LEEF BRANDS INC.
(FORMERLY ICANIC BRANDS COMPANY INC.)

CONSOLIDATED FINANCIAL STATEMENTS
AS OF JUNE 30, 2024 AND DECEMBER 31, 2023 AND
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2024 AND 2023

(Expressed in United States Dollars)

(Unaudited – Prepared by Management)

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying 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 the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

LEEF BRANDS INC. (FORMERLY ICANIC BRANDS COMPANY INC.)
Condensed Consolidated Statements of Financial Position
(Expressed in United States Dollars)

Assets		**June 30, 2024** (unaudited)	**December 31, 2023**
Current assets:			
Cash		$ 2,995,364	$ 6,414,587
Accounts receivable, net		3,708,263	2,441,490
Inventory	*Note 6*	3,723,014	3,288,861
Prepaid expenses and deposits		1,255,351	948,402
Acquisition deposit	*Note 7*	-	1,445,483
Deferred costs and other current assets		541,781	-
Total current assets		12,223,773	14,538,823
Non-Current Assets:			
Property and equipment, net	*Note 5*	26,248,418	23,856,852
Intangible assets, net	*Note 9*	4,835,483	3,390,000
Goodwill	*Note 8*	1,567,485	1,567,485
Other assets		415,249	415,249
Total non-current assets		33,066,635	29,229,586
Total Assets		**$ 45,290,409**	**$ 43,768,409**
Liabilities and Shareholders' Deficit			
Current liabilities:			
Accounts payable and other accrued liabilities	*Note 10*	$ 6,878,785	$ 6,924,899
Holdback liability	*Note 4*	935,618	935,618
Related party payables	*Note 17*	114,996	71,458
Current portion of notes payable	*Note 12*	701,501	821,623
Current portion of convertible debentures	*Note 13*	-	8,937,666
Current portion of contingent consideration	*Note 15*	2,400,000	-
Lease liabilities, short term	*Note 14*	191,086	175,858
Tax payable		11,175,395	9,414,086
Total current liabilities		22,397,380	27,281,208
Non-Current Liabilities:			
Lease liabilities, net of current portion	*Note 14*	2,003,945	2,104,789
Notes payable, net of current	*Note 12*	11,277,233	11,210,000
Convertible debentures, net of current	*Note 13*	6,874,401	-
Derivative liabilities, long term	*Note 11*	147,667	147,667
Deferred tax liability		1,011,576	1,011,576
Contingent consideration, net of current	*Note 15*	855,000	3,255,000
Total non-current liabilities		22,169,821	17,729,032
Total Liabilities		**44,567,202**	**45,010,240**
Shareholders' Deficit:			
Share capital		102,986,326	91,815,797
Accumulated other comprehensive loss		(1,485,523)	(1,333,729)
Accumulated deficit		(100,760,382)	(95,373,387)
Total equity attributable to shareholders' of Leef Brands Inc.		740,420	(4,891,319)
Non-controlling interest		(17,213)	3,649,489
Total Shareholders' Deficit		**723,207**	**(1,241,830)**
Total Liabilities and Shareholders' Deficit		**$ 45,290,409**	**$ 43,768,409**

Approved on behalf of the board of directors on August 1, 2024

“Micah Anderson, Director”

“Ben Slome, Director”

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

LEEF BRANDS INC. (FORMERLY ICANIC BRANDS COMPANY INC.)
Condensed Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in United States Dollars)

	Three Months ended		Six Months Ended	
	June 30, 2024	June 30, 2023	June 30, 2024	June 30, 2023
Net revenue	$ 7,916,653	$ 9,294,792	$ 15,830,568	$ 18,978,033
Cost of sales	5,226,760	6,391,806	9,928,058	12,591,774
Gross profit	2,689,893	2,902,986	5,902,510	6,386,259
Operating expenses:				
Advertising and promotion	111,943	222,099	245,841	435,019
Depreciation	427,494	491,077	872,403	932,904
Wages and salaries	2,793,600	1,836,328	3,780,378	4,017,966
Office and general expenses	523,051	564,419	927,409	1,157,199
Research and development expenses	11,144	90,154	12,971	148,770
Legal and professional fees	326,164	499,754	557,545	860,560
Insurance expenses	104,100	90,657	221,682	238,694
Excise and other taxes	19,944	28,929	39,572	46,983
Lease expenses	31,600	(81,358)	52,375	114,577
Loss on impairment of goodwill, intangible and long-lived assets	-	17,408,478	-	17,408,478
Other gains (losses)	(25,093)	-	(17,281)	-
Travel and business development	128,750	153,579	183,977	289,984
Total operating expenses	4,452,698	21,304,116	6,876,871	25,651,134
Loss from operations	(1,762,804)	(18,401,130)	(974,361)	(19,264,875)
Other expense:				
Interest expenses	1,658,395	1,036,881	2,953,199	1,930,972
Gain on extinguishment of debt	(284,660)	-	(284,660)	-
Change in fair value of contingent consideration	-	21,129	-	(136,000)
Change in fair value of derivative liability	-	(12,727)	-	(1,066,898)
Total other (income) expense	1,373,735	1,045,283	2,668,538	728,074
Loss before provision for income taxes	(3,136,539)	(19,446,413)	(3,642,900)	(19,992,949)
Provision for income taxes	802,664	868,531	1,761,309	1,785,361
Net loss and comprehensive loss	(3,939,204)	(20,314,944)	(5,404,209)	(21,778,310)
Foreign currency translation	(205,292)	(191,446)	(151,794)	(208,069)
Net loss and comprehensive loss attributable to non-controlling interest	(15,311)	(66,837)	(17,214)	(102,495)
Net loss and comprehensive loss attributable to shareholders' of Leef Brands Inc.	**$ (3,718,601)**	**$ (20,056,661)**	**$ (5,235,201)**	**$ (21,467,746)**
Basic loss per share attributable to the shareholders' of Leef Brands Inc.	**$ (0.00)**	**$ (0.02)**	**$ (0.00)**	**$ (0.02)**
Company	**$ (0.00)**	**$ (0.02)**	**$ (0.00)**	**$ (0.02)**
Diluted loss per share attributable to the Company	**$ (0.00)**	**$ (0.02)**	**$ (0.00)**	**$ (0.02)**
Weighted average number of common shares outstanding - basic	**1,327,740,397**	**1,152,078,851**	**1,221,496,638**	**1,105,742,451**
Weighted average number of common shares outstanding - diluted	**1,327,740,397**	**1,152,078,851**	**1,221,496,638**	**1,105,742,451**

LEEF BRANDS INC. (FORMERLY ICANIC BRANDS COMPANY INC.)
Condensed Consolidated Statements of Shareholders' Equity (Deficit)
For the six months ended June 30, 2024 and 2023
(Unaudited - Expressed in United States Dollars)

	Common Shares Number of shares	Share Capital	Accumulated deficit	Accumulated other comprehensive loss	Total equity attributable to shareholders' of Leef Brands Inc.	Non-controlling interest	Total shareholders' equity (deficit)
Balance as of January 1, 2023	**1,064,243,100**	**$ 86,350,523**	**$ (62,299,525)**	**$ (168,889)**	**$ 23,940,246**	**$ 3,792,178**	**$ 27,732,424**
Net loss	-	-	(21,675,814)	-	(21,675,814)	(102,495)	(21,778,309)
Common shares issued in connection with acquisition of The Leaf, LLC	81,420,952	3,939,000	-	-	3,939,000	-	3,939,000
Foreign currency translation	-	-	-	(208,069)	(208,069)	-	(208,069)
Exercised restricted stock units	6,074,932	-	-	-	-	-	-
Stock compensation expense	-	896,754	-	-	896,754	-	896,754
Equity based compensation for restricted stock units granted	-	86,388	-	-	86,388	-	86,388
Common shares issued for conversion of notes payable and debentures	6,195,521	404,756	-	-	404,756	-	404,756
Balance as of June 30, 2023	**1,157,934,505**	**$ 91,677,421**	**$ (83,975,339)**	**$ (376,958)**	**$ 7,383,261**	**$ 3,689,683**	**$ 11,072,944**
Balance as of January 1, 2024	**1,183,809,302**	**$ 91,815,797**	**$ (95,373,387)**	**$ (1,333,729)**	**$ (4,891,319)**	**$ 3,649,489**	**$ (1,241,830)**
Net loss	-	-	(5,386,995)	-	(5,386,995)	(17,214)	(5,404,209)
Common shares issued for cash	24,133,672	543,939	-	-	543,939	-	543,939
Common shares issued for services	15,000,000	333,000	-	-	333,000	-	333,000
Foreign currency translation	-	-	-	(151,794)	(151,794)	-	(151,794)
Common shares issued for conversion of notes payable and debentures	223,959,482	4,666,921	-	-	4,666,921	-	4,666,921
Acquisition of remaining non-controlling interest in Aya Biosciences	-	3,649,489	-	-	3,649,489	(3,649,489)	-
Warrants granted for common shares	-	1,567,716	-	-	1,567,716	-	1,567,716
Stock compensation expense	-	351,964	-	-	351,964	-	351,964
Equity based compensation for restricted stock units granted	-	57,500	-	-	57,500	-	57,500
Balance as of June 30, 2024	**1,446,902,456**	**$ 102,986,326**	**$ (100,760,382)**	**$ (1,485,523)**	**$ 740,420**	**$ (17,213)**	**$ 723,207**

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

LEEF BRANDS INC. (FORMERLY ICANIC BRANDS COMPANY INC.)
Condensed Consolidated Statements of Cash Flows
(Unaudited - Expressed in United States Dollars)

	Six Months Ended	
	June 30, 2024	June 30, 2023
Cash flow from operating activities:		
Net loss and comprehensive loss	$ (5,404,209)	$ (21,778,309)
Adjustments to reconcile net loss		
to net cash used in operating activities:		
Depreciation	872,403	932,904
Share based compensation	2,310,180	983,142
Loss on impairment of goodwill and intangibles	-	17,408,478
Amortization of debt discounts	2,888,317	1,063,088
Change in fair value of derivative liability	-	(1,066,898)
Change in fair value of contingent consideration	-	(136,000)
Amortization of finance liability discounts	-	32,360
Gain on extinguishment of convertible debentures	(284,660)	-
Forgiveness of notes payable	-	268,058
Changes in operating assets and liabilities:		
Accounts receivable, net	(1,266,773)	(797,243)
Prepaid expenses and deposits	(55,128)	(451,506)
Deferred costs and other current assets	-	97,806
Inventory	(434,153)	(575,629)
Other assets	-	74,698
Accounts payable and other accrued liabilities	(46,115)	2,025,902
Related party payables	43,538	(26,360)
Tax payable	1,761,309	2,140,970
Net provided by operating activities	**384,708**	**195,461**
Cash flows from investing activities:		
Equipment purchase and additions to construction in progress	(3,515,790)	(337,056)
Cash acquired from acquisition	-	326,220
Net cash used in investing activities	**(3,515,790)**	**(10,836)**
Cash flows from financing activities:		
Issuance of common shares	543,939	-
Proceeds from issuance of notes	755,730	-
Repayment of notes	(808,619)	(28,799)
Loan advances to third party	(541,781)	-
Proceeds from issuance of convertible notes	-	599,440
Repayments on finance liabilities	-	(405,430)
Repayments on lease liabilities	(85,616)	(519,487)
Net cash used in financing activities	**(136,347)**	**(354,276)**
Net decrease in cash	**(3,267,429)**	**(169,651)**
Effect of foreign exchange translation	(151,794)	(208,069)
Cash, beginning of period	6,414,587	3,305,760
Cash, end of period	**$ 2,995,364**	**$ 2,928,040**

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

1. Nature and Continuance of Operations

Leef Brands Inc. (the "Company") (Formerly Icanic Brands Company Inc.) was incorporated on September 15, 2011, under the laws of the province of British Columbia and is registered extra-provincially under the laws of Ontario. The Company is a cannabis branded products manufacturer based in California. The Company is a public company whose common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "LEEF" which became effective December 7, 2022. The head office of the Company is located at Suite 2500 Park Place, 666 Burrard Street, Vancouver, BC V6C 2X8.

These consolidated financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. As of June 30, 2024, the Company has yet to generate a positive net income. The Company is actively seeking additional sources of financing. 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 may cast significant doubt upon the entity's 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. Accordingly, they 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. See liquidity section of "*Note 2 – Basis of Presentation*" for further discussion on liquidity needs.

Reverse recapitalization

On April 20, 2022, the Company acquired all of the common stock of LEEF Holdings, Inc. ("LEEF") pursuant to a merger agreement dated January 21, 2022, among the Company, its wholly-owned subsidiary, Icanic Merger Sub, Inc. and LEEF. The Company issued an aggregate of 759,717,003 common shares, which were subject to a contractual hold period in accordance with the terms of the merger agreement, with an initial one-eighth of the shares received to be released on the one-year anniversary of closing and the remaining shares to be released in equal one-eighth installments every three months thereafter. In addition the Company issued 238,235,950 common shares with a fair value $34,606,154 as the consideration paid for the acquisition of LEEF.

Pursuant to the terms of the merger agreement, former LEEF shareholders will also be entitled to receive the following contingent earn-out payments (the "Earn-Out Payments"):

1. On July 20, 2023, an amount equal to 10% of (A) the product equal to two times the trailing 12-months ("**TTM**") revenue calculated for the 12-month period immediately following closing minus (B) US$120 million (the "**First Earn-Out Payment**");

2. On July 20, 2024, an amount equal to 10% of (A) the product equal to two times the TTM revenue calculated for the 12-month period immediately following the date that is one year from the closing date minus (B) the US$120 million and minus (C) any amounts paid pursuant to the First Earn-Out Payment (the "**Second Earn-Out Payment**"); and

3. On July 20, 2025, an amount equal to 10% of (A) the product equal to two times the TTM revenue calculated for the 12-month period immediately following the date that is two years from the closing date minus (B) US$120 million, minus (C) any amounts paid pursuant to the First Earn-Out Payment, minus (D) any amounts paid pursuant to the Second Earn-Out Payment.

2. Basis of Presentation

Each of the Earn-Out Payments will be satisfied in full through the issuance of common shares of the Company based on the 30-day volume weighted average trading price of the shares on the Canadian Securities Exchange for the period ending on the business day prior to the issuance.

LEEF Holdings, Inc. was deemed the accounting acquirer in the Business Combination based on an analysis of the criteria outlined in International Financial Reporting Standard ("IFRS") 3. This determination was primarily based on LEEF Holdings, Inc.'s stockholders prior to the Business Combination having a majority of the voting interests in the Company following the closing of the Business Combination, LEEF Holdings, Inc.'s operations comprising the ongoing operations of the Company, LEEF Holdings, Inc.'s designees comprising half of the board of directors of Company, and LEEF Holdings, Inc.'s senior management comprising the senior management of the Company. Accordingly, for accounting purposes, the Business Combination was treated as the equivalent of LEEF Holdings, Inc. issuing stock for the net assets of Icanic Brands, Inc. accompanied by a recapitalization. The net assets of Icanic Brands, Inc. are stated at historical cost.

While Icanic Brands, Inc. was the legal acquirer in the Business Combination, because LEEF Holdings, Inc. was deemed the accounting acquirer, the historical financial statements of LEEF Holdings, Inc. became the historical financial statements of the Company upon the consummation of the Business Combination. As a result, the financial statements included in this report reflect (i) the historical operating results of LEEF Holdings, Inc. prior to the Business Combination; (ii) the combined results of the Company and LEEF Holdings, Inc. following the closing of the Business Combination; (iii) the assets and liabilities of LEEF Holdings, Inc. at their historical cost; and (iv) the Company's equity structure before and after the Business Combination.

Statement of compliance

These consolidated financial statements have been prepared by management in accordance with IFRS, as set out in the CPA Canada Handbook – Accounting ("CPA Handbook") as issued by the International Accounting Standards Board ("IASB"). The policies set out below have been consistently applied to all periods presented unless otherwise noted.

These consolidated financial statements were approved and authorized for issuance by the Company's Board of Directors on August 1, 2024.

2. Basis of Presentation (Continued)

Liquidity

Historically, the Company's primary source of liquidity has been its operations, capital contributions made by equity investors and debt issuances. The Company is currently meeting its current operational obligations as they become due from its current working capital and from operations. However, the Company has sustained losses since inception and may require additional capital in the future. As of and for the six months ended June 30, 2024, the Company had an accumulated deficit of $100,760,382, a net loss and comprehensive loss attributable to the Company of $5,404,209, and net cash provided by operating activities of $384,708. The Company estimates that based on current business operations and working capital, it will continue to meet its obligations as they become due in the short term.

The Company is generating cash from revenues and deploying its capital reserves to acquire and develop assets capable of producing additional revenues and earnings over both the immediate and near term. Capital reserves are primarily being utilized for capital expenditures, facility improvements, product development and marketing.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due.

Basis of presentation and measurement

These consolidated financial statements have been prepared on a historical cost basis except for derivative financial instruments, which are measured at fair value through profit and loss, as explained in the accounting policies below. Historical costs are generally based upon the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

2. Basis of Presentation (Continued)

Change in fiscal year-end

The Company changed its fiscal year-end from a fiscal year ending on July 31 to December 31 year end, effective beginning with year-end December 31, 2022. The change in fiscal year-end of the Company is due to the acquisition of all common stock of LEEF Holdings, Inc. (“LEEF”) pursuant to the terms of a merger agreement among the Company, its wholly-owned subsidiary, Icanic Merger Sub, Inc. and LEEF, dated January 21, 2022.

The Company made the fiscal year change on a prospective basis and has not adjusted operating results for prior periods The change impacts the prior year comparability of the Company’s fiscal quarters in 2021, the fiscal first quarter of 2022 and the fiscal second quarter of 2022, and will result in shifts in the quarterly periods, which will not have a material impact on quarterly and yearly financials results.

Functional currency

All figures presented in the consolidated financial statements are reflected in United States dollars; however, the functional currency of the Company includes Canadian dollars and United States dollars. The Company’s subsidiaries functional currency is the United States dollar.

Transactions in foreign currencies are initially recorded in the Company’s functional currency at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when fair value is determined.

All gains and losses on translation of these foreign currency transactions are included in profit or loss.

On consolidation, the assets and liabilities of foreign operations reported in their functional currencies are translated into United States dollars, the Company’s presentation currency, at period-end exchange rates. Income and expenses, and cash flows of foreign operations are translated into United States dollars using average exchange rates. Exchange differences resulting from translating foreign operations are recognized in accumulated other comprehensive loss.

(Unaudited - Expressed in United States Dollars)

2. Basis of Presentation (Continued)

Basis of consolidation

These consolidated financial statements as of June 30, 2024 and December 31, 2023 and for the three and six months ended June 30, 2024 and 2023 include the accounts of the Company, its wholly-owned subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly and indirectly, to govern the financial and operating policies of an entity and be exposed to the variable returns from its activities. The financial statements of subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. The following is a list of the Company's wholly-owned and partially owned operating subsidiaries:

Name	Purpose	Jurisdiction	Interest
Aya Biosciences, Inc.	(1) Pharmaceutical	US	100%
Anderson Development SB, LLC.	Cultivation	US	100%
Paleo Paw Corp.	CBD Wellness	US	100%
Payne Distribution, LLC.	Distribution	US	100%
LEEF Brands, Inc.	Holding Company	Canada	100%
LEEF Holdings, Inc.	Holding Company	US	100%
Preferred Brand LLC	Manufacturing	US	100%
Seven Zero Seven, LLC.	Manufacturing	US	100%
LEEF Management, LLC.	Payroll	US	100%
1127466 B.C. Ltd.	Real Estate	Canada	100%
1200665 B.C. Ltd.	Real Estate	Canada	100%
SCRCB, LLC	Cultivation	US	100%
The Leaf at 73740, LLC	Dispensary	US	100%
1PN, LLC	(2) Nursery	US	50%

(1) As of June 30, 2024, the Company owned a 100% interest in Aya Biosciences, Inc. As of December 31, 2023, the Company owned a 55.65% interest in Aya Biosciences, Inc.
(2) As of June 30, 2024 and December 31, 2023, the Company owned a 50.00% and 0.00%, respectively, interest in 1PN, LLC.

All inter-company transactions and balances have been eliminated in the consolidated financial statement presentation.

3. Significant Accounting Policies

The preparation of the consolidated financial statements requires that the Company's management make judgments and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company's consolidated financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The significant accounting policies used by the Company are as follows:

Accounts receivable

Accounts receivable are recognized initially at fair value and subsequently measured at amortized cost, less any provisions for impairment. Financial assets measured at amortized cost are assessed for impairment at the end of each reporting period. Impairment provisions are estimated using the expected credit loss impairment model where any expected future credit losses are provided for, irrespective of whether a loss event has occurred at the reporting date. Estimates of expected credit losses take into account the Company's collection history, deterioration of collection rates during the average credit period, as well as observable changes in and forecasts of future economic conditions that affect default risk. Where applicable, the carrying amount of a trade receivable is reduced for any expected credit losses through the use of an allowance for doubtful accounts ("AFDA") provision. Changes in the AFDA provision are recognized in the consolidated statement of loss and comprehensive loss. When the Company determines that no recovery of the amount owing is possible, the amount is deemed irrecoverable and the financial asset is written off. As at December 31, 2023 the Company recorded an allowance for doubtful accounts of $991,140 (December 31, 2023 - $987,005).

Inventory

Inventory is valued at the lower of cost and net realizable value. The Company's inventory is comprised of cannabis related products and derivatives The cost of inventory is calculated using the weighted average method and comprises all costs of purchase necessary to bring the goods to sale. Net realizable value represents the estimated selling price for products sold in the ordinary course of business less the estimated costs necessary to make the sale. Cost of cannabis biomass is comprised of initial third-party acquisition costs, plus analytical testing costs. Costs of extracted cannabis oil inventory are comprised of initial acquisition cost of the biomass and all direct and indirect processing costs including labor related costs, consumables, materials, packaging supplies and analytical testing costs. Packaging and supplies are initially valued at cost and subsequently at the lower of cost and net realizable value.

Management uses the most reliable evidence available in determining the net realizable value of inventories. Actual selling prices may differ from estimates, based on market conditions at the time of sale. Allowances are made against obsolete or damaged inventory and charged to cost of sales. The reversal of any write-down of inventory arising from increase in the net realizable value is recognized as a reduction of cost of sales in the period in which the reversal occurred. As at June 30, 2024 and December 31, 2023, the Company recorded a reserve inventory in the amount of $67,355 and $162,390, respectively.

3. Significant Accounting Policies (continued)

Financial instruments

The Company adopted all the requirements of IFRS 9 Financial Instruments on January 1, 2018. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model. The following is the Company's accounting policy for financial instruments under IFRS 9: Classification The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive loss ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL

The following table shows the classifications under IFRS 9:

	Classification	Measurement
Financial assets:		
Cash	FVTPL	Fair value
Accounts receivable	Amortized cost	Amortized cost
Financial liabilities:		
Accounts payable and other accrued liabilities	Amortized cost	Amortized cost
Convertible debentures	FVTPL	Fair value
Notes payable	Amortized cost	Amortized cost
Derivative liabilities	FVTPL	Fair value
Lease liabilities	Amortized cost	Amortized cost

Measurement

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

3. Significant Accounting Policies (Continued)

Financial instruments (continued)

Financial assets through other comprehensive income ("FVTOCI")
Financial assets that meet the following conditions are measured at FVTOCI:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company does not currently hold any financial instruments designated as FVTOCI.

Equity instruments designated as FVTOCI
On initial recognition, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the equity instrument, instead, it is transferred to retained earnings. The Company does not currently hold any equity instruments designated as FVTOCI.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss.

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

3. Significant Accounting Policies (Continued)

Property and equipment

The Company records property and equipment at cost less accumulated amortization and accumulated impairment losses. It recognizes amortization to write off the cost of assets less their residual values over their useful lives. The depreciation rates applicable to each category of property and equipment are as follows:

Buildings	15 – 20 years
Office furniture and software	3 – 5 years
Machinery and equipment	10 years
Vehicles	8 years
Construction in progress	Not depreciated
Right-of-use assets	Shorter of lease term or economic life
Leasehold improvements	Shorter of lease term or economic life

An item of property and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss. Where an item of property and equipment and deferred costs consist of major components with different useful lives, the components are accounted for as separate items of property and equipment and deferred expenditures. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

Goodwill

Goodwill represents the excess of the purchase price paid for the acquisition of an entity over the fair value of the net tangible and intangible assets acquired. Goodwill is allocated to the cash generating unit (“CGU”) or group of CGUs which are expected to benefit from the synergies of the combination. Goodwill is not subject to amortization.

The goodwill balance is assessed for impairment annually or when facts and circumstances indicate that it is impaired. Goodwill is tested for impairment at a CGU level by comparing the carrying value to the recoverable amount, which is determined as the greater of fair value less costs of disposal and value in use. Any excess of the carrying amount over the recoverable amount is the impaired amount. The recoverable amount estimates are categorized as Level 3 according to the fair value hierarchy. Impairment charges are recognized in the consolidated statements of loss and comprehensive loss. Goodwill is reported at cost less any accumulated impairment. Goodwill impairments are not reversed.

3. Significant Accounting Policies (Continued)

Intangible assets

The Company's intangible assets consist of trademarks. Intangible assets acquired are measured on initial recognition at cost, while the cost of intangible assets acquired in a business combination is initially recorded at their fair values as at the date of acquisition. It recognizes amortization to write off the cost of assets less their residual values over their useful lives, using certain methods and rates. The intangibles as of June 30, 2024 and December 31, 2023 were a trademark and license which have an indefinite-lived asset so there is no assigned life or amortization method.

An intangible asset is derecognized on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising from the derecognition of an intangible asset is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in profit or loss. Following initial recognition, intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses.

Impairment of long-lived 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 the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the asset's 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 and indefinite lived intangible assets. The Company will assess for further impairment on an annual basis or as unexpected events happen.

Leases

The Company assesses whether a contract is or contains a lease at inception of the contract. A lease is recognized as a right-of-use asset and corresponding liability at the commencement date. Each lease payment included in the lease liability is apportioned between the repayment of the liability and a finance cost. The finance cost is recognized in "finance and other costs" in the consolidated statements of loss and comprehensive loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability. Lease liabilities represent the net present value of fixed lease payments (including in-substance fixed payments); variable lease payments based on an index, rate, or subject to a fair market value renewal condition; amounts expected to be payable by the lessee under residual value guarantees, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if it is probable that the lessee will exercise that option.

3. Significant Accounting Policies (Continued)

Leases (continued)

The Company's lease liability is recognized net of lease incentives receivable. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be determined, the lessee's incremental borrowing rate. The period over which the lease payments are discounted is the expected lease term, including renewal and termination options that the Company is reasonably certain to exercise.

Payments associated with short-term leases and leases of low-value assets are recognized as an expense on a straight-line basis in general and administration and sales and marketing expense in the consolidated statements of loss and comprehensive loss. Short term leases are defined as leases with a lease term of 12 months or less.

Variable lease payments that do not depend on an index, rate, or subject to a fair market value renewal condition are expensed as incurred and recognized in costs of goods sold, general and administration or sales and marketing expense, as appropriate given how the underlying leased asset is used, in the consolidated statement of comprehensive loss.

Right-of-use assets are measured at cost, which is calculated as the amount of the initial measurement of lease liability plus any lease payments made at or before the commencement date, any initial direct costs and related restoration costs. The right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset. The depreciation is recognized from the commencement date of the lease.

Sale and leaseback transactions

Sale and leaseback transactions are assessed to determine whether a sale has occurred under IFRS 15. If a sale is determined not to have occurred, the underlying "sold" assets are not derecognized and a finance liability is established in the amount of cash received. At such time that the lease expires, the assets are then derecognized along with the finance liability, with a gain recognized on disposal for the difference between the two amounts, if any. Refer to "*Note 14 - Lease Liabilities*" for further discussion.

In accordance with IFRS 16, the satisfaction of a performance obligation under IFRS 15 is applied to sale and leaseback transactions. As the seller-lessee, the Company measures the right-of-use asset arising from the transaction at the proportion of the previous carrying amount of the asset that relates to the right of use retained. The Company only recognizes the gain or loss that relates to the rights transferred to the buyer-lessor. Adjustments are made to measure the sale proceeds at fair value in which any below-market terms are accounted for as a prepayment of lease payments and any above-market terms are accounted for as an additional financing cost. Adjustments for any off-market terms are on the more readily determinable basis of the difference between the fair value of the consideration for the sale and the fair value of the asset, and the difference between the present value of the contractual payments for the lease and the present value of lease payments at market rates.

3. Significant Accounting Policies (Continued)

Derivatives

Derivatives are initially measured at fair value and are subsequently measured at FVTPL. If the transaction price does not equal to fair value at the point of initial recognition, management measures the fair value of each component of the investment and any unrealized gains or losses at inception are either recognized in profit or loss or deferred and recognized over the term of the investment, depending on whether the valuation inputs are based on observable market data. The resulting unrealized gain or loss at inception and subsequent changes in fair value are recognized in profit or loss for the period.

The Company evaluates all of its agreements to determine if such instruments have derivatives or contain features that qualify as embedded derivatives. The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is evaluated at the end of each reporting period. Derivative instrument liabilities are classified in the Consolidated Statement of Financial Position as current or non-current based on whether or not net-cash settlement of the derivative instrument could be required within 12 months of the Consolidated Statements of Financial Position date. Critical estimates and assumptions used in the model are discussed in "*Note 11 – Derivative Liabilities*".

Convertible debentures

Convertible debentures are financial instruments that are accounted for separately dependent on the nature of their components. The identification of such components embedded within a convertible debenture requires significant judgment given that it is based on the interpretation of the substance of the contractual agreement. Where the conversion option has a fixed conversion rate, the financial liability, which represents the obligation to pay coupon interest on the convertible debentures in the future, is initially measured at its fair value and subsequently measured at amortized cost. The residual amount is accounted for as an equity instrument at issuance. Where the conversion option has a variable conversion rate, the conversion option is recognized as a derivative liability measured at fair value. The determination of the fair value is also an area of significant judgment given that it is subject to various inputs, assumptions and estimates including contractual future cash flows, discount rates, credit spreads and volatility.

Fees directly attributable to the transactions are apportioned to the financial liability, derivative liability and equity components in proportion to the allocation of proceeds.

Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received or given up is not readily determinable, the fair market value of the shares is used to record the transaction. The fair market value of the shares is based on the trading price of those shares on the appropriate stock exchange on the date of the agreement to issue or receive shares as determined by the board of directors.

3. Significant Accounting Policies (Continued)

Foreign currency

These consolidated financial statements are presented in U.S. dollars, which is also one of the functional currency of the certain subsidiaries along with Canadian dollars being the functional currency for other subsidiaries. Each subsidiary determines its own functional currency and items included in the financial statements of each subsidiary are measured using that functional currency.

i) Transactions and Balances in Foreign Currencies

Foreign currency transactions are translated into the functional currency of the respective entity, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at year-end exchange rates are recognized in profit or loss. Non-monetary items measured at historical cost are translated using the exchange rates at the date of the transaction and are not retranslated. Non-monetary items measured at fair value are translated using the exchange rates at the date when fair value was determined.

ii) Foreign operations

On consolidation, the assets and liabilities of foreign operations are translated into U.S. dollars at the exchange rate prevailing at the reporting date and their income statements are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on the translation are recognized in other comprehensive income and accumulated in the foreign currency translation reserve in equity. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in earnings and recognized as part of the gain or loss on disposal.

Income Taxes

Tax expense recognized in profit or loss comprises the sum of current and deferred taxes not recognized in other comprehensive income or directly in equity.

Current Tax

Current tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

3. Significant Accounting Policies (Continued)

Income Taxes (continued)

Deferred Tax

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

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 and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

Revenue recognition

The Company generates revenue primarily from the sale of cannabis related activities. The Company uses the following five-step contract-based analysis of transactions to determine if, when and how much revenue can be recognized:

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 from the sale of cannabis is generally recognized when control over the goods has been transferred to the customer. Payment for sales is typically due prior to shipment. Payment for wholesale transactions is due within a specified time period as permitted by the underlying agreement and the Company's credit policy upon the transfer of goods to the customer. The Company generally satisfies its performance obligation and transfers control to the customer upon delivery and acceptance by the customer. Revenue is recorded at the estimated amount of consideration to which the Company expects to be entitled.

Bulk product and white label services revenue

The Company recognizes revenue from bulk product sales and white label services. Product sales are generally recognized when the Company satisfies the performance obligations and transfers control over the goods to the customer upon delivery and acceptance by the customer. Revenue is recorded at the estimated amount of consideration to which the Company expects to be entitled. Returns are performed when the product does not meet the requested type, concentration, etc. and ordered by the customer. Returns and exchanges are reported and recorded at the same time as revenue transactions.

3. Significant Accounting Policies (Continued)

Share-based Compensation

As part of its remuneration, the Company grants restricted stock units and also stock options and warrants to buy common shares of the Company to its employees. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value of employee services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is measured at the grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instrument granted or vested if the option vests over a period. This fair value is measured at the grant date, using the Black-Scholes option pricing model, and is recognized over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates.

All share-based remuneration is ultimately recognized as an expense in the consolidated statements of loss and comprehensive loss with a corresponding credit to contributed surplus. Upon exercise of share options, the proceeds received net of any directly attributable transactions costs and the amount originally credited to contributed surplus are allocated to share capital. When options expire unexercised the related value remains in contributed surplus.

Business combination

A business combination is a transaction or event in which an acquirer obtains control of one or more businesses and is accounted for using the acquisition method. The total consideration paid for the acquisition is the fair value equity instruments issued in exchange for control of the acquiree at the acquisition date. The acquisition date is the date when the Company obtains control of the acquiree. The identifiable assets acquired, and liabilities assumed are recognized at their acquisition date fair values, except for deferred taxes and share-based payment awards where IFRS provides exceptions to recording the amounts at fair value. Goodwill represents the difference between total consideration paid and the fair value of the net-identifiable assets acquired. Acquisition costs incurred are expensed in the consolidated statement of loss and comprehensive loss.

Contingent consideration is measured at its acquisition date fair value and is included as part of the consideration transferred in a business combination, subject to the applicable terms and conditions. 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 a liability is remeasured at subsequent reporting dates in accordance with IFRS 9 Financial Instruments with the corresponding gain or loss recognized in the consolidated statements of loss and comprehensive loss.

3. Significant Accounting Policies (Continued)

Business Combination (continued)

Based on the facts and circumstances that existed at the acquisition date, management will perform a valuation analysis to allocate the purchase price based on the fair values of the identifiable assets acquired and liabilities assumed on the acquisition date. Management has one year from the acquisition date to confirm and finalize the facts and circumstances that support the finalized fair value analysis and related purchase price allocation. Until such time, these values are provisionally reported and are subject to change. Changes to fair values and allocations are retrospectively adjusted in subsequent periods.

In determining the fair value of all identifiable assets acquired and liabilities assumed, the most significant estimates generally relate to contingent consideration and intangible assets. Management exercises judgment in estimating the probability and timing of when earn-outs are expected to be achieved, which is used as the basis for estimating fair value. Identified intangible assets are fair valued using appropriate valuation techniques which are generally based on a forecast of the total expected future net cash flows of the acquiree. Valuations are highly dependent on the inputs used and assumptions made by management regarding the future performance of these assets and any changes in the discount rate applied.

Acquisitions that do not meet the definition of a business combination are accounted for as asset acquisitions. Consideration paid for an asset acquisition is allocated to the individual identifiable assets acquired and liabilities assumed based on the fair value of the goods and services received. Asset acquisitions do not give rise to goodwill. Any consideration paid in excess of the identifiable assets and liabilities assumed is expensed to the consolidated statements of loss and comprehensive loss.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Loss per share

The Company calculates basic loss per share by dividing the loss for the period by the weighted average number of common shares outstanding during the year. It calculates diluted loss per share in a similar manner, except that it increases the weighted average number of common shares outstanding, using the treasury stock method, to include common shares potentially issuable from the assumed exercise of stock options and other instruments, if dilutive. In the Company's case, these potential issuances are "anti-dilutive" as they would decrease the loss per share; consequently, the amounts calculated for basic and diluted loss per share are the same.

3. Significant Accounting Policies (Continued)

Significant accounting judgments and estimates

The preparation of interim consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. Actual future outcomes could differ from present estimates and judgments, potentially having material future effects on the Company's consolidated financial statements. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The following are the critical judgments and estimates that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

Business combinations and asset acquisitions
Judgement is required to determine if the Company's acquisition represented a business combination or an asset purchase.

In a business combination, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant areas of judgment and estimation relates to the determination of the fair value of these assets and liabilities, including the fair value of contingent consideration, if applicable. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, an independent external valuation expert may develop the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and any changes in the discount rate applied. In certain circumstances where estimates have been made, the Company may obtain third-party valuations of certain assets, which could result in further refinement of the fair-value allocation of certain purchase prices and accounting adjustments.

Functional Currency Translations
The functional currency of the Company and each of the Company's subsidiaries is the currency of the primary economic environment in which the respective entity operates. Such determination involves certain judgements to identify the primary economic environment. The Company reconsiders the functional currency of an entity if there is a significant change in the events and/or conditions which determine the primary economic environment. In the event of a change of functional currency, the Company revaluates the classification of financial instruments. Upon the change in the parent Company's functional currency during the year, the financing warrants, which were initially classified as a derivative liability on the consolidated statements of financial position, were reassessed and reclassified as equity instruments at the fair value on the date of the functional currency change.

Inventory
Inventory is carried at the lower of cost or net realizable value. The determination of net realizable value involves significant management judgement and estimates, including the estimation of future selling prices.

Valuation of share-based payments
The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

3. Significant Accounting Policies (Continued)

Significant accounting judgments and estimates (continued)

The valuation of shares and other equity instruments issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

Estimated useful life of long-lived assets
Judgment is used to estimate each component of a long-lived asset's useful life and is based on an analysis of all pertinent factors including, but not limited to, the expected use of the asset and in the case of an intangible asset, contractual provisions that enable renewal or extension of the asset's legal or contractual life without substantial cost, and renewal history. If the estimated useful lives were incorrect, it could result in an increase or decrease in the annual amortization expense, and future impairment charges or recoveries.

Impairment of long-lived assets
Long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances indicating that the carrying value of the asset may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset or cash-generating unit). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Management evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

Income taxes
Income taxes and deferred income tax assets or liabilities. Management uses judgment and estimates in determining the appropriate rates and amounts in recording deferred taxes, giving consideration to timing and probability. Actual taxes could vary significantly from these estimates as a result of future events, including changes in income tax law or the outcome of reviews by tax authorities and related appeals. The resolution of these uncertainties and the associated final taxes may result in adjustment to the Company's tax assets and tax liabilities. The recognition of deferred income tax assets is subject to judgment and estimation over whether these amounts can be realized.

Provisions
Provisions are accrued for liabilities with uncertain timing or amounts, if, in the opinion of management, it is both likely that a future event will confirm that a liability had been incurred at the date of the consolidated financial statements and the amount can be reasonably estimated. In cases where it is not possible to determine whether such a liability has occurred, or to reasonably estimate the amount of loss until the performance of some future event, no accrual is made until that time. In the ordinary course of business, the Company may be party to legal proceedings which include claims for monetary damages asserted against the Company. The adequacy of provisions is regularly assessed as new information becomes available.

3. Significant Accounting Policies (Continued)

Significant accounting judgments and estimates (continued)

Leases
Leases requires lessees to discount lease payments using the rate implicit in the lease if that rate is readily available. If that rate cannot be readily determined, the lessee is required to use its incremental borrowing rate. The Company generally uses the incremental borrowing rate when initially recording real estate leases as the implicit rates are not readily available as information from the lessor regarding the fair value of underlying assets and initial direct costs incurred by the lessor related to the leased assets is not available.

The Company determines the incremental borrowing rate as the interest rate the Company would pay to borrow over a similar term the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Company used an incremental borrowing rate between 12% - 15%.

Leases requires lessees to estimate the lease term. In determining the period which the Company has the right to use an underlying asset, management considers the non-cancellable period along with all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option.

Fair values
The individual fair values attributed to the different components of a financing transaction, notably derivative financial instruments, convertible debentures and loans, are determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and derive estimates. Significant judgment is also used when attributing fair values to each component of a transaction upon initial recognition, measuring fair values for certain instruments on a recurring basis and disclosing the fair values of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of instruments that are not quoted or observable in an active market. See "*Note 16 – Financial Instruments and Financial Risk Management*" for summaries of the Company's financial instruments as of June 30, 2024 and December 31, 2023.

Allowance for doubtful accounts
The Company makes estimates for allowances that represent its estimate of potential losses in respect of trade receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that may have been incurred but not yet specifically identified. The Company's allowance is determined by historical experiences, and considers factors including the aging of the balances, the customer's creditworthiness, current economic conditions, expectation of bankruptcies and the economic volatility in the markets/locations of customers.

Loss per Share
The Company calculates basic earnings or loss per share by dividing net earnings or loss by the weighted-average number of common shares outstanding during the period. Diluted loss per share is the same as basic loss per share if the issuance of shares on the exercise of convertible debentures, contingency issuable shares, warrants, and share options are anti-dilutive. Diluted earnings per share includes options and warrants if the average market price for the Company's common shares for the period exceeds the exercise price ("in the money"). Contingently issuable shares that are determined to be dilutive and the contingency is satisfied are included in the diluted earnings per share. The Company's convertible debentures are included in the diluted earnings per share if determined to be dilutive. See "Note 22 – Loss Per Share" for further information.

(Unaudited - Expressed in United States Dollars)

4. Business Combination

Acquisition of The Leaf

On January 11, 2023, the Company entered into a Membership Interest Purchase Agreement with The Leaf at 73740, LLC ("The Leaf"), a dispensary in Palm Desert, California, to acquire 100% of the outstanding interest in The Leaf. For the consideration of the interests, the Company issued 76,336,969 common shares valued at approximately $3.7 million in addition to working capital and holdback consideration amounts totaling approximately $1.2 million.

Acquired tangible assets were valued at estimates of their current fair values. The valuation of acquired intangible assets consisting of the intangibles noted above were determined based on management's estimates and consultation with an independent appraiser. The multi-period excess earnings method was used in applying the income approach to determine the fair value of acquired intangible assets. Significant assumptions inherent in the valuation method for acquired intangible assets are employed and included, but are not limited to, prospective financial information, terminal value, and discount rates. When performing the multi-period excess earnings method for acquired intangible assets, the Company incorporates the use of projected financial information and a discount rate that are developed using market participant-based assumptions. The cash-flow projections are based on multi-year financial forecasts developed by management that include revenue projections, capital spending trends, and investment in working capital to support anticipated revenue growth, which are regularly reviewed by management. The selected discount rate considers the risk and nature of the comparative companies and the rates of return market participants would require to investing their capital in the Company.

The following table summarizes the acquisition-date fair value of the consideration transferred and purchase price allocation for the fair value amounts of the assets acquired and liabilities assumed at the date of acquisition, January 11, 2023:

Total Consideration:		
Stock Issued:	$	3,939,000
Indemity holdback and stock payable		959,000
Total Consideration	**$**	**4,898,000**
Accounting of Net Assets Acquired:		
Cash	$	326,221
Accounts Receivable		8,870
Inventories		236,818
Other Current Assets		6,634
Property and Equipment		47,784
Tradename Intangible		1,540,000
License Intangible		1,850,000
Right of use asset		1,447,903
Accounts Payable and Accrued Liabilities		(571,714)
Lease liability		(1,447,903)
Deferred tax liability		(1,011,576)
Income taxes payable		(29,523)
Total Identifiable Net Assets		2,403,514
Goodwill (1)		2,494,486
Total Net Assets Acquired	**$**	**4,898,000**

(3) The goodwill arising from the acquisition represents expected synergies, future income and growth, and other intangibles that do not qualify for separate recognition. As part of the Company's accounting policy for impairment, the Company assessed impairment for goodwill and intangibles as of December 31, 2023, including the assets acquired above. Goodwill related to the acquisition of the Leaf was impaired by $927,000 during the year ended December 31, 2023, see Note 8.

(Unaudited - Expressed in United States Dollars)

5. Property and Equipment

As of June 30, 2024 and December 31, 2023, the property and equipment consists of the following:

	Buildings and land	Office equipment and software	Machinery and equipment	Right-of-use asset (1)	Vehicles	Leasehold Improvements	Construction in progress	Total
Cost								
Balance as of January 1, 2023	$ 15,304,955	$ 193,892	$ 5,570,345	$ 3,568,065	$ 287,535	$ 692,886	$ -	$ 25,617,678
Additions	7,097,559	36,431	473,577	-	-	-	-	7,607,567
Disposals and transfers	(473,577)	-	(812,845)	(666,111)	-	-	-	(1,952,533)
Balance as of December 31, 2023	$ 21,928,937	$ 230,323	$ 5,231,077	$ 2,901,954	$ 287,535	$ 692,886	$ -	$ 31,272,712
Additions	3,012,148	-	-	-	-	-	251,821	3,263,969
Balance as of June 30, 2024	**$ 24,941,085**	**$ 230,323**	**$ 5,231,077**	**$ 2,901,954**	**$ 287,535**	**$ 692,886**	**$ 251,821**	**$ 34,536,681**
Accumulated Depreciation								
Balance as of January 1, 2023	$ (3,632,381)	$ (110,811)	$ (1,030,835)	$ (705,109)	$ (103,319)	$ -	$ -	$ (5,582,455)
Depreciation	(601,818) 0	(45,319)	(928,154)	(227,580)	(30,534)	-	-	(1,833,405)
Balance as of December 31, 2023	$ (4,234,199)	$ (156,130)	$ (1,958,989)	$ (932,689)	$ (133,853)	$ -	$ -	$ (7,415,860)
Depreciation	(300,909)	(22,660)	(424,965)	(108,602)	(15,267)	-	-	(872,403)
Balance as of June 30, 2024	**$ (4,535,109)**	**$ (178,790)**	**$ (2,383,954)**	**$ (1,041,291)**	**$ (149,120)**	**$ -**	**$ -**	**$ (8,288,263)**
Net Book Value								
June 30, 2024	**$ 20,405,977**	**$ 51,533**	**$ 2,847,123**	**$ 1,860,663**	**$ 138,415**	**$ 692,886**	**$ 251,821**	**$ 26,248,418**
December 31, 2023	**$ 17,694,738**	**$ 74,193**	**$ 3,272,088**	**$ 1,969,265**	**$ 153,682**	**$ 692,886**	**$ -**	**$ 23,856,852**

(1) See "Note 14 - Lease Liabilities" for further information.

There was depreciation expense and amortization expense for the three and six months ended June 30, 2024 of $427,495 and $872,403, respectively. Depreciation expense and amortization expense for the three and six months ended June 30, 2023 was $491,077 and $932,904, respectively. These amounts were included as operating expenses on the consolidated statements of loss and comprehensive loss for the three and months ended June 30, 2024 and 2023.

In August 3, 2023, the Company acquired the 1,900 acre Salisbury Canyon Ranch in Santa Barbara, California for the purposes of cannabis cultivation. This property was financed by a $7 million note payable (see Note 12).

On January 1, 2023, the Company disposed of 100% of its interests in De Krown Enterprises LLC. The Company recorded an impairment on the disposal long-lived assets of De Krown for the year ended December 31, 2022. In accordance with IFRS, long-lived assets are reviewed for impairment upon the occurrence of events or changes in circumstances indicating that the carrying value of the asset may not be recoverable and an impairment loss should be recorded if the recoverable amount is significantly lower than the carrying value. As such Management performed the assessment and has recorded a loss on impairment of De Krown long-lived assets totaling $822,549. No further analysis or loss was deemed necessary as of December 31, 2023. See "Note 3 – Significant Accounting Policies" for further discussion on the Company's policy surrounding the impairment of long-lived assets.

6. Inventory

As of June 30, 2024 and December 31, 2023, inventory consists of the following:

	2024	2023
Raw materials	$ 859,763	$ 835,186
Work-in-Process	726,722	944,873
Finished goods - cannabis related products	2,136,530	1,508,802
Total inventory	**$ 3,723,014**	**$ 3,288,861**

7. Acquisition Deposit

On May 21, 2019, the Company entered into a share exchange agreement (the "Definitive Agreement") among the Company, 1200665 B.C. Ltd., a private British Columbia company ("1200665BC"), whereby the Company will acquire all of the issued and outstanding shares of 1200665BC. 1200665BC, have pending Share Purchase Agreements ("SPA") with V6E and Sullivan Park, whom are beneficial owners of cannabis cultivation and manufacturing licenses in the state of Nevada. The Company is seeking regulatory approval for the transfer of ownership from the State of Nevada. Upon receipt of regulatory approval, the transaction with 1200665BC will close. As of the date of these financial statements, the Company is working with the previous owners of 1200665 B.C. Ltd. as well as legal council to complete the Transfer of Interest ("TOI") to the Nevada Cannabis Compliance Board. As consideration, the Company issued 30,645,161 common shares with a fair value of $11,645,161 and settled the remaining purchase price of $12,500,000 through the issuance of 40,322,580 common shares. The acquisition deposit represents funds and equity advanced to these Entities. Upon regulatory approval, the Company will assess whether the acquired business meets the definition under IFRS 3 – *Business Combinations* and the acquisition deposit will be the purchase price. The acquisition deposit will be eliminated upon regulatory approval.

In the fourth quarter of 2022, it was determined by Management that certain acquisitions noted above were revalued based on initial expectations of valuations being much higher than determined at December 31, 2022. Although the Management reduced the expected value of certain acquisitions, there were still material value to warrant a deposit asset and this is evidenced by Letters of Intent ("LOI's") that are included as an asset on the accompanying statement of financial position as Acquisition Deposits. These deposits total $1.64 million and are based on the LOI's in place at the time these financial statements were available to be issued. As of June 30, 2024, licenses were recognized as intangible assets in the amount of $1,445,483 and there is no longer a balance in acquisition deposits as of the current period end (See *Note 9 – Intangible Assets*).

8. Goodwill

As of June 30, 2024 and December 31, 2023, goodwill was $1,567,485, respectively. During the year ended December 31, 2023, the Company recorded goodwill of $2,494,485 as a result of a business combination in January 2023. See "*Note 4 – Business Combinations*" for further information on the business combination transaction. For the year ended December 31, 2023, the Company recorded a $927,000 impairment loss on the balance of goodwill. There was no impairment recorded during the three and six months ended June 30, 2024. See "*Note 3 – Significant Accounting Policies*" for managements position on impairment of long-lived assets.

9. Intangible Assets

As June 30, 2024 and December 31, 2023, intangible assets were $4,835,483 and $3,390,000, respectively. During the six months ended June 30, 2024, the Company assumed their ownership of the licenses for which there was a previously recorded acquisition deposit of $1,445,483 (See *Note 7 – Acquisition deposit*). During the year ended December 31, 2023, the Company acquired trademark and license assets of $1,540,000 and $1,850,000, respectively, as a result of a business combination on January 11, 2023. See "*Note 4 – Business Combinations*" for further information. As of December 31, 2023 management determined that a $29,300,000 impairment was deemed necessary on assets related to the Icanic acquisition on April 20, 2022.

(Unaudited - Expressed in United States Dollars)

9. Accounts Payable and Other Accrued Liabilities

As of June 30, 2024 and December 31, 2023, accounts payable and other accrued liabilities consists of the following:

	2024	2023
Accounts payable	$ 3,383,281	$ 4,071,687
Accrued liabilities	3,495,504	2,853,212
Total accounts payable and other accrued liabilities	**$ 6,878,785**	**$ 6,924,899**

10. Derivative liabilities

During June 2019, the Company entered into a private placement financing by issuing approximately $14,671,000 senior secured convertible debentures (see *"Note 13 - Convertible Debentures"*) and 14,671 share purchase warrants that contain a non-fixed conversion ratio into the Company's shares and exercise price, respectively. During September 2022, 75% of the senior secured convertible debentures balance was modified such that that the conversion price into the Company's common stock was denominated in a currency other than the Company's functional currency. As a result, the conversion options did not have a fixed conversion rate.

In accordance with IAS 32, "*Financial Instruments",* a contract to issue a variable number of equity shares fails to meet the definition of equity. Accordingly, such a contract or instrument would be accounted for as a derivative liability and measured at fair value with changes in fair value recognized in the Condensed Consolidated Statements of Operations and Comprehensive Loss at each period-end.

During the year ended December 31, 2022, the Company acquired a note payable for gross proceeds of $200,000 ("Secured Loan") as a part of a business combination. The Secured Loan bears interest of 6% and the principal and interest are convertible into common stock of the Company at a market rate less an allowable discount ("Conversion Price"). The Secured Loan original maturity date of December 31, 2020 was extended to September 30, 2023 at which point it was satisfied in full. See "*Note 4 – Business Combinations*" for further information.

For the Secured Loan, the variability of the Conversion Price would result in a variable number of shares on conversion. For the Secured Loan, the conversion does not meet the fixed for fixed requirement because a variable number of shares could be issued. The Secured Loan are being accreted to the face value of the debt plus interest to maturity.

The Company used Monte Carlo to estimate the fair value of the derivative liabilities for the senior secured convertible debentures. The Monte Carlo pricing model uses Level 3 inputs in its valuation model.

The following assumptions were used by management to determine the fair value of the derivative liabilities as of June 30, 2024 and December 31, 2023:

	2024	2023
Expected Stock Price Volatility	60.00%	60.00%
Risk-Free Annual Interest Rate	4.38%	4.38%
Expected Life (Years)	1.19	1.44
Share Price	$ 0.03	$ 0.03

(Unaudited - Expressed in United States Dollars)

11. Derivative liabilities (Continued)

A reconciliation of the beginning and ending balance of derivative liabilities and change in fair value of the derivative liabilities is as follows for the six months ended June 30, 2024 and year ended December 31, 2023:

	2024	2023
Balance as of beginning of year	$ 147,667	$ 1,555,037
Change in fair value	-	(1,345,715)
Extinguishment of conversion option	-	(61,655)
Balance as of end of the period	**147,667**	**147,667**
Less derivative liabilities, short term	-	-
Derivative liabilities, long term	**$ 147,667**	**$ 147,667**

12. Notes Payable

As of June 30, 2024 and December 31, 2023 notes payable consisted of the following:

	2024	2023
Secured promissory notes dated November 2018 through April 2024 issued to finance equipment acquisitions which mature from December 2023 through April 2029, and bear interest of 3.12% to 7.64% with principal and interest payments due monthly.	$ 101,913	$ 18,183
Small Business Administration loan which bears interest at 1% with interest payments due monthly.	11,000	11,000
Secured promissory note dated February 8, 2023, which matures in November 2023, and bears interest of 10%	-	299,440
Secured promissory note dated May 25, 2023, which matures in May 2028	7,000,000	7,000,000
Secured promissory note dated September 19, 2023, which matures in May 2028, and bears interest of 4%	4,199,000	4,199,000
Secured promissory note dated July 1, 2023, which matures in February 2024	-	504,000
Secured promissory note dated March 18, 2024, which matures on November 30, 2024 and bears interest of 15%	200,000	0
Secured promissory note dated March 18, 2024, which matures on November 31, 2024, and bears interest of 15%.	466,821	-
Total notes payable	11,978,734	12,031,623
Less current portion of notes payable	(701,501)	(821,623)
Total notes payable, net of current	**$ 11,277,233**	**$ 11,210,000**

(1) As of the date of these financial statements, both parties mutually agreed to convert the note payable due into Company shares at the market rate upon the date of repayment. The Company is currently in process of converting the promissory note due into common shares of the Company stock.

(Unaudited - Expressed in United States Dollars)

11. Notes Payable (Continued)

A reconciliation of the beginning and ending balances of notes payable for the six months ended June 30, 2024 and the year ended December 31, 2023 is as follows:

	2024	2023
Balance as of beginning of year	$ 12,031,623	$ 548,947
Proceeds from notes payable	755,730	12,002,440
Conversions and settlement of notes payable	-	(485,459)
Cash repayments	(808,619)	(34,305)
Balance as of end of period	**$ 11,978,734**	**$ 12,031,623**

On May 25, 2023, the Company entered into a Loan Agreement with ADSB for a total of $7,000,000 which is zero-interest bearing. The loan was issued in connection with 56,875,000 detached warrants which are immediately exercisable at a price of CAD$0.08 per share (USD $0.06) for a period of 60 months from the date of issuance. During the six months ended June 30, 2023, the Company was advanced $300,000 of the stated loan balance with expectation to receive the remainder in future tranches per the funding schedule. In August, the Company received additional tranches of funding of $3.6 million, related to the ADSB Loan Agreement as discussed in Note 12. The Company received the outstanding balance during the fourth quarter of calendar year 2023.

On September 30, 2023, the Company entered into a Loan Agreement with the Salisbury Canyon Ranch, LLC for a total of $4,199,000 which bears interest at 4% per annum. The Company will make interest-only payments for a period of three years at which point blended interest and principal payments will be made for an additional two years, with a balloon payment due at that time.

12. Convertible Debentures

As of June 30, 2024 and December 31, 2023, convertible debentures consisted of the following:

	2024	2023
Senior secured convertible promissory debentures dated September 2022, which matures on September 9, 2024, and bears interest at a rate of 11.0%	7,961,096	11,916,948
Total convertible debentures	7,961,096	11,916,948
Less unamortized discount	(1,086,695)	(2,979,282)
Total convertible debentures, net of discount	6,874,401	8,937,666
Less current portion of convertible debentures, net of discount	-	(8,937,666)
Total convertible debentures, net of current and discount	**$ 6,874,401**	**$ -**

A reconciliation of the beginning and ending balances of convertible debentures for the six months ended June 30, 2024 and the year ended December 31, 2023 is as follows:

	2024	2023
Balance as of beginning of period	$ 8,937,666	$ 6,555,633
Conversions of debt	(4,666,922)	(170,342)
Amortization and extinguishment of debt discount	2,603,657	2,552,374
Balance as of end of period	**$ 6,874,401**	**$ 8,937,665**

13. Convertible Debentures (Continued)

Senior Debentures

On June 6, 2019, the Company entered into a convertible senior secured debenture (the “Senior Debentures”) in an aggregate principal amount not to exceed $35,000,000 with accredited investors and qualified institutional buyers wherein the Senior Debentures shall mature on June 6, 2022 and bear interest at a rate of 9.0%. The Senior Debentures are to be issued from time to time at the election of the Company pursuant to one or more subscription agreements.

The Senior Debentures contain two conversion features wherein the conversion rate is equal to $1,000 principal amount of debentures divided by the conversion price, which is the lesser of (i) the price that is a 25% discount to the liquidity event price and (ii) the price determined based on a pre-money enterprise value of the Company of $150,000,000. The initial conversion rate shall be determined immediately upon the consummation of a liquidity event and shall be subject to adjustment.

In the event that a liquidity event, as defined in the Senior Debentures agreement, is consummated, holders have the right, at the holder’s option, to convert all or any portion of their Senior Debentures into the Company’s common shares (the “Optional Conversion”). Additionally, at the Company’s election, the Company has the right to convert all outstanding debentures into common shares if all of the following conditions are satisfied, with no further action by the holders (the “Mandatory Conversion”):

- (i) A liquidity event has been consummated;
- (ii) The liquidity event price is at least 100% greater than the conversion price;
- (iii) The common shares are listed on a recognized Canadian stock exchange or a national U.S. stock exchange; and
- (iv) The daily VWAP of the common share is 20% greater than the liquidity event price for at least 10 consecutive trading days immediately prior to the date of the Company’s conversion notice.

The Company may issue up to $3,500,000 aggregate principal amount of debentures without the consent of or notice to the holders in the event a Liquidity Event is not consummated on or prior to June 6, 2020. Pursuant to the Agency Agreement, in the event a liquidity event has not occurred by June 6, 2020, the Company will issue additional Debenture Units in an aggregate principal amount equal to 10% of the aggregate number of Debenture Units initially issued to the purchaser as a penalty. In June 2020, the Company issued additional Senior Debentures totaling $1,467,000 as a result of this provision. In connection with the additional debentures issued, the Company recognized a derivative liability of $427,246 and also recorded an offsetting debt discount.

Effective September 9, 2022, the Company amended its Senior Debentures as part of a restructuring support agreement with Icanic Brands (the “Modification”). The Modification provides for 25% of the outstanding principal and accrued unpaid interest to be settled in cash with the remaining 75% settled in new convertible debentures which bear interest at 11% and convert into units at Canadian dollars (“C$”) $0.10 with each unit comprised of an Icanic Brands common share and share purchase warrant exercisable into Icanic Brands common share at a price of C$0.15 per share for a period of 24 months from the date of conversion (“Conversion Option”). The Modification was determined to be an extinguishment of the Senior Debentures under IFRS 9, *Financial* Instruments, and recorded a gain on extinguishment of $8,155,893 plus $330,073 of third-party debt issuance costs which were recorded as a debt discount. See “*Note 4 – Business Combinations*” for further information. The Conversion Option was determined to be a derivative under IAS 32*, Financial Instruments*, as the Conversion Option is denominated in a currency other than the Company’s functional currency. See "*Note 11 – Derivative Liabilities*” for further details.

13. Convertible Debentures (Continued)

On September 8, 2022, the Company closed a non-brokered private placement of new secured debentures in the aggregate principal amount of C$1,300,000 (the "Additional Secured Debentures"). The Additional Secured Debentures have been issued pursuant to a debenture indenture entered into as of September 8, 2022 (the "Indenture"). Pursuant to the Indenture, the Company can issue up to an aggregate of CAD$4,000,000 in connection with the offering. The Additional Secured Debentures bear interest at a rate of 11.0% per annum and mature 24-months from the date of issue (September 8, 2024). The interest accrued under the Additional Secured Debentures are payable in cash upon maturity. Additional Secured Debentures have the same conversion option as Senior Debentures after the Modification. The conversion option is denominated in a functional currency (CAD) that is different as the issuer (USD) and as such needs to be assessed for derivative treatment. Upon further analysis, it was deemed the instrument had an embedded derivative and as such has been recorded as a component of debt.

In connection with the initial issuance of the Senior Debentures, share purchase warrants ("Senior Warrants") exercisable into common shares based on its issue price divided by its conversion price were also issued. The conversion price is equal to the lesser of: (A) the price that is a 25% discount to the liquidity event price and (B) the price determined based on a certain value. The exercise price is a price per common share which is 50% greater than the conversion price. The exercise price is subject to adjustment in the event of a common share reorganization, rights offering, special distribution, or capital reorganization. The warrants are exercisable upon the occurrence of a liquidity event, as defined in the Senior Warrant agreement, and the exercise period is the 24 months following the liquidity event date, provided that if a liquidity event has not occurred within five (5) years from the initial closing date of this offering, the warrants shall expire. Initially the aggregate value of these warrants included a potentially embedded feature to be treated as a derivative but was determined to be de minimis. The embedded conversion feature of the Senior Debentures has been deemed to be a derivative. See "*Note 11 – Derivative Liabilities*" for further details. Subsequent to the merger with LEEF as discussed in "*Note 4 – Business Combination*", the Senior Warrants were effectively issued as part of the share exchange terms noted in the Merger Agreement between LEEF and Icanic. As such, there were 6,616,800 warrants issued from the original 527,338 warrants of LEEF due to the agreed upon 12.55 conversion ratio. See "*Note 18 – Share Capital*" for further details on warrant activity for the six months ended June 30, 2024 and year ended December 31, 2023. As a result of the non-fixed number of shares the Additional Senior Debentures can be converted or exercised into, these features were recognized as a derivative liability (see "*Note 11 – Derivative Liabilities*").

On June 7, 2024, the Company amended its Indenture Agreement by restructuring its debentures through a conversion of the balance due to certain debenture holders and extinguishment debt. Per the amendments, the remaining balance due under the updated agreement is due September 9, 2027. The Company converted debenture balances totaling approximately $4.9 million into 223,959,482 common shares valued at $4.7 million. The Company has recorded a gain on extinguishment of debt as part of this transaction.

(Unaudited - Expressed in United States Dollars)

14. Lease Liabilities

A reconciliation of the beginning and ending balance of lease liabilities for the six months ended June 30, 2024 and year ended December 31, 2023 is as follows:

	2024	2023
Balance as of beginning of period	$ 2,280,647	$ 3,428,958
Assumed in business acquisition	-	-
Recognition of lease liability	-	-
Modifications and remeasurement from disposal	-	(730,623)
Interest expense accrual	-	385,474
Payment of principal and interest	(85,616)	(803,162)
Balance as of end of period	**2,195,031**	**2,280,647**
Less current portion of lease liabilities	(191,086)	(175,858)
Lease liabilities, net of current portion	**$ 2,003,945**	**$ 2,104,789**

The Company used an incremental borrowing rate between 12% to 15%. Total future payments under lease agreements are further disclosed in "*Note 16 – Financial Instruments and Financial Risk Management*".

The undiscounted lease liabilities are as follows:

Year Ending December 31,	
Remainder of 2024	387,228
2025	861,495
2026	886,356
2027	800,881
2028	816,464
Thereafter	480,929
Total Future Minimum Lease Payments	4,233,353
Less Interest	(2,038,322)
Present Value of Lease Liabilities	2,195,031
Less Current Portion of Lease Liabilities	(191,086)
Lease Liabilities, Net of Current Portion	**$ 2,003,945**

(Unaudited - Expressed in United States Dollars)

14. Lease Liabilities (Continued)

Finance Liability

In June 2019, the Company sold and subsequently leased back equipment with third parties resulting in total gross proceeds of approximately $2,130,000, fees of $153,800 as well as warrants issued to the lessor for the lease of equipment. The Company determined that this sale did not qualify as a sale under IFRS 15, "*Revenue Contracts with Customers"*, due to prohibited continuous involvement in the assets sold by the Company. Accordingly, the "sold" assets remained within equipment for the duration of the lease and a finance liability equal to the amount of the proceeds received, less fees and the fair value of the warrants issued, was recorded as a finance liability on the Condensed Consolidated Statements of Financial Position. See "*Note 18 – Share Capital*" for further discussion on the warrants issued.

Finance Liability (continued)

The finance liability was paid in full during the year ended December 31, 2023. A reconciliation of the beginning and ending balance of the finance liability for the year ended December 31, 2023 is as follows:

Balance as of beginning of period	$ 373,070
Interest expense accrual	105,483
Payment of principal and interest	(478,553)
Balance as of end of year	**-**
Less unamortized discount	-
Finance liability, net of discount	-
Less current portion of lease liabilities	-
Finance liability, net of current and discount	**$ -**

The weighted average discount rate applied to the finance leases for the year ended December 31, 2023 was 33.03%.

14. Contingent Consideration and Consideration Payable

In October 2021, the Company entered into a Membership Interest Unit Purchase Agreement with Anderson Development SB, LLC ("ADSB") to acquire 100% of the outstanding membership interest units. As consideration for the interest units, the Company agreed to an Earnout Consideration ("Earnout") in the amount equal to 200% of the investment amount in ADSB. The Earnout shall be contingent upon ADSB successfully obtaining a land use permit and a business license to conduct cannabis cultivation by February 28, 2025 . As of December 31, 2021 there was a remote probability of this occurring before the Earnout Deadline. During the year ended December 31, 2022, Management determined it became highly probably ADSB would acquire the permit and license within the allotted time. This was based on a large change and turnaround in the cultivation market during the year ended December 31, 2022. As such, the Company recorded an additional contingent consideration for the Earnout that will be paid out totaling $2,400,000.

Pursuant to the terms of the merger agreement, former LEEF shareholders will also be entitled to receive the following contingent Earn-out Payments, On July 20, 2023, an amount equal to 10% of (A) the product equal to two times the TTM revenue calculated for the 12-month period immediately following closing minus (B) US$120 million; on July 20, 2024, an amount equal to 10% of (A) the product equal to two times the TTM revenue calculated for the 12-month period immediately following the date that is one year from the closing date minus (B) the US$120 million and minus (C) any amounts paid pursuant to the First Earn-Out Payment; and on July 20, 2025, an amount equal to 10% of (A) the product equal to two times the TTM revenue calculated for the 12-month period immediately following the date that is two years from the closing

(Unaudited - Expressed in United States Dollars)

15. Contingent Consideration and Consideration Payable

date minus (B) US$120 million, minus (C) any amounts paid pursuant to the First Earn-Out Payment, minus (D) any amounts paid pursuant to the Second Earn-Out Payment. The original value of the total earnout as of April 20, 2022 was $3,972,000; See “*Note 4 – Business Combination*”. Each of the Earn-Out Payments will be satisfied in full through the issuance of common shares of the Company based on the 30-day volume weighted average trading price of the shares on the Canadian Securities Exchange for the period ending on the business day prior to the issuance.

As of June 30, 2024 and December 31, 2023, the contingent consideration was $3,255,000, which includes $855,000 related to the Earn Out Payments and classified as a long term liability and $2,400,000 related to ADSB, which is classified as a current liability.

16. Financial Instruments and Financial Risk Management

Financial Instruments

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements. The three levels of hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and
Level 3 – Inputs for the asset or liability that are not based on observable market data.

Financial instruments are measured at amortized cost or at fair value. Financial instruments measured at amortized cost consist of accounts receivable, and accounts payable and accrued liabilities wherein the carrying value approximates fair value due to its short-term nature. Other financial instruments measured at amortized cost include notes payable, lease liabilities, and convertible debentures wherein the carrying value at the effective interest rate approximates fair value as the interest rate for notes payable and the interest rate used to discount the host debt contract for convertible debentures approximate a market rate for similar instruments offered to the Company.

Cash are measured at Level 1 inputs. Derivative assets and derivative liabilities are measured at fair value based on the Monte Carlo or Black-Scholes option-pricing model, which uses Level 3 inputs. Convertible debentures are measured at fair value based on the Monte Carlo and Black-Sholes simulation model, which uses Level 3 inputs.

The following table summarizes the Company’s financial instruments as of June 30, 2024:

	Amortized Cost	FVTPL	Total
Financial assets:			
Cash	$ -	$ 2,995,364	$ 2,995,364
Accounts receivable	$ 3,708,263	$ -	$ 3,708,263
Financial liabilities:			
Accounts payable and other accrued liabilities	$ 6,878,785	$ -	$ 6,878,785
Notes payable	$ 11,978,734	$ -	$ 11,978,734
Derivative liabilities	$ -	$ 147,667	$ 147,667
Lease liabilities	$ 2,195,031	$ -	$ 2,195,031

(Unaudited - Expressed in United States Dollars)

16. Financial Instruments and Financial Risk Management (continued)

Financial Instruments (continued)

The following table summarizes the Company's financial instruments as of December 31, 2023:

	Amortized Cost	FVTPL	Total
Financial assets:			
Cash	$ -	$ 6,414,587	$ 6,414,587
Accounts receivable	$ 2,441,490	$ -	$ 2,441,490
Financial liabilities:			
Accounts payable and other accrued liabilities	$ 6,924,899	$ -	$ 6,924,899
Notes payable	$ 12,031,623	$ -	$ 12,031,623
Derivative liabilities	$ -	$ 147,667	$ 147,667
Lease liabilities	$ 2,280,647	$ -	$ 2,280,647
Finance lease liabilities	$ -	$ -	$ -

The carrying values of the Company's financial instruments carried at amortized cost approximate fair values due to their short duration.

Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash, and receivables. The Company's cash is held through United States financial institutions and no losses have been incurred in relation to these items.

The Company's receivables are comprised of trade accounts receivable, unbilled revenues, and term note receivables. As of June 30, 2024, the Company has approximately $2,804,511, $36,555, and $867,197, respectively, in trade accounts receivable outstanding 0-60 days, 61-90 days and over 90 days, respectively. The expected credit loss for overdue balances as of June 30, 2024 is estimated to be approximately $991,140 based on subsequent collections, discussions with associated customers and analysis of the credit worthiness of the customer.

The carrying amount of cash, promissory note receivable, and trade and other receivables represent the maximum exposure to credit risk. As of June 30, 2024 and December 31, 2023, the net amount of maximum exposure risk was approximately $6,703,627 and $8,856,077, respectively.

(Unaudited - Expressed in United States Dollars)

16. Financial Instruments and Financial Risk Management (Continued)

Market and Other Risks

Market risk is the risk of uncertainty arising primarily from possible commodity market price movements and their impact on the future economic viability of the Company's projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly. As of June 30, 2024, the market and other risks are low.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages liquidity risk through the management of its capital structure. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due.

The Company has the following contractual obligations as of June 30, 2024:

	< 1 Year	1 to 3 Years	3 to 5 Years	> 5 Years	TOTAL
Accounts payable and other accrued liabilities	$ 6,878,785	$ -	$ -	$ -	$ 6,878,785
Related party payables	$ 114,996	$ -	$ -	$ -	$ 114,996
Tax payable	$ 11,175,395	$ -	$ -	$ -	$ 11,175,395
Convertible debentures	$ -	$ 6,874,401	$ -	$ -	$ 6,874,401
Notes payable	$ 701,501	$ 11,277,233	$ -	$ -	$ 11,978,734
Derivative liabilities	$ -	$ 147,667	$ -	$ -	$ 147,667
Lease liabilities	$ 191,086	$ 1,598,849	$ 405,096	$ -	$ 2,195,031

The Company has the following contractual obligations as of December 31, 2023:

	< 1 Year	1 to 3 Years	3 to 5 Years	> 5 Years	TOTAL
Accounts payable and other accrued liabilities	$ 6,924,899	$ -	$ -	$ -	$ 6,924,899
Related party payables	$ 71,458	$ -	$ -	$ -	$ 71,458
Tax payable	$ 9,414,086	$ -	$ -	$ -	$ 9,414,086
Convertible debentures	$ 8,937,666	$ -	$ -	$ -	$ 8,937,666
Notes payable	$ 821,623	$ 11,210,000	$ -	$ -	$ 12,031,623
Derivative liabilities	$ -	$ 147,667	$ -	$ -	$ 147,667
Lease liabilities	$ 175,858	$ 1,648,732	$ 456,057	$ -	$ 2,280,647
Finance lease liabilities	$ -	$ -	$ -	$ -	$ -

Currency risk

The Company is exposed to currency risk related to the fluctuation of foreign exchange rates and the degree of volatility of those rates. Currency risk is limited to the portion of the Company's business transactions and balances denominated in currencies other than the United States dollar.

Assuming all other variables remain constant, a fluctuation of +/- 5.0 percent in the exchange rate between the United States dollar and the Canadian dollar would impact the carrying value of the net monetary assets by approximately +/- $390,000. To date, the Company has not entered into financial derivative contracts to manage exposure to fluctuations in foreign exchange rates.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Cash bear interest at market rates. The Company's financial liabilities have fixed rates of interest and therefore expose the Company to a limited interest rate fair value risk.

(Unaudited - Expressed in United States Dollars)

17. Related Party Transactions

Key Management Compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executive and non-executive persons. During the six months ended June 30, 2024 and year ended December 31, 2023, the Company recognized approximately $257,000, and $492,000, respectively, in compensation and stock-based compensation, respectively, provided to key management.

Related Party Balances

As of June 30, 2024, the Company had accrued approximately $874,000 of expenses to a farming company that is owned by a member of management and shareholder with approximately $115,000, unpaid as of period end.

On November 2, 2021, the Company acquired 100% of the outstanding membership interests of Anderson Development SB, LLC ("ADSB") from third parties and a controlling interest holding related party in exchange for approximately $1,440,000 plus up to an additional $2,400,000 of consideration (the "Contingent Consideration") (collectively, the "Consideration"). The Consideration is payable in Common Stock. The Contingent Consideration is subject to ADSB obtaining a land use permit and a business license by February 28, 2025 that permits ADSB to conduct cannabis cultivation operations. ADSB primarily holds an option to acquire certain real property in Santa Barbara County, California. The Company determined that the acquisition of ADSB membership interest was a common control transaction and have elected to record the assets acquired and liabilities assumed at the historical book value rather than fair value with no recognition of goodwill or gain or loss.

Additionally, the Company has elected to record the equity consideration at par value and will recognize the Contingent Consideration in the consolidated financial statements only when met. During the year ended December 31, 2022, Management determined it became highly probably ADSB would acquire the permit and license within the allotted time. This was based on a large change and turnaround in the cultivation market during the year ended December 31, 2022. As such, the Company has recorded an additional contingent consideration for the Earnout that will be paid out in the form of equity and totals $2,400,000 as of June 30, 2024 and December 31, 2023. See "*Note 15 – Contingent Consideration and Consideration Payable*" for further information.

Below are the amounts recognized by the Company for the assets acquired and liabilities assumed:

Cash	$ 214,916
Accounts receivable	11,900
Prepaid expenses and deposits	102,498
Property and equipment	931,583
Accounts payable and other accrued liabilities	(65,541)
Stock subscription payable	**$ 1,195,356**

18. Share Capital

Authorized 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 issuable in series. No preferred shares are issued as of June 30, 2024.

18. Share Capital (Continued)

Common shares

For the six months ended June 30, 2024:

On February 26, 2024, the Company issued 15,000,000 common shares for services, with a grant date fair value of $333,000.

During the six months ended June 30, 2024, there was 24,133,672 common shares issued for cash of $543,939.

In June 2024, in connection with the conversion of convertible debentures, the Company issued 223,959,482 common shares valued at $4,666,921.

For the year ended December 31, 2023:

On January 11, 2023, the Company entered into a Membership Interest Purchase Agreement with The Leaf at 73740, LLC (“The Leaf”), a dispensary in Palm Desert, California, to acquire 100% of the outstanding interest in The Leaf. For the consideration of the interests, the Company issued 76,336,969 common shares valued at approximately $3.7 million

On January 27, 2023, the Company issued 3,973,081 common shares, with a fair value of $238,362 related to the conversion of certain notes payable. The loss on conversion was immaterial for the year ended December 31, 2023.

On January 27, 2023, the Company issued 53,700 common shares, with a fair value of $4,051. This issuance was pursuant to the debt conversion of the convertible debentures. The loss on conversion was immaterial for the year ended December 31, 2023.

On April 18, 2023, the Company issued 5,083,983 common shares, with a value of approximately $252,000, related to the working capital adjustment for the January 11, 2023 acquisition with the Leaf as described in Note 4. On August 14, 2023, an additional 2,186,602 common shares, with a value of approximately $110,000, related to tax refunds that the previous owners of the Leaf were entitled to per their agreement with the Company.

On April 27, 2023, the Company issued 2,168,740 common shares, with a fair value of approximately $162,343. This issuance was pursuant to the debt conversion of the convertible debentures. The loss on conversion was immaterial for the year ended December 31, 2023.

On July 6, 2023, there was an additional 4,721,528 common shares issued for cash of $100,000.

On October 24, 2023, the Company issued 18,966,667 common shares for services, with a grant date fair value of $421,060.

During the year ended December 31, 2023, the Company issued 6,074,932 common shares related to the exercise of restricted stock units.

(Unaudited - Expressed in United States Dollars)

18. Share Capital (Continued)

Warrants

On May 25, 2023, in connection with the ADSB loan agreement discussed in Note 12, a total of 56,875,000 warrants to purchase the Company's stock were issued. The warrants are exercisable at a price of CAD$0.08 per share (USD $0.06) for a period of 60 months from the date of issuance. The Company recorded share-based compensation expense of $682,500 related to the issuance of warrants during the year ended December 31, 2023.

On November 9, 2023, in connection with the settlement of professional fees, a total of 9,483,333 warrants to purchase the Company's stock were issued. The warrants are exercisable at a price of CAD$0.05 per share (USD $0.04) for a period of 24 months from the date of issuance. The Company recorded share-based compensation expense of $275,017 related to the issuance of warrants during the year ended December 31, 2023.

In April 2024, in connection with the settlement of certain convertible debentures, a total of 223,959,482 warrants to purchase the Company's stock were issued. The warrants are exercisable at a price of CAD$0.15 per share (USD $0.11) for a period of 24 months from the date of issuance. The Company recorded share-based compensation expense of $1,567,716 related to the issuance of warrants during the six months ended June 30, 2024.

The following table summarizes the warrants outstanding that remain outstanding as June 30, 2024:

Expiration Date	Number of Warrants	Exercise Price
January 25, 2025	53,700	$ 0.11
October 28, 2024	67,735	$ 0.11
April 15, 2025	2,168,740	$ 0.11
April 24, 2025	9,483,333	$ 0.04
May 24, 2028	56,875,000	$ 0.06
April 19, 2026	223,959,482	$ 0.11
Total warrants outstanding	**292,607,990**	

2019 Stock incentive plan

The omnibus 2019 stock incentive plan permits the Board of Directors of the Company to grant options to employees and non-employees to acquire common shares of the Company at fair market value on the date of approval by the Board of Directors. Vesting is determined on an award-by-award basis.

There were no options granted during the six months ended June 30, 2024 or the year ended December 31, 2023. As of June 30, 2024 and December 31, 2023, there were 134,798,737 options outstanding. For the three and six months ended June 30, 2024, there was $175,982 and $351,964, respectively, of share-based compensation expense related to the 2019 stock incentive plan. For the three and six months ended June 30, 2023, there was $457,782 and $983,142, respectively, of share-based compensation expense related to the 2019 stock incentive plan.

(Unaudited - Expressed in United States Dollars)

18. Share Capital (Continued)

The following table summarizes the stock options that remain outstanding as of June 30, 2024 and December 31, 2023:

Exercise Price	Date	Outstanding	Exercisable	Vesting Condition
$ 0.06	March 2030	3,136,888	3,136,888	Performance based
$ 0.06	February 2029	2,648,361	2,648,361	Performance based
$ 0.06	January 2030	882,795	882,795	Immediate vesting
$ 0.06	June 2029	18,821,325	6,273,775	Performance based
$ 0.81	February 2029	10,718,917	10,718,917	Performance based
$ 0.06	July 2029	28,249,178	28,249,178	Immediate vesting
$ 0.06	February 2029	1,112,428	1,112,428	Three year vesting
$ 0.06	February 2029	125,476	125,476	One year vesting
$ 0.06	February 2029	941,066	941,066	Two year vesting
$ 0.06	February 2029	22,943,866	22,943,866	25% on initial date, 25% over 3 years
$ 0.06	February 2029	195,453	195,453	Immediate vesting
$ 0.06	February 2029	2,643,907	2,643,907	Three year vesting
$ 0.00	October 2030	8,871,118	8,871,118	One year vesting
$ 0.10	October 2030	1,254,755	1,254,755	Performance based
$ 0.10	January 2031	94,107	70,580	Two year vesting
$ 0.10	June 2031	2,509,510	2,509,510	Three year vesting with performance acceleration
$ 0.11	July 2031	1,090,796	545,398	Three year vesting
$ 0.11	October 2031	10,577,370	5,288,685	Two year vesting
$ 0.11	October 2031	313,689	313,689	Immediate vesting
$ 0.10	December 2030	125,476	125,476	Performance based
$ 0.33	July 2024	3,750,000	3,750,000	Immediate
$ 0.33	July 2024	1,650,000	1,650,000	Six months vesting
$ 0.33	July 2024	390,000	305,000	Four years vesting
$ 0.33	July 2024	850,000	340,000	Five years vesting
$ 0.35	October 2025	2,194,000	581,734	Thirty months vesting
$ 0.35	October 2025	250,000	283,333	Two year vesting
$ 0.35	October 2025	650,000	393,333	Immediate
$ 0.70	February 2026	100,000	100,000	Immediate
$ 0.35	June 2026	199,998	199,998	Thirty months vesting
$ 0.19	April 2027	7,508,259	2,919,879	Three year vesting
		134,798,737	**109,374,598**	

(Unaudited - Expressed in United States Dollars)

18. Share Capital (Continued)

Restricted Share Unit Plan

In December 2022, the Company formally adopted the Restricted Share Unit Plan ("RSU Plan"). The RSU Plan permits the Board of Directors of the Company to grant Restricted Share Units ("RSU's") to employees and non-employees to acquire common shares of the Company at fair market value on the date of approval by the Board of Directors. Vesting is determined on an award-by-award basis. There were no grants during the three and six months ended June 30, 2024. As of June 30, 2024 and December 31, 2023, 9,260,280 units were granted, 8,169,376 units were vested, 652,015 were forfeited, and 6,074,932 were exercised, respectively. For the three and six months ended June 30, 2024, the Company recognized share-based compensation expense of $28,750 and $57,500, respectively, for units that were vested. For the three and six months ended June 30, 2024, the Company recognized share-based compensation expense of $51,250 and $86,388, respectively, for units that were vested. The average grant-date fair value of the RSU's during the year was $0.07.

Reserves

Reserves includes accumulated foreign currency translation adjustments and the accumulated fair value of share-based compensation and warrants transferred from share-based payment reserve and warrant reserve upon cancellation or expiry of the share options and warrants.

19. Non-controlling interest

Non-controlling interest represents the net assets of the subsidiaries the Company does not directly own. The net assets of the non-controlling interest are represented by equity holders outside of the Company. As of June 30, 2024 and December 31, 2023 the Company held a 100.00 and 55.65% interest, respectively, in an investment subsidiary Aya Biosciences, Inc. During the six months ended June 30, 2024, the Company acquired the remaining interest. As of June 30, 2024, the Company also holds a 50.00% interest in a cultivation subsidiary and the third party holds a 50% interest as well. These entities are included in the financial statements with a resulting non-controlling interest reflected therein. Non-controlling interests are included as a component of shareholders' equity.

A reconciliation of the beginning and ending balances for non-controlling interests for the six months ended June 30, 2024 is as follows:

		2024
Balance as of beginning of period	$	3,649,489
Acquisition of remaining interest in Aya Biosciences		(3,649,489)
Share of loss of 1PN		(17,214)
Balance as of end of period	**$**	**(17,214)**

As of June 30, 2024, non-controlling interests included the following amounts before intercompany eliminations:

		2024
Current assets	$	634,233
Non-current assets		-
Total assets	**$**	**634,233**
Current liabilities	$	743,255
Non-current liabilities		-
Total liabilities	**$**	**743,255**
Revenues	**$**	**-**
Net loss and comprehensive loss attributable to non-controlling interest	**$**	**(17,214)**

(Unaudited - Expressed in United States Dollars)

20. Commitments and contingencies

Contingencies

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of these regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance with applicable local and state regulations as of June 30, 2024 and December 31, 2023, marijuana regulations continue to evolve and are subject to differing interpretations. In addition, the use, sale, and possession of cannabis in the United States, despite state laws, is illegal under federal law. However, individual states have enacted legislation permitting exemptions for various uses, mainly for medical and industrial use but also including recreational use. As a result of the differing state and federal laws, the Company may be subject to regulatory fines, penalties or restrictions in the future.

Claims and Litigation

From time to time, the Company may be involved in litigation relating to claims arising out of operations in the normal course of business. As of June 30, 2024 and December 31, 2023, there were no pending or threatened lawsuits that could reasonably be expected to have a material effect on the results of the Company's operations. As of June 30, 2024 and December 31, 2023 there are also no proceedings in which any of the Company's directors, officers or affiliates is an adverse party to the Company or has a material interest adverse to the Company's interest.

21. Segmented Information

The assets and operations of the Company are located in Canada and the United States. The Company has one reportable business segments in the cannabis sector.

	Canada	USA	Total
Six months ended June 30, 2024			
Revenues	$ -	$ 15,830,568	$ 15,830,568
Total expenses	-	19,473,468	19,473,468
Loss before provision for income taxes	**$ -**	**$ (3,642,900)**	**$ (3,642,900)**
As of June 30, 2024			
Total current assets	$ 396,361	$ 11,827,412	$ 12,223,773
Total assets	$ 396,361	$ 44,894,048	$ 45,290,409
Total liabilities	$ 103,198	$ 44,464,004	$ 44,567,202

(Unaudited - Expressed in United States Dollars)

22. Loss Per Share

The following is a reconciliation for the calculation of net loss attributable to the Company and the basic and diluted loss per share for the six months ended June 30, 2024 and 2023:

	Six Months Ended	
	2024	**2023**
Net Loss Attributable to the Company	$ (5,235,201)	$ (21,467,746)
Weighted-Average Shares Outstanding - Basic and Diluted	1,221,496,638	1,105,742,451
Loss Per Share Attributable to the Company - Basic and Diluted	**$ 0.00**	**$ (0.02)**

Net loss attributable to the Company, as reported, is adjusted for dividends and various other adjustments as defined in IAS 33 “Earnings Per Share”.

After adjustments as defined in IAS 33, if the Company is in a net loss position, diluted loss per share is the same as basic loss per share when the issuance of shares on the exercise of convertible debentures, warrants, share options are anti-dilutive. After adjustments, as defined in IAS 33, if the Company is in a net income position, diluted earnings per share includes options, warrants, convertible debt and contingently issuable shares that are determined to be dilutive using the treasury stock method for all equity instruments issuable in equity units and the “if converted” method for the Company’s convertible debt.

23. Subsequent events

The Company evaluates events that have occurred after the balance sheet date of June 30, 2024, through the date which the financial statements were available to be issued. The Management of the Company determined that there were no reportable subsequent events to be disclosed.