, usually when the product development project has reached a defined milestone according to an established project management model.

*Capitalization of regulatory costs*

Initial capitalization of regulatory costs is based on management's judgment that future economic benefits attributable to the Companies assets will flow to the Company.

*Functional currency*

In concluding on the functional currency of the parent and its subsidiary companies, management considered the currency that mainly influences sales and the cost of providing goods and services in each jurisdiction in which the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated, the currency in which funds are retained and whether the activities of the subsidiaries are carried out as an extension of the Company or if they are carried out with a degree of autonomy.

*Income taxes and recoverability of potential deferred tax assets*

Income taxes and tax exposures recognized in the consolidated financial statements reflect management's best estimate based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference. In addition, when the Company incurs losses for income tax purposes, it assesses the probability of taxable income being available in the future based on its budgeted forecasts. These forecasts are adjusted to take into account certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate that sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

*Going concern*

The Company applies judgment in assessing whether material uncertainties exist that would cause doubt as to whether the Company could continue as a going concern.

*Convertible debentures*

Judgement is required in determining the classification of financial instruments issued in the financing transaction as liabilities or equity.

d) Basis of consolidation

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity to obtain benefits from its activities. The financial statements of the Company's subsidiaries, including entities which the Company controls, are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

These consolidated financial statements include the accounts of the Company and those of its wholly-owned subsidiaries Bee Vectoring Technology Inc. (Canadian), and Bee Vectoring Technology USA Corp (United States) ("BVT USA").

The functional currency of the Company and its Canadian subsidiary is the Canadian Dollar, which is the presentation currency of the consolidated financial statements. The functional currency of BVT USA is the United States dollar.

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
For the three and six months ended March 31, 2023  
(expresses in Canadian dollars)

**2. Basis of presentation (continued)**

All intercompany transactions and balances have been eliminated in preparing the consolidated financial statements.

**3. Significant accounting policies**

The same accounting policies and methods of computation were followed in the preparation of these condensed interim consolidated financial statements as were followed in the preparation and described in Note 3 of the annual consolidated financial statements as at and for the year ended September 30, 2022, with the exception of new and revised standards along with any consequential amendments, effective October 1, 2022. Accordingly, these condensed interim consolidated financial statements for the three and six months ended March 31, 2023 and 2022 should be read together with the annual consolidated financial statements as at and for the year ended September 30, 2022.

**4. Financial asset at fair value through profit and loss**

	Six months ended March 31, 2023	Year ended September 30, 2022
Opening balance	\$ 2,519,612	\$ -
Acquisition	-	3,519,727
Cash received on monthly swap settlements	(581,409)	(446,959)
Realized loss on settlement received to date	-	(53,041)
Unrealized loss – financial assets at fair value	-	(500,115)
Closing balance	\$ 1,938,203	\$ 2,519,612

Effective July 11, 2022, the Company entered into a series of agreements with a third party; Sorbie Bornholm LP (“Sorbie”), whereby the following transactions resulted (see note 12 for more details):

- i. The Company issued 1,900 unsecured convertible debentures of \$1,000 each that totaled \$1,900,000, convertible at maturity in three years into common shares at \$0.195 per share.
- ii. The Company issued 11,176,471 units, at a price of \$0.17 per unit, consisting of one common share and one common share purchase warrant, with each warrant entitling the holder to purchase one additional common share (the “Units”).
- iii. In connection with the convertible debentures and the units, the Company issued a total of 20,919,671 warrants exercisable at a price of \$0.27 per share for 36 months.
- iv. Equity sharing agreements (equity swaps) whereby the net proceeds of the transaction and the 20 million shares were put into an escrow account, are to be released based on a predetermined schedule. The equity swaps settle on a monthly basis over 24 months, and commenced August 2022, with one swap settling each month. The monthly settlement amount payable to the Company by the counter-party is determined by an independent settlement agent with the amount due calculated via reference to the average of the volume weighted average price of the Company’s shares as traded on the Canadian Securities Exchange for the twenty days preceding the settlement date (“VWAP”), compared to the benchmark price of \$0.21.

Each one cent difference between the VWAP and the benchmark price results in a monthly premium or discount to the amount to be received by the Company for the swap at settlement. If the Company’s share price is to exceed the base price of \$0.21, the payments will increase to reflect the increase in share price, however, if the share prices fall below the based prices, the proceeds are adjusted for the decline and Sorbie retains the difference of the scheduled payments and the calculated payments. During the year the Company received \$466,959 of the cash held in escrow and realized a loss of \$53,041 based on the terms of the agreement and the Company’s share price.

- v. On July 11, 2022, the total 11,176,471 common shares were issued by the Company and released in line with the schedule.

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
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(expresses in Canadian dollars)

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**4. Financial assets at fair value through profit and loss (continued)**

The above transactions resulted in the following assets and liabilities:

- a. Financial asset at fair value through profit and loss which is the value of the subscriptions or cash proceeds expected to be received under the terms of the arrangements. This was recognized at relative fair value at the inception date and subsequently remeasured at each reporting period to fair value. As at September 30, 2022, the Company recorded an unrealized loss as a result of the measurement of the asset. This is a Level 3 financial instrument.
- b. Convertible debenture which is recognized at relative fair value at the inception date and subsequently remeasured each reporting period to fair value as a fair value through profit and loss liability. At the year end the Company recorded an unrealized gain as a result of the measurement. This is a Level 3 financial instrument.

The financial asset at fair value through profit and loss, convertible debentures and notes were valued using the Monte Carlo simulation with 250 steps for each instrument, where the share price was projected at various points in the model. The method was chosen because the variation of terms with key inputs at the year-end included the historical volatility and discount rate.

**5. Inventory**

	<b>March 31, 2022</b>	<b>September 30, 2022</b>
Raw materials	\$ 69,192	\$ 59,326
Finished goods	7,193	571
<b>Total</b>	<b>\$ 76,385</b>	<b>\$ 59,897</b>

During the six months ended March 31, 2023, \$193,667 (six months ended March 31, 2022 - \$160,716) of inventory was recognized as cost of sales. There was no inventory write downs in 2023 and 2022. No inventory was pledged as collateral.

**6. Right of use asset**

	<b>Office Lease</b>
Balance, September 30, 2021	\$ 82,137
Additions - leases	415,767
Depreciation	(75,816)
Balance, September 30, 2022	422,088
Depreciation	(40,965)
<b>Balance, March 31, 2023</b>	<b>\$ 381,123</b>

Leases are depreciated over their term, being 5 years.

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
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(expresses in Canadian dollars)

**7. Equipment**

	Equipment	Computer	Furniture	Site equipment	Telephone Equipment	Vehicle	Dispensers	Total
<b>Cost</b>								
As at September 30, 2021	\$ 15,909	\$ 30,026	\$ 12,467	\$ 429,645	\$ 24,931	\$ 65,832	\$ 102,066	\$ 680,876
Additions	-	1,660	-	2,797	-	-	95,376	99,833
Disposals	-	-	-	-	-	(65,832)	-	(65,832)
Foreign currency adjustment	-	(578)	-	-	-	-	-	(578)
As at September 30, 2022	15,909	31,108	12,467	432,442	24,931	-	197,442	714,299
Additions	-	-	-	855	-	-	77,062	77,917
Foreign currency adjustment	-	-	-	-	-	-	-	-
As at March 31, 2023	\$ 15,909	\$ 31,108	\$ 12,467	\$ 433,297	\$ 24,931	\$ -	\$ 274,504	\$ 792,216
<b>Accumulated depreciation</b>								
As at September 30, 2021	\$ 4,104	\$ 18,890	\$ 9,196	\$ 297,418	\$ 17,498	\$ 6,583	\$ -	\$ 353,689
Additions	795	4,933	654	26,866	1,486	22,804	20,204	77,742
Foreign currency adjustment	(739)	70	-	-	-	-	-	(669)
Disposals	-	-	-	-	-	(29,387)	-	(29,387)
As at September 30, 2022	4,160	23,893	9,850	324,284	18,984	-	20,204	401,375
Additions	398	2,504	262	10,859	595	-	17,800	32,418
Foreign currency adjustment	-	218	-	-	-	-	-	218
As at March 31, 2023	\$ 4,558	\$ 26,615	\$ 10,112	\$ 335,143	\$ 19,579	\$ -	\$ 38,004	\$ 434,011
<b>Net book value</b>								
As at September 30, 2022	\$ 11,749	\$ 7,215	\$ 2,617	\$ 108,158	\$ 5,947	\$ -	\$ 177,238	\$ 312,924
As at March 31, 2023	\$ 11,351	\$ 4,493	\$ 2,355	\$ 98,154	\$ 5,352	\$ -	\$ 236,500	\$ 358,205

During the year ended September 30, 2022, the Company disposed of certain vehicles for total proceeds of \$46,199 (2021 – \$nil), resulting in a gain on disposal of \$9,754 (2021 - \$nil).

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
For the three and six months ended March 31, 2023  
(expresses in Canadian dollars)

**8. Intangible assets**

	Available-for-use			Work-in-process		Total
	Regulatory			Patents	Regulatory cost	
	Patents	cost	Development			
<b>Cost</b>						
As at September 30, 2021	\$ 669,576	\$ 404,047	\$ 316,325	\$ 638,058	\$ 113,846	\$ 2,141,852
Additions	15,238	-	-	38,009	71,857	125,104
Re-class to available for use	88,145	-	-	(88,145)	-	-
Write-off of abandoned patents	(48,142)	-	-	-	-	(48,142)
Foreign currency adjustment	-	-	-	-	592	592
As at September 30, 2022	724,817	404,047	316,325	587,922	186,295	2,219,406
Additions	-	-	-	8,303	311,273	319,576
Foreign currency adjustment	-	-	-	-	(80)	(80)
As at March 31, 2023	\$ 724,817	\$ 404,047	\$ 316,325	\$ 596,225	\$ 497,488	\$ 2,538,902
<b>Accumulated amortization</b>						
As at September 30, 2021	\$ 143,886	\$ 41,119	\$ 38,823	\$ -	\$ -	\$ 223,828
Additions	50,164	20,202	15,817	\$ -	\$ -	86,183
Write-off of abandoned patents	(9,174)	-	-	-	-	(9,174)
As at September 30, 2022	184,876	61,321	54,640	-	-	300,837
Additions	25,071	10,101	7,908	-	-	43,080
As at March 31, 2023	\$ 209,947	\$ 71,422	\$ 62,548	\$ -	\$ -	\$ 343,917
<b>Net book value</b>						
As at September 30, 2022	\$ 539,941	\$ 342,726	\$ 261,685	\$ 587,922	\$ 186,295	\$ 1,918,569
As at March 31, 2023	\$ 514,870	\$ 332,625	\$ 253,777	\$ 596,225	\$ 497,488	\$ 2,194,985

**9. Related party balances and transactions**

Key management includes members of the board, the Chief Executive Officer and the Chief Financial Officer. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows for the six months ended March 31, 2023 and 2022:

	2023	2022
*CEO fees (i)	\$ 169,387	\$ 176,214
*CFO fees (ii)	15,000	15,000
*Consulting fees charged by a Chelsian Sales & Service (iii)	30,000	30,000
*Consulting fees charged Exelerate Inc. (v)	-	25,870
Shares based payments	390,377	276,565
	<b>\$ 604,764</b>	<b>\$ 523,649</b>

\*represents key management remuneration

- (i) Salary and/or consulting fees paid to the CEO for services rendered was USD \$125,000 in 2023 compared to USD\$125,000 in 2022. The CEO also received USD \$3,977 towards health benefits. As at March 31, 2023, \$269,936 (September 30, 2022 - \$93,565) is owed to the CEO for past fees and health benefits. The CEO also received stock options with a fair value of \$146,391 which are included in share based payments. On August 16, 2022, \$101,333 of amounts owing to the CEO was settled with the issuance of 596,078 common shares.

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**9. Related party balances and transactions (continued)**

- (ii) Consulting fees charged by CFO Advantage Inc, a corporation owned by the CFO of the Company, for services of the Chief Financial Officer. As at March 31, 2023 \$22,600 (2022 –\$5,650) was owed to CFO Advantage Inc. On August 16, 2022, \$16,950 of amounts owing to the CFO was settled with the issuance of 99,706 common shares.
- (iii) Consulting fees charged by Chelsian Sales & Service Inc (“Chelsian”), a corporation owned by a director, for assisting with day-to-day operations. As at March 31, 2023 \$29,550 (2022 –\$1,300) was owed to Chelsian. The director also received stock options with a fair value of \$97,594 which are included in share based payments. On August 16, 2022, \$39,550 of amounts owing to Chelsian was settled with the issuance of 232,647 common shares.
- (iv) The Company employs a relative of a director of the Company as sales manager. During the six months ended March 31, 2023, the employee earned a salary and benefits of \$58,300 (six months ended March 31, 2022 - \$54,590).
- (v) Consulting fees charged by Exelerate Inc, a corporation owned by a former director of the Company, for governance and business development services.

**10. Lease liability**

Balance, September 30, 2021	\$ 85,359
Additions	4,304
Interest expense	415,767
Lease payments	(82,812)
<hr/>	
Balance, September 30, 2022	422,618
Interest expense	14,135
Lease payments	(47,107)
<hr/>	
Balance, March 31, 2023	\$ 389,646
<hr/>	
<b>Allocated as:</b>	<b>March 31, 2023</b>
Current	\$ 67,687
Long Term	\$ 321,959
<hr/>	

In August 2020, the Company entered into a five-year extension on the lease of its office and production facility. The lease commenced on November 1, 2020 for a period of two years until October 31, 2022, with no further options to renew at the current terms. Under the lease, the Company is required to pay a monthly base rent of \$6,901. At the commencement of the lease, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 8.62%, which is the Company’s incremental borrowing rate in Canada.

On March 18, 2022, the Company entered into a five-year extension on the lease of its office and production facility. The lease extension will commence on November 1, 2022 for a period of five years until October 31, 2027, with no further options to renew at the current terms. Under the lease, the Company is required to pay a monthly base rent of \$8,051 increasing annually to \$9,058 in the final term. At the extension of the lease, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 8.62%, which is the Company’s incremental borrowing rate in Canada.

**11. Loans payable**

- (i) On May 1, 2020, the Company received a \$40,000 Canada Emergency Business Account loan. Up to \$10,000 of that amount will be eligible for loan forgiveness if \$30,000 is fully repaid on or before December 31, 2023. As at September 30, 2022, none of the loan has been repaid. If the loan is not repaid by December 31, 2023, it will be extended for an additional 3-year term bearing an interest rate of 5% per annum. The loan can be repaid at any time without penalty and no principal payments are required until December 31, 2025 when the full amount of the loan is due. Monthly interest must be paid during the additional 3-year term. An additional, \$20,000 was received in January, 2021 under the same terms and conditions.

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**11. Loans payable (continued)**

- (ii) On May 5, 2020, the Company received a U.S Small Business Administration ("SBA") paycheque loan of \$40,629. The loan bears an interest rate of 1%, and matures 2 years from the date of issuance (but can be fully forgiven if the funds are used for payroll costs, interest on mortgages, rent, and utilities). An additional \$23,999, was received in March 2021 under the same terms. The Company had submitted a loan forgiveness application related to this loan, which was accepted on April 22, 2022, and the loan was forgiven resulting in a gain on forgiveness of \$26,762.
- (iii) In June 2021, the Company received a US\$50,000 loan to finance a vehicle. The loan bears interest at 2.15% and has a 5-year term with interest only payments. The loan was repaid in full on July 21, 2022.

**12. Share capital**

Authorized - Unlimited number of common shares without par value  
Issued and outstanding

- (i) During the year ended September 30, 2022, 845,000 RSUs were exercised. The RSUs had a fair value of \$258,450.
- (ii) During the year ended September 30, 2022, 200,000 options were exercised for proceeds of \$50,000. The options had a fair value of \$38,000.
- (iii) During the six months ended March 31, 2023, 1,071,806 RSUs were exercised. The RSUs had a fair value of \$247,175.
- (iv) On July 11, 2022, the Company closed a non-brokered private placement (the "Sorbie Private Placement") of units ("Units") and unsecured convertible notes ("Notes") to Sorbie Bornholm LP ("Sorbie"), an institutional investor, for gross proceeds of \$3.8 million. The proceeds of the Sorbie Private Placement were used to acquire government bonds in connection with the Company and Sorbie entering into the Sharing Agreement (as defined below), which is described in more detail below. The Company issued the following securities to Sorbie in connection with the Sorbie Private Placement:
- 11,176,471 Units issued at a price of \$0.17 per Unit. Each Unit consists of one common share of the Company (each, a "Share") and one Share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder thereof to purchase one additional Share of the Company at an exercise price of \$0.27 for a period of 36 months from issuance, unless such exercise period is accelerated or extended in accordance with the terms of the warrant instrument. The Warrants were valued at \$286,398 using the Black-Scholes option pricing model using the following assumptions: Term – 3 years; Volatility – 90.68%; Interest rate – 3.18%.
  - 1,900 Notes in the principal amount of \$1,000 per Note. The Notes bear an interest rate of 7% per annum for a period of three years. Interest on the Notes is to be paid semi-annually in advance (on June 30 and December 31) and may be satisfied, at the option of the Company, in cash or Shares, with such Shares being issued using the maximum allowable discount to the market price at the time. Each Note is convertible into 5,128 Shares, which represents a conversion price of \$0.195, for a period of three years from the date of issuance, provided that conversion of the Notes is permitted only when the Shares issuable upon conversion, combined with the shareholdings of Sorbie immediately before the time of such conversion, does not take Sorbie's ownership interest in the Company above 9.9%. Each Note is issued together with 5,128 detachable Warrants (the "Detachable Warrants") which have the same terms as the Warrants, with the result that the Company issued 9,743,200 Detachable Warrants in connection with issuing the 1,900 Notes. The Warrants were valued at \$249,670 using the Black-Scholes option pricing model and the following assumptions: Term – 3 years; Volatility – 90.68%; Interest rate – 3.18%. Since the Notes are to be settled in shares, they are treated as equity.

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**12. Share capital (continued)**

- In addition, 798 convertible notes (the "Payment Notes") were issued to Sorbie with 275 Payment Notes being issued in satisfaction of the \$275,000 value payment that was payable by the Company in connection with Sorbie entering into the Sharing Agreement, and 523 Payment Notes being issued to Sorbie in satisfaction of the Benchmark Payment (as defined below). The Payment Notes have the same terms as the Notes, except they do not bear interest and do not provide for Detachable Warrants.

Sorbie first proposed the initial Benchmark Price be \$0.23 but agreed to reduce it to \$0.21 as a result of the Company making an additional payment of \$523,000, which the Company satisfied by issuing to Sorbie an additional 523 Payment Notes (the "Benchmark Payment").

The Payment Notes and Benchmark Payment were valued at \$202,680 using the Monte Carlo simulation as disclosed in note 4.

- The first interest payment for the 1,900 Notes issued to Sorbie was paid concurrently with closing of the Sorbie Private Placement by the issuance of 431,770 common shares.

Concurrently with closing the Private Placement, the Company entered into certain hedging arrangements with Sorbie governed by an ISDA Master Agreement dated July 11, 2022, and a sharing agreement dated July 11, 2022 (the "Sharing Agreement"). Pursuant to the terms of the Sharing Agreement, the gross proceeds of the Sorbie Private Placement (being \$3,800,000) (the "Posted Support") were used to acquire UK government bonds as credit support to secure the Company's maximum potential exposure under the Sharing Agreement, with Sorbie retaining control and direction of such proceeds (including both the economic benefit and the risk resulting from fluctuations in the bond pricing and foreign exchange) until they are released back to the Company in accordance with the terms of the Sharing Agreement.

The hedging transactions governed by the Sharing Agreement will be determined and payable in 24 monthly settlement tranches based on the volume weighted average price of the Shares for the 20 trading days prior to each monthly settlement date measured against the Benchmark Price. On each such settlement date, Sorbie will release a portion of the Posted Support determined in reference to such volume rated average (with \$250,000 to be received the first two months and \$150,000 for each of the remaining 22 months). If the measured Share price is equal to the Benchmark Price for each of the 24 monthly settlement tranches, the Company will receive cash payments totaling \$3.8 million. If the measured Share price exceeds the Benchmark Price, the Company will receive more than 100% of the settlement payable that month on a *pro rata* basis. Similarly, if the measured Share price is below the Benchmark Price, the Company will receive less than 100% of the settlement payable that month on a *pro rata* basis.

The Sharing Agreement permits the Company to retain much of the economic interest of the securities issued to Sorbie, including the potential upside to the extent the Shares trade above an initial price of \$0.21 (the "Benchmark Price").

Summary of convertible debentures issued during the six months ended March 31, 2023 and the year ended September 30, 2022:

	March 31, 2023	September 30, 2021
Opening balance	\$ 489,948	\$ -
Issuance of convertible debentures at fair value	-	838,663
Issue costs	-	(42,999)
Change in fair value of convertible debentures	-	(305,716)
Closing balance	\$ 489,948	\$ 489,948



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**12. Share capital (continued)**

- (v) Concurrent with the Sorbie Private Placement the Company also closed a concurrent private placement of 1,556,470 Units (the "Concurrent Private Placement") for gross proceeds of \$264,600, with the Units having the same terms as the Units issued pursuant to the Sorbie Private Placement. These warrants were valued at \$74,710 using relative fair value method with the warrants fair value determined by using the Black-Scholes option pricing model using the following assumptions: Term – 3 years; Volatility – 89%; Interest rate – 3.23%. No finder's fees were paid in connection with the Concurrent Private Placement.
- (vi) On August 18, 2022, the Company settled debt in the amount of \$360,441 with the issuance of 2,120,241 common shares. On the date of issuance, the shares had a fair market value of \$413,447 resulting in a loss on settlement of \$53,006. \$157,833 of the debt was settled with related parties.
- (vii) On March 6, 2023, the Company settled debt in the amount of \$157,180 with the issuance of 1,310,000 common shares. On the date of issuance, the shares had a fair market value of \$157,180.
- (viii) On March 6, 2023, the Company closed a non-brokered private placement of 1,491,667 units (the "Units") issued at a price of \$0.12 per Unit for gross aggregate proceeds of \$179,000 (the "Private Placement"). Each Unit is comprised of one common share (each a "Share") and one common share purchase warrant (each a "Warrant"). Each Warrant is exercisable to acquire one additional Share of the Company for a period of 36 months from closing at a price of \$0.20. The Company paid \$840.00 in cash and issued 7,000 broker warrants on the same terms noted above to qualified parties in connection with the Private Placement. The warrants were valued at \$46,241 using relative fair value method with the warrants fair value determined by using the Black-Scholes option pricing model using the following assumptions: Term – 3 years; Volatility – 78%; Interest rate – 4.00%. The broker warrants were valued at \$357 using the same assumptions.

**13. Warrants**

The warrants issued and outstanding as at March 31, 2023 and September 30, 2022 are as follows:

	Number of warrants	Weighted average strike price
Balance, September 30, 2021	17,602,720	\$ 0.50
Expired	(3,140,437)	\$ 0.54
Issued with the Sorbie Private Placement of Units	11,176,471	\$ 0.27
Issued with Sorbie Notes	9,743,200	\$ 0.27
Issued with Concurrent Private Placement	1,556,470	\$ 0.27
Balance, September 30, 2022	36,938,424	\$ 0.36
Expired	(14,462,283)	\$ (0.48)
Issued	1,498,667	\$ 0.20
Balance, March 31, 2023	23,974,808	\$ 0.26

The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date.

At March 31, 2023, the following warrants were outstanding and exercisable:

Strike price	Number	Weighted average remaining contractual life (in years)	Expiry date
\$ 0.27	22,476,141	2.28	07/11/2025
\$ 0.20	1,498,667	2.93	03/06/2026
	23,974,808	2.33	

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**14. Stock options and restricted share units**

In 2020 the Board of Directors approved a restricted share unit plan (the "RSU Plan") and a 20% rolling stock option plan (the "Option Plan") to grant restricted share units ("RSU's") and incentive stock options ("Options") to directors, officers, key employees and consultants of the Company. Pursuant to the RSU Plan and the Option Plan, the Company may reserve up to a maximum of 20% of the issued and outstanding common shares pursuant to awards granted under the plans. The vesting of the options and RSU's are determined by the board when granted, and can have a maximum term of 10 years. The plans were approved by the shareholders on October 23, 2020.

**Options**

Below is a summary of transactions for the six months ended March 31, 2023 and the year ended September 30, 2022:

<b>Transaction</b>	<b># Options</b>	<b>Weighted Average Strike Price</b>
Balance, September 30, 2021	11,242,051	\$0.29
Expired	(2,883,751)	\$0.30
Exercised	(200,000)	\$0.25
Granted	2,575,000	\$0.275
Balance, September 30, 2022	10,733,300	\$0.276
Granted	5,350,000	\$0.120
Expired	(725,000)	\$0.250
Balance, March 31, 2023	15,358,300	\$0.223

As at March 31, 2023 the Company had the following stock options outstanding:

<b>Grant date</b>	<b>Expiry date</b>	<b>Exercise price</b>	<b># of options outstanding</b>	<b># of options exercisable</b>
06/30/2015	06/20/2025	\$ 0.29	50,000	50,000
07/06/2015	07/06/2025	\$ 0.29	1,260,000	1,260,000
08/30/2016	08/30/2026	\$ 0.32	1,000,000	1,000,000
02/27/2019	02/27/2024	\$ 0.16	25,000	25,000
03/22/2019	03/22/2024	\$ 0.20	1,193,300	1,193,300
09/16/2019	09/16/2024	\$ 0.24	50,000	50,000
10/30/2019	10/30/2024	\$ 0.31	3,375,000	3,375,000
11/24/2020	11/24/2025	\$ 0.29	75,000	75,000
02/05/2021	02/05/2026	\$ 0.41	155,000	155,000
03/11/2021	03/11/2026	\$ 0.42	150,000	150,000
04/29/2021	04/29/2026	\$ 0.37	100,000	100,000
10/05/2021	10/05/2026	\$ 0.27	900,000	900,000
02/08/2022	02/08/2032	\$ 0.28	1,675,000	1,675,000
12/23/2022	12/23/2032	\$ 0.12	5,350,000	5,350,000
			15,358,300	15,358,300

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**14. Stock options and restricted share units (continued)**

The fair values of the stock options granted were calculated using the Black-Scholes Option Pricing Model using the weighted average assumptions below. The weighted average expiry date of the options is 5.503 years. The weighted average exercise price of the options is \$0.22.

	Six months ended March 31, 2023	Year ended September 30, 2022
Risk-free interest rate	3.17%	0.40%
Expected life of options	10 years	8.25 years
Annualized volatility	86%	86%
Share price	\$0.275	\$0.275
Forfeiture rate	0%	0%
Dividend rate	0%	0%
Weighted average fair value per options	\$0.10	\$0.20

**Restricted share units (“RSU’s”)**

Below is a summary of transactions for the six months ended March 31, 2023 and the year ended September 30, 2022:

<b>Transaction</b>	<b># RSUs</b>
Balance, September 30, 2021	1,953,000
Granted	1,866,806
Exercised	(845,000)
Expired	(55,000)
Balance, September 30, 2022	2,919,806
Granted	1,537,971
Exercised	(1,071,806)
Balance, March 31, 2023	3,385,971

**As at March 31, 2023, the Company had the following RSUs outstanding:**

<b>Date Issued</b>	<b># RSUs</b>	<b># Vested</b>	<b>Value per RSU</b>
04/24/2020	778,000	778,000	\$0.31
02/08/2022	1,070,000	425,000	\$0.275
12/23/2022	1,537,971	1,537,971	\$0.110
	3,385,971	2,740,971	

The grant date fair value of the RSU equals the fair market value of the corresponding shares at the grant date. The fair value of these equity-settled awards is recognized as compensation expense with a corresponding increase in equity. The total amount expensed is recognized over the vesting period, which is the period over which all the specified vesting conditions should be satisfied.

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**14. Stock options and restricted share units (continued)**

**Option and RSU expense reconciliation for the six months ended March 31, 2023:**

**As per the statement of changes in shareholders' equity**

Share based compensation	\$ 522,128
RSU grants	274,076
<b>Total</b>	<b>\$ 796,204</b>

**As per the statement of loss**

Share based compensation – options portion	\$ 522,128
Office and general	116,875
Investor and public relations	92,969
Research and development	11,478
Sales and marketing	52,754
<b>Total</b>	<b>\$ 796,204</b>

**15. Loss per share**

The warrants and options outstanding were excluded from the computation of diluted loss per share for the three and six months ended March 31, 2023 and 2022 because their impact was anti-dilutive.

**16. Financial instruments**

*Fair Value*

Financial instruments of the Company as at March 31, 2023 and September 30, 2022 consist of cash, accounts receivables, financial asset at fair value through profit and loss, accounts payable and accrued liabilities, convertible debentures and loans payable. There are no significant differences between the carrying amounts of the cash, accounts receivables and accounts payables and accrued liabilities reported on the consolidated statements of financial position and their estimated fair values because of the short-term maturities of these items. Loans payables are recognized initially and subsequently at amortized cost and approximate fair value due to the market rate of interest applied. Financial asset at fair value through profit and loss and convertible debentures are revalued at each reporting date based on level 3 inputs in the fair value hierarchy as disclosed in Note 4 and 12.

*Fair value hierarchy*

The fair value measurements use a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair value hierarchy has the following levels:

- (i) Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- (ii) Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- (iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The Company's risk exposures and their impact on the Company's financial instruments are summarized below.

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**16. Financial instruments (continued)**

*Market risk*

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, foreign exchange risk, commodity price risk and other price risk, such as equity risk. Financial instruments affected by market risk include cash deposits.

*Foreign currency risk*

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of a change in foreign exchange rates. The Company is exposed to foreign currency risk on cash, other receivables and accounts payable and loans denominated in U.S. dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at March 31, 2023, the Company had \$(161,867) of net financial instruments denominated in U.S. dollars. The effect on comprehensive loss before income tax of a 10% change in the foreign currency against the Canadian dollar on the above-mentioned net monetary assets and liabilities of the Company is estimated to be an increase/decrease of \$16,100, assuming that all other variables remained constant.

*Interest rate risk*

The Company is exposed to insignificant interest rate risk. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short-term nature of interest-bearing cash. The Company does not have any debt that bears variable interest rates.

*Credit risk*

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the end of the reporting period is the carrying value of its cash and accounts receivable and the face value of its asset carried at fair value through profit and loss, being \$2,360,000. Cash is held with both financial institutions in Canada and the United States, and management believes that exposure to credit risk is not significant. The Company manages its credit risk related to trade and other receivables by establishing procedures to establish payment terms and approval policies of customers. In the opinion of management, the credit risk is moderate, and no credit losses are expected.

*Price risk*

The Company is exposed to price risk. Price risk is the risk that the commodity prices that the Company charges are significantly influenced by its competitors and the commodity prices that the Company must charge to meet its competitors may not be sufficient to meet its expenses. The Company reduces the price risk by ensuring that it obtains information regarding the prices set by its competitors to ensure that its prices are appropriate to the unique attributes of its product and services. In the opinion of management, the price risk is low and is not material.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. See note 1 for further disclosure on the going concern assumption.

The Company's accounts payable and accrued liabilities are subject to normal trade terms and have contractual maturities payable within 30 days for 2023 and 2022.

At March 31, 2023, the Company has current assets of \$2,602,200 (September 30, 2022- \$3,268,686) and current liabilities of \$1,797,231 (September 30, 2022 – \$1,254,293) resulting in working capital of \$804,969 (September 30, 2022 – working capital \$2,014,393).

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**17. Capital management**

The Company's objectives when managing capital are: to safeguard the Company's ability to continue as a going concern; to maintain an optimal capital structure, while ensuring the Company's strategic objectives are met and to provide an appropriate return to shareholders relative to the risk of the Company's underlying assets. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, stock options, warrants, contributed surplus and deficit. The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, selling and/or acquiring assets, and controlling its capital expenditures program.

The Company is operating at a loss. As such, the Company is dependent on external financing to fund its activities. In order to pay for its operating expenses, the Company will spend its existing working capital and raise additional amounts as needed and if available.

As at March 31, 2023, managed capital was \$2,867,375 (September 30, 2022 - \$3,760,947). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes to the Company's approach to capital management during the six months ended March 31, 2023. The Company is not exposed to externally imposed capital requirements.

**18. Sales**

All revenue was earned in the United States.

**19. Office and general**

	Three months ended March 31,		Six months ended March 31,	
	2023	2022	2023	2022
Accounting and audit	45,456	69,848	\$ 53,281	\$74,158
Amortization and depreciation	49,738	54,293	99,739	109,233
Consulting	116,133	81,441	156,200	153,885
Insurance	8,904	6,869	20,777	13,728
Legal and regulatory	3,070	31,339	14,459	19,633
Occupancy costs	13,170	11,263	25,437	23,673
Office and general	40,737	67,252	87,496	124,049
Salaries and benefits	209,431	265,530	439,076	492,259
Warehouse supplies	3,919	11,511	9,215	23,787
Transfer agent	9,693	6,340	19,620	11,624
Travel	30,723	47,059	61,178	79,184
	\$ 530,974	\$ 652,745	\$ 986,478	\$ 1,125,213

**20. Commitment**

Effective November 1, 2015, the Company has a lease commitment for premises, requiring the following approximate annual payments:

Year	Minimum lease payment (\$'s)
2023	95,464
2024	99,144
2025	102,221
2026	105,327
2027	108,432

**BEE VECTORING TECHNOLOGIES INTERNATIONAL INC.**  
**Notes to the Unaudited Condensed Interim Consolidated Financial Statements**  
For the three and six months ended March 31, 2023  
(expressed in Canadian dollars)

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**21. Segmented information**

The Company's business consists of a single reportable segment. Details on a geographic basis are as follows:

	March 31, 2023	September 30, 2022
<b>Total long-term assets</b>		
Canada	\$ 2,925,243	\$ 2,259,185
United States of America	9,070	68,163
	<b>\$ 2,934,313</b>	<b>\$ 2,327,348</b>
<b>Revenues for the six months ended March 31,</b>	<b>2023</b>	<b>2022</b>
United States of America	\$ 405,145	\$ 325,550
	<b>\$ 405,145</b>	<b>\$ 325,550</b>

**22. Subsequent events**

Subsequent to the quarter end 1,754,275 common shares were issued upon the exercise of 1,754,275 RSUs.

The Company issued 771,014 common shares at a price of \$0.08625 per Share, to settle a semi-annual interest payment due to Sorbie Bornholm LP pursuant to the issuance of 1,900 notes for gross proceeds of \$1,900,000 from the private placement that closed on July 11, 2022.

The Company closed a non-brokered private placement of 2,250,000 units (the "Units") issued at a price of \$0.12 per Unit for gross aggregate proceeds of \$270,000. Each Unit is comprised of one common share (each a "Share") and one common share purchase warrant (each a "Warrant"). Each Warrant is exercisable to acquire one additional Share of the Company for a period of 36 months from closing at a price of \$0.20. No finder's fees were payable in connection with the Private Placement.

The Company granted an aggregate of 500,000 stock options (the "Options") to a consultant at a price of \$0.085 per share for a period of five years from grant, pursuant to the Company's Stock Option Plan. The Options will vest immediately. In addition, the Company issued an aggregate of 5,278,125 restricted share units (the "RSUs") to directors, officers, consultants and contractors pursuant to the Company's shareholder approved restricted share unit plan (the "RSU Plan"). 50% of the RSUs will vest immediately with the remaining 50% vesting three months from the date of issuance. Each RSU shall entitle the holder thereof to acquire one Share of the Company by delivering a notice of acquisition to the Company in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$0.10 which was above the market close on May 1, 2023. The RSUs were awarded to certain directors, officers, consultants and contractors who have agreed to restructure their compensation and receive RSUs in lieu of certain cash payments for past and future services.