DELOTA CORP.

(Formerly, Spyder Cannabis Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED APRIL 30, 2022

Prepared as at June 29, 2022

Management's Discussion and Analysis

The following Management's Discussion and Analysis ("MD&A") reflects management's assessment of Delota Corp.'s (formerly, Spyder Cannabis Inc.) ("Delota" or the "Company") financial and operating results for the three months ended April 30, 2022. This document should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended April 30, 2022. The Company's consolidated financial statements and the financial information herein have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC")

This MD&A is prepared by management as at June 29, 2022. All amounts are expressed in Canadian dollars, unless otherwise noted.

Reference should also be made to the Company's filings with Canadian securities regulatory authorities, which are available at www.sedar.com.

Disclaimer

Certain statements contained in the following MD&A constitute "forward-looking statements" (within the meaning of the Canadian securities legislation) that involve risks and uncertainties. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. The forward-looking statements may include statements regarding future events, developments, acquisitions, capital expenditures, timelines, strategic plans or other statements that are not statements of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from the Company's expectations include uncertainties involved in continued availability of capital and financing; dependence on key personnel; uncertainties related to the Company's operations and products; uncertainties as to future expense levels and the possibility of unanticipated costs or expenses or cost overruns; and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.

Overview

Nature of Business

Delota Corp. (formerly, Spyder Cannabis Inc.) was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on February 20, 2014. The Company's common shares currently trade on the TSX Venture Exchange ("TSX-V") under the symbol "LOTA". The Company is an established cannabis and vape retailer that sells cannabis products, vape and nicotine-related products, herbal vaporizers, other smoking cessation products and accessories where regulations permit. The Company currently operates the retail brands 180 Smoke and Offside Cannabis. The Company's corporate and registered office is 7941 Jane Street, Unit 2, Concord, Ontario, L4K 2M7.

Delota is an established cannabis and vape retailer that owns and operates a portfolio of Canadian retail brans well-positioned to capitalize on the evolving cannabis and nicotine retail sectors.

The Company's goal is to build the most popular and beloved retail cannabis and nicotine brands in Canada by aggressively growing its footprint and developing retail banners that resonate with a loyal and growing customer base.

About 180 Smoke

180 Smoke is Ontario's largest specialty vape chain with 26 retail locations across the province and a leading Canada-wide e-commerce presence. 180 Smoke has over 130,000 in-store accounts at its brick-and-mortar locations and over 190,000 online accounts through its e-commerce platform. Unlike other specialty vape retailers, 180 Smoke has secured "store within a store" relationships with big tobacco to have experiential hubs for their products.

About Offside Cannabis

Offside Cannabis is a value-centered dispensary brand providing retail and online services. Offside Cannabis believes in boutique bud products and services at big box bud prices – ultimately, Offside Cannabis aims to provide its customers with good value for their dollar. There are currently four licensed locations in Niagara Falls (2), Pickering and Hamilton.

Overall Performance

On May 31, 2019, the Company completed the acquisition of Spyder Vapes Inc. ("Spyder Vapes"), a privately held company incorporated on August 18, 2014. The Company acquired all of the issued and outstanding common shares of Spyder Vapes through a reverse takeover transaction (the "RTO"), which was affected pursuant to a merger agreement between Anchor Capital Corporation and Spyder Vapes Inc. The Company, as the resulting issuer, changed its name from "Anchor Capital Corporation" to "Spyder Cannabis Inc." which has subsequently been changed to "Delota Corp." on November 17, 2021.

On June 11, 2019, the Company's common shares began trading on the TSX-V. The Company's common shares currently trade on the TSX-V under the symbol "LOTA".

On August 29, 2019, the Company announced it had entered into a purchase agreement with an arm's length party to acquire an interest in a development permit (the "Development Permit"). The net costs incurred to acquire the Development Permit amounted to $163,833. The consideration was paid by an issuance of 600,000 common shares of the Company amounting to $175,000, net of cash recovery of $11,167. The transaction was completed on November 12, 2019.

On May 12, 2020, the Company announced that its wholly-owned subsidiary, Spyder Cannabis Subco Inc. ("Spyder Subco"), received its cannabis *Retail Operator License* from the Alcohol and Gaming Commission of Ontario (the "AGCO").

On June 28, 2020, the Company announced that Spyder Subco received *Retail Store Authorization* from the AGCO for its cannabis dispensary located at 6474 Lundy's Lane, Niagara Falls, Ontario. The dispensary opened for business on August 8, 2020 and currently operates under the Offside Cannabis brand.

On July 29, 2020, the Company announced that its wholly-owned subsidiary, The Green Spyder Inc. (the "Green Spyder"), received its *Retail Cannabis Store License* from the Alberta Gaming, Liquor and Cannabis Commission (the "AGLC") for its cannabis dispensary located at 104-58th Avenue SE, Calgary, Alberta. The dispensary opened for business on September 26, 2020 and was subsequently closed due to the COVID-19 pandemic. Effective August 31, 2021, the Green Spyder surrendered the premise to focus its operations in Ontario.

On August 24, 2020, the Company completed a debt settlement transaction, pursuant to which it issued, to certain creditors of the Company, an aggregate of 774,400 common shares of the Company at a price of $0.25 per common share in settlement of an aggregate of $193,600 in indebtedness of the Company.

On February 17, 2021, and in connection with options previously issued, options for the purchase of 35,100 common shares of the Company were exercised at a price of $0.50 per common share for total gross proceeds of $17,550.

On March 16, 2021, the Company completed a debt settlement transaction (the "Debt Settlement"), pursuant to which the Company issued, to certain creditors of the Company, an aggregate of 1,993,333 common shares of the Company, at a deemed price of $0.15 per share, in settlement of an aggregate of $299,000 in indebtedness of the Company. Certain directors of the Company participated in the Debt Settlement and acquired an aggregate of 1,586,666 common shares of the Company in settlement of an aggregate of approximately $237,997 in indebtedness of the Company.

On March 30, 2021, the Company acquired (the "Acquisition") all of the issued and outstanding common shares of the entities that collectively comprise the business of 180 Smoke (collectively, "180 Smoke"), a dominant vape retailer in Canada, namely: (i) 2360149 Ontario Inc. d/b/a 180 Smoke and its wholly-owned subsidiaries 420 Wellness Inc. and 180 Smoke LLC; (ii) 180 VFC Inc.; and (iii) 2488004 Ontario Inc. The Acquisition was completed with an arm's length party on a cash-free basis (after post-closing adjustments), for a nominal consideration of $1.

On April 1, 2021, the Company completed a non-brokered private placement offering (the "Offering") through the issuance of 2,962,956 units ("Units") of the Company, at a price of $0.3375 per Unit, for total gross proceeds of approximately $1,000,000. Each Unit consisted of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.675 per common share at any time prior to the earlier of: (i) April 1, 2023; or (ii) in the event that the closing price of the Company's common shares on the TSX-V is at least $1.00 for a minimum of 10 consecutive trading days, the Company may provide written notice to the holders of the Warrants requiring them to exercise such Warrants within 30 days following the date of issuance of such written notice. A director of the Company participated in the Offering and received 30,000 Units for an aggregate subscription of $10,125.

On May 7, 2021, the board of directors of the Company (the "Board" or "Board of Directors") appointed Cameron Wickham as Director, Chief Executive Officer and Corporate Secretary of the Company and Ankit Gosain as Chief Financial Officer of the Company. Daniel Pelchovitz, the Company's former Chief

Executive Officer, continued with the Company as a Director and as Chief Executive Officer of the Company's Cannabis Division. Mark Pelchovitz, the Company's former Chief Financial Officer and Corporate Secretary, continued with the Company as a Director. The Board also appointed Mark Pelchovitz as Executive Chair of the Board and Cameron Wickham as Executive Vice Chair of the Board. Furthermore, the Board also appointed Steven Glaser, Mark Pelchovitz and Cameron Wickham to serve as members of the Audit Committee of the Board, with Steven Glaser to serve as Chair of the Audit Committee.

On May 17, 2021, and in connection with options previously issued, options for the purchase of 400,000 common shares of the Company were exercised at a price of $0.25 per common share for total gross proceeds of $100,000.

On May 21, 2021, the Company announced the appointment of Christina Pan as Chief Operating Officer of the Company.

On May 21, 2021, the Company granted and issued stock options for the purchase of 515,000 common shares of the Company to certain Company's employees, officers and directors. These stock options are exercisable for a period of four years from the date of issuance with an exercise price of $0.50 per common share.

On May 27, 2021, the Company announced that Spyder Subco received *Retail Store Authorization* from the AGCO for its cannabis dispensary located at 776 Liverpool Rd., Unit 4, Pickering, Ontario. The dispensary opened for business on June 25, 2021 and currently operates under the Offside Cannabis brand.

On September 17, 2021, the Company completed a 5 to 1 share consolidation.

On September 27, 2021, the Company announced that Spyder Subco received *Retail Store Authorization* from the AGCO for its cannabis dispensary located at 767 Taunton Road, Oshawa, Ontario. This location continues to operate as a 180 Smoke vape store.

On October 14, 2021, the Company announced the launch of Offside Cannabis, a retail dispensary brand dedicated to providing cannabis consumers with affordable prices and high-quality customer service.

On November 3, 2021, the Company announced that Spyder Subco received *Retail Store Authorization* from the AGCO for its cannabis dispensary located at 5719 Victoria Avenue, Niagara Falls, Ontario. The dispensary opened for business on February 4, 2022 and currently operates under the Offside Cannabis brand.

On November 17, 2021, the Company changed its name from "Spyder Cannabis Inc." to "Delota Corp." In connection with the name change, the Company began trading on the TSX-V under its new name and ticker symbol "LOTA" on November 22, 2021.

On March 30, 2022, the Company acquired all of the issued and outstanding common shares of 2766563 Ontario Inc. ("276 Ontario") from the shareholders of 276 Ontario for an aggregate purchase price of $3,000,000, which the Company satisfied through the issuance of an aggregate of 12,000,001 common shares of the Company, at a price of $0.25 per common share. 276 Ontario was led by Plant-Based Investment Corp. and held a $11,129,172 promissory note owing from 180 Smoke. As a result of the acquisition of 276 Ontario, the Company's promissory note held with 276 Ontario is eliminated on consolidation.

Subsequent Events

On May 19, 2022, Spyder Subco received *Retail Store Authorization* from the AGCO for its cannabis dispensary located at 1033 King Street West, Hamilton, Ontario. The dispensary is expected to open for business in June 2022 and will operate under the Offside Cannabis brand.

Selected Financial Information

The following table summarizes financial information for the three months ended April 30, 2022 and the preceding seven quarters:

Quarter Ended	Apr 30, 2022	Jan 31, 2022	Oct 31, 2021	Jul 31, 2021	Apr 30, 2021	Jan 31, 2021	Oct 31, 2020	Jul 31, 2020
	$	$	$	$	$	$	$	$
Revenue	5,785,867	5,578,185	5,351,308	4,731,417	2,024,938	670,929	497,734	34,259
Net Income (loss) from continuing operations	7,944,912	(7,374,570)	(451,654)	(801,276)	(217,470)	(397,415)	(175,717)	(390,506)
Net loss (income) per share – basic	(0.42)	0.54	0.03	0.06	0.02	0.04	0.03	0.04

Results of Operations for the Three Months Ended April 30, 2022

The condensed interim consolidated financial statements of the Company have been prepared using IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. As such, there is a material uncertainty related to these events and conditions that may cast significant doubt on the ability to continue as a going concern and therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. As a result, within the next twelve months, the Company will need to generate positive cash flows from operations, and/or obtain additional equity or debt financing in order to meet its liabilities as they come due and to continue with its business activities. The condensed interim consolidated financial statements do not reflect the adjustments or reclassification of assets and liabilities that would be necessary if the Company were unable to continue its operations. Accordingly, the condensed interim consolidated financial statements have been prepared on the basis of accounting policies applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

Operations

The following table summarizes the Company's revenue, cost of goods sold, gross profit, expenses and net and comprehensive loss for the years ended April 30, 2022 and 2021:

	2022	2021
	$	$
Revenue	**5,785,867**	2,024,938
Cost of goods sold	**2,996,104**	1,200,627
Gross profit	**2,789,763**	824,311
Expenses		
General and administrative expenses	**2,753,564**	976,940
Finance charges	**212,632**	111,027
Total expenses	**2,966,196**	1,087,967
Loss before other income (expenses)	**(176,433)**	(263,656)
Other income	**36,397**	46,186
Amortization of intangible assets - trade name	**(60,167)**	-
Debt settlement	**8,129,171**	-
Profit (loss) before income taxes recovery	**7,928,968**	(217,470)
Deferred tax recovery	**15,944**	-
Net income (loss) and comprehensive income (loss)	**7,944,912**	(217,470)

Revenue

Total revenue for the three months ended April 30, 2022 and 2021 amounted to $5,785,867 and $2,024,938, respectively. The increase in revenue during the three months ended April 30, 2022 as compared to 2021 was primarily attributable to the acquisition of 180 Smoke and the opening of new Offside Cannabis dispensary locations.

Cost of goods sold

Costs of goods sold for the three months ended April 30, 2022 and 2021 amounted to $2,996,104 and $1,200,627, respectively. The increase in cost of goods sold during the three months ended April 30, 2022 as compared to 2021 was attributable to increased revenue as discussed above.

Gross profit

Gross profit for the three months ended April 30, 2022 and 2021 amounted to $2,789,763 and $824,311, respectively.

General and administrative expenses

General and administrative expenses for the three months ended April 30, 2022 and 2021 were comprised of the following:

	2022	2021
	$	$
Salaries and wages	**1,378,378**	406,280
Rent and utilities	**214,389**	86,125
Delivery	**137,642**	87,855
Office and general	**425,976**	141,324
Professional fees	**50,053**	75,387
Advertising and promotion	**78,053**	16,286
Insurance	**84,277**	7,584
Repairs and maintenance	**45,830**	9,069
Foreign exchange gain	**(3,075)**	(2,259)
Depreciation	**65,364**	28,051
Depreciation of right-of-use assets	**261,943**	116,106
Amortization	**14,734**	5,132
	2,753,564	976,940

Salaries and wages

Salaries and wages expense for the three months ended April 30, 2022 and 2021 amounted to $1,378,378 and $406,280, respectively. The increase in salaries and wages expense during the three months ended April 30, 2022 as compared to 2021 was primarily attributable to the acquisition of 180 Smoke and new staff required to support the Company's growing retail footprint.

Rent and utilities

Rent and utilities expense for the three months ended April 30, 2022 and 2021 amounted to $214,389 and $86,125, respectively. The increase in rent and utilities expense during the three months ended April 30, 2022 as compared to 2021 was attributable to the Company's increased retail footprint consisting of 180 Smoke and Offside Cannabis retail stores.

Delivery

Delivery expense for the three months ended April 30, 2022 amounted to $137,642 as compared to $87,855 for the three months ended April 30, 2021. Delivery expense for the three months ended April 30, 2022 relates to delivery costs associated with 180 Smoke's e-commerce platform.

Office and general

Office and general expense for the three months ended April 30, 2022 and 2021 amounted to $425,976 and $141,324, respectively. The increase in office and general expense during the three months ended April 30, 2022 as compared to 2021 was primarily attributable to the acquisition of 180 Smoke and the Company's overall increased business activity to support its growing retail footprint.

Professional fees

Professional fees for the three months ended April 30, 2022 and 2021 amounted to $50,053 and $75,387, respectively. The decrease in professional fees during the three months ended April 30, 2022 as compared to 2021 was a result of increased legal fees with the acquisition of 180 Smoke during the three months ended April 30, 2021.

Advertising and promotion

Advertising and promotion expense for the three months ended April 30, 2022 amounted to $78,053 as compared to $16,286 for the three months ended April 30, 2021. Advertising and promotion expense for the three months ended April 30, 2022 is attributable to marketing efforts in relation to 180 Smoke and Offside Cannabis brand.

Insurance

Insurance expense for the three months ended April 30, 2022 and 2021 amounted to $84,277 and $7,584, respectively. The increase in insurance expense for the three months ended April 30, 2022 is attributable to new insurance policies bound during the year including a new D&O policy, new product liability and general liability policies and increased tenant insurance policies for the Company’s leased premises.

Repairs and maintenance

Repairs and maintenance expense for the three months ended April 30, 2022 amounted to $45,830 as compared to $9,069 for the three months ended April 30, 2021. Repairs and maintenance expense during the three months ended April 30, 2022 is attributable to general repairs and maintenance required on the Company’s property and equipment.

Foreign exchange gain

The Company recorded a foreign exchange gain of $3,075 during the three months ended April 30, 2022 as compared to gain of $2,259 for the three months ended April 30, 2021. Foreign exchange gains and losses are a result of exchange rate fluctuations related to transactions based in United States Dollars.

Depreciation

Depreciation expense for the three months ended April 30, 2022 and 2021 amounted to $65,364 and $28,051, respectively. Depreciation expense relates to the Company’s property and equipment located at the Company’s leased premises. The increased depreciation expense for the three months ended April 30, 2022 is attributable to the additional property and equipment acquired from the acquisition of 180 Smoke and investments in new property and equipment located at Offside Cannabis dispensary locations.

Depreciation of right-of-use assets

Depreciation of right-of-use assets for the three months ended April 30, 2022 and 2021 amounted to $261,943 and $116,106, respectively. Depreciation of right-of-use assets relates to depreciation on the Company’s long-term leases. The increased depreciation of right-of-use assets for the three months ended April 30, 2022 is attributable to additional long-term leases of the Company acquired in the acquisition of 180 Smoke and net new leases signed to support the Company’s growing retail footprint.

Amortization

Amortization expense for the three months ended April 30, 2022 amounted to $14,734 as compared to $5,132 for the three months ended April 30, 2021. Amortization expense relates to amortization of on the Company's intangible assets.

Finance charges

Finance charges for the three months ended April 30, 2022 and 2021 were comprised of the following:

	2022	2021
	$	$
Interest on loans payable	**35,496**	28,088
Interest on lease liabilities	**172,486**	78,283
Accretion	**4,650**	4,656
	212,632	111,027

Interest on loans payable

Interest on loans payable for the three months ended April 30, 2022 and 2021 amounted to $35,496 and $28,088, respectively. Interest on loans payable is attributable to interest charged on loans bearing interest between twelve to twenty-four percent per annum.

Interest on lease liabilities

Interest on lease liabilities for the three months ended April 30, 2022 and 2021 amounted to $172,486 and $78,283, respectively. Interest on lease liabilities relates to the interest expense on the Company's long-term leases. The increased interest on lease liabilities during the three months ended April 30, 2022 is attributable to additional long-term leases of the Company acquired in the acquisition of 180 Smoke and net new leases signed to support the Company's growing retail footprint.

Accretion

Accretion expense for the three months ended April 30, 2022 and 2021 amounted to $4,650 and $4,656, respectively. Accretion expense relates to the accretion of the Company's Canada Emergency Business Account loans.

Total Expenses

During the three months ended April 30, 2022, the Company recorded total expenses of $2,966,196 as compared to total expenses of $1,087,967 during the three months ended April 30, 2021.

Other income (expenses)

	2022	2021
	$	$
Other income	**36,397**	46,186
Amortization of intangible assets - trade name	**(60,167)**	-
Gain on acquisition	**8,129,171**	-
	8,105,401	46,186

Other income

Other income during the three months ended April 30, 2022 and 2021 amounted to $36,397 and $46,186, respectively. Other income relates to commission income and miscellaneous revenues earned.

Amortization of intangible assets – trade name

Amortization of intangible assets – trade name for the three months ended April 30, 2022 and 2021 amounted to $60,167 and $nil, respectively. Amortization of intangible assets – trade name relates to the amortization of the Company’s intangible asset acquired as part of the acquisition of 180 Smoke.

Gain on acquisition

Gain on acquisition for the three months ended April 30, 2022 and 2021 amounted to $8,129,171 and $nil, respectively. The gain on acquisition is as a result of the acquisition of 276 Ontario. The Company held a promissory note with 276 Ontario which has been eliminated on consolidation resulting in the gain during the three months ended April 30, 2022.

Deferred tax recovery

Deferred tax recovery during the three months ended April 30, 2022 and 2021 amounted to $15,944 and $nil, respectively. Deferred tax recovery during the three months ended April 30, 2022 relates to the decrease in the difference between the temporary difference of the acquired trade name as a result of the amortization recorded on the respective trade name.

Net Income (Loss) and Comprehensive Income (Loss)

During the three months ended April 30, 2022, the Company recorded a net income and comprehensive income of $7,944,912 as compared to net loss and comprehensive loss of $217,470 during the three months ended April 30, 2021.

Liquidity and Capital Resources

As at April 30, 2022, the Company had total assets of $13,361,031 (January 31, 2022 – $13,405,060) consisting of cash of $691,772, accounts receivable of $1,258,561, inventory of $1,624,843, prepaid expenses of $166,271, property and equipment of $1,020,903, right-of-use assets of $4,843,709, intangible assets of $405,695, and intangible assets – trade name of $3,349,277.

As at January 31, 2022, the Company had total assets of $13,405,060 consisting of cash of $1,010,354, accounts receivable of $831,075, inventory of $1,465,226, prepaid expenses of $195,783, intangible assets of $420,429, and intangible assets – trade name $3,409,444 property and equipment of $1,034,785 and right-of-use assets of $5,037,964.

As at April 30, 2022, the Company had total liabilities of $10,931,241 (January 31, 2022 – $21,920,182) consisting of trade and other payables of $2,202,172, harmonized sales tax payable of $566,022, current lease liabilities of $904,829, current loans payable of $767,153, current contract liability of $128,999, non-current lease liabilities of $5,015,999, non-current contract liability of $294,925, government loan of $163,583 and deferred tax liability of $887,559.

As at January 31, 2022, the Company had total liabilities of $21,920,182 consisting of trade and other payables of $2,077,166, harmonized sales tax payable of $448,109, current lease liabilities of $590,260, current loans payable of $749,377, current contract liability of $109,241, current promissory note of $11,129,171, non-current lease liabilities of $5,489,856, non-current contract liability of $264,566, government loan of $158,933 and deferred tax liability of $903,503.

Cash Flows Provided by and Used in Operating Activities

Cash flows provided by operating activities for the three months ended April 30, 2022 amounted to $114,586 due to the reasons discussed above. Cash flows used in operating activities for the three months ended April 30, 2021 amounted to $202,512.

Cash Flows Provided by and Used in Financing Activities

The Company used cash flows in financing activities in the amount of $381,686 during the three months ended April 30, 2022 as compared to cash flows provided by financing activities in the amount of $918,483. During the three months ended April 30, 2022, the Company received net proceeds from loans payable in the amount of $17,776 (April 30, 2021 – net payment of $101,233), received net proceeds from short-term advances in the amount of $nil (April 30, 2021 – $200,000), received net proceeds from its private placement in the amount of $nil (April 30, 2021 – $960,885), received proceeds from the exercise of stock options in the amount of $nil (April 30, 2021 – $17,550) and paid $399,462 towards the Company's lease obligations (April 30, 2021 – $158,719).

Cash Flows Used in Investing Activities

During the three months ended April 30, 2022, the Company purchased property and equipment in the amount of $51,482 (April 30, 2021 – $nil).

Summary

During the three months ended April 30, 2022, the Company had net income and comprehensive income of $7,944,912 (April 30, 2021 – net loss and comprehensive loss of $217,470), had an accumulated deficit of $5,550,113 (January 31, 2022 – $13,495,025) as at January 31, 2022 and had a working capital deficiency of $827,728 (January 31, 2022 – $11,600,886) as at April 30, 2022.

The Company has financed its operations from inception to date through the issuance of debt and equity securities. The Company currently has limited source of revenues, and as such, administrative and other expenses may exceed available cash resources from its revenue. Additional funding may be required to further the Company's future business projects and to meet ongoing requirements for to fund its operations.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the board of directors on an ongoing basis.

The continuing operations of the Company are dependent on funding. The Company intends to finance its future requirements through a combination of debt or equity financing. There is no assurance that the Company will be able to obtain such financing or obtain them on favorable terms. These material uncertainties cast significant doubt as to the Company’s ability to continue as a going concern. As at April 30, 2022 and 2021, the condensed interim consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amount and classification of liabilities or any other adjustments that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Outstanding Share Data

There were 26,809,615 common shares of the Company issued and outstanding as at April 30, 2022 and June 29, 2022, being the date of this report. There were options for the purchase of 735,000 common shares of the Company and warrants for the purchase of 2,962,956 common shares of the Company issued and outstanding as at April 30, 2022 and June 29, 2022, being the date of this report.

Acquisition of 180 Smoke

On March 30, 2021, the Company acquired (the “Acquisition”) all of the issued and outstanding common shares of the entities that collectively comprise the business of 180 Smoke (collectively, “180 Smoke”), a dominant vape retailer in Canada, namely: (i) 2360149 Ontario Inc. d/b/a 180 Smoke and its wholly-owned subsidiaries 420 Wellness Inc. and 180 Smoke LLC; (ii) 180 VFC Inc.; and (iii) 2488004 Ontario Inc. The Acquisition was completed with an arm’s length party on a cash-free basis (after post-closing adjustments), for promissory note of $11,129,171 and nominal consideration of $1.

The following table summarizes the fair value of consideration paid on the acquisition date and the allocation of the purchase price to the assets and liabilities acquired.

	$
Consideration paid	
Cash consideration	**1**
Promissory note	**11,129,171**
Total consideration paid	**11,129,172**
Purchase Price Allocation	
Assets acquired	
Cash and cash equivalents	**288,546**
Accounts receivable	**368,727**
Prepaid expenses and deposits	**176,143**
Inventory	**1,279,735**
Property, plant and equipment	**955,131**
Intangible assets	**463,096**
Right-of-use assets	**5,201,946**
Total assets	**8,733,324**
Liabilities assumed	
Accounts payable and accrued liabilities	**1,026,407**
Income taxes payable	**5,767**
Contract liability	**261,302**
Lease liabilities	**5,883,989**
Total liabilities	**7,177,465**
Excess of consideration over net assets acquired	**9,573,313**
Amount allocated to intangible assets - 180 Smoke trade name	**3,610,000**
Amount deferred tax liability	**(956,650)**
Amount allocated to goodwill	**6,919,963**
	9,573,313

Following the Acquisition, the Company determined that the amount allocated to goodwill was deemed impaired as a result of the consideration paid being higher than the value of the 180 Smoke business. This was mainly attributable to the consideration associated with the promissory note. The Company subsequently settled the promissory note as detailed in Note 13. During the year ended January 31, 2022, the Company recorded an impairment of goodwill in the amount of $6,919,963, which was reported on the Company's consolidated statements of operations and comprehensive loss.

Share Capital

Common Shares

The Company is authorized to issue an unlimited number of common shares. On September 17, 2021, the Company completed a 5 to 1 share consolidation. All references to the number of shares and per share amounts have been retrospectively restated as if the share consolidation occurred effective January 31, 2020.

	#	$
Balance, January 31, 2021	**9,418,225**	**2,929,776**
Common shares issued for the exercise of options	35,100	41,820
Common shares issued for the settlement of debt	1,993,333	299,000
Common shares issued for private placement	2,962,956	960,885
Common shares issued for the exercise of options	400,000	297,000
Balance, January 31, 2022	**14,809,614**	**4,528,481**
Common shares issued for the settlement of debt	12,000,001	3,000,000
Balance, April 30, 2022	**26,809,615**	**7,528,481**

During the three months ended April 30, 2022, the Company had the following common share transactions:

- On March 30, 2022, the Company completed the acquisition of 276 Ontario pursuant to which the Company issued 12,000,001 common shares at a price of $0.25 per share.

During the year ended January 31, 2022, the Company had the following common share transactions:

- On May 17, 2021, and in connection with options previously issued, options for the purchase of 400,000 common shares of the Company were exercised at a price of $0.25 per share for total gross proceeds of $100,000. Such shares were issued to directors of the Company;
- On April 1, 2021, the Company completed a non-brokered private placement offering (the "Offering") through the issuance of 2,962,956 units ("Units") of the Company, at a price of $0.3375 per Unit, for total gross proceeds of approximately $1,000,000. In connection with the Offering, share issuance costs of $39,115 were recorded. Each Unit consisted of one common share of the Company and one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.675 per common share at any time prior to the earlier of: (i) April 1, 2023; or (ii) in the event that the closing price of the Company's common shares on the TSX-V is at least $1.00 per share for a minimum of 10 consecutive trading days, the Company may provide written notice to the holders of the Warrants accelerating the expiry date of such Warrants to be 30 days following the date of such written notice. A director of the Company participated in the Offering and received 30,000 Units for an aggregate subscription of $10,125;
- On March 16, 2021, the Company completed a debt settlement transaction pursuant to which the Company issued, to certain creditors of the Company, an aggregate of 1,993,333 common shares of the Company, at a deemed price of $0.15 per share, in settlement of an aggregate of $299,000 in indebtedness of the Company. Certain directors of the Company participated in the debt settlement transaction and acquired an aggregate of 1,586,666 common shares of the Company in settlement of an aggregate of approximately $237,997 in indebtedness of the Company; and
- On February 17, 2021, and in connection with options previously issued, options were exercised for the purchase of 35,100 common shares of the Company, at an exercise price of $0.50 per share, for total gross proceeds of $17,550. As a result of this exercise, contributed surplus in the amount of $24,270 was transferred into share capital.

Preferred shares

The Company is authorized to issue an unlimited number of preferred shares, issuable in series. The preferred shares may be issued in one or more series at the discretion of the Company's board of directors who are authorized to fix the number of preferred shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the preferred shares of each series. As at April 30, 2022 and 2021, no preferred shares were issued and outstanding.

Warrants

A summary of the Company's warrants outstanding as at April 30, 2022 and January 31, 2022 are as follows:

	April 30, 2022			January 31, 2022		
	Warrants Outstanding (#)	**Weighted Average Exercise Price ($)**	**Weighted Average Life Remaining (yrs)**	Warrants Outstanding (#)	Weighted Average Exercise Price ($)	Weighted Average Life Remaining (yrs)
Balance, beginning of the period	2,962,956	0.68	1.50	198,467	1.50	0.3
Expired	-	-	-	(198,467)	1.50	-
Granted (expired)	-	-	-	2,962,956	0.68	2.00
Balance, end of the period	2,962,956	0.68	0.92	2,962,956	0.68	1.50
Exercisable, end of the period	**2,962,956**	**0.68**	**0.92**	2,962,956	0.68	1.50

The Company did not issue any common share purchase warrants during the three months ended April 30, 2022 and 2021.

Share-based Payments

The Company has an omnibus incentive plan (the "Omnibus Plan") under which the board of directors may from time to time, in its discretion, grant non-transferable stock options ("Options") and restricted share units ("RSUs") (Options and RSUs collectively referred to as "Awards") to directors, officers, employees and consultants of the Company. Pursuant to the Omnibus Plan, the aggregate number of common shares reserved for issue under the Omnibus Plan may not exceed ten percent (10%) of the common shares of the Company outstanding from time to time. Furthermore, the Omnibus Plan sets the maximum number of common shares reserved for issuance, in the aggregate, pursuant to the settlement of RSUs granted under the Omnibus Plan at 740,000 common shares. Options granted pursuant to the Omnibus Plan shall be exercisable for a period of up to ten (10) years at an exercise price of not less than the closing price of the common shares on the trading day immediately preceding that date of grant, less the maximum discount, if any, permitted by the principal stock exchange on which the common shares are listed.

The maximum number of common shares reserved for issue pursuant to Awards granted to participants who are insiders of the Company in any twelve (12) month period may not exceed, in the aggregate, ten percent (10%) of the number of common shares then outstanding. The maximum number of common shares reserved for issue pursuant to Awards granted to any one participant in any twelve (12) month period shall not exceed five percent (5%) of the number of common shares then outstanding. The maximum number of common shares reserved for issue under Awards granted to any one participant (other than a participant who is an eligible director or eligible employee) in any twelve (12) month period shall not exceed two percent (2%) of the number of common shares then outstanding.

A summary of the Company's Options outstanding as at April 30, 2022 and January 31, 2022 are as follows:

	April 30, 2022			January 31, 2022		
	Options Outstanding (#)	**Weighted Average Exercise Price ($)**	**Weighted Average Life Remaining (yrs)**	Options Outstanding (#)	Weighted Average Exercise Price ($)	Weighted Average Life Remaining (yrs)
Balance, beginning of the period	**735,000**	**0.50**	**3.08**	770,280	0.35	2.33
Granted	-	-	-	515,000	0.50	4.00
Expired or cancelled	-	-	-	(115,140)	0.50	-
Exercised	-	-	-	(435,140)	0.25	-
Balance, end of the period	735,000	0.50	2.59	735,000	0.50	3.08
Exercisable, end of the period	**735,000**	**0.50**	**2.59**	735,000	0.50	3.08

Grant Date	**Expiry Date**	**Options Outstanding**	**Options Exercisable**	**Exercise Price**
Oct. 10, 2018	Oct. 10, 2023	100,000	100,000	$0.50
Nov. 1, 2018	Nov. 1, 2023	120,000	120,000	$0.50
May 21, 2021	May 21, 2025	515,000	515,000	$0.50

Option Grants

On May 21, 2021, the Company granted and issued Options for the purchase of up to 515,000 common shares of the Company to certain Company's employees, officers and directors. These Options are exercisable for a period of four years from the date of issuance with an exercise price of $0.50 per share.

The fair value of these issued Options was determined using the Black-Scholes Option Pricing Model with the following range of assumptions:

Stock price	$0.40	
Risk-free interest rate	0.76	%
Expected life	4 years	
Estimated volatility in the market price of the common shares	159	%
Dividend yield	Nil	

During the three months ended April 30, 2022, the Company expensed $nil (April 30, 2021 – $nil) in the fair value of Options as a result of the above issuance which has been recorded as stock-based compensation.

Related Party Transactions

Key management personnel compensation

The Company defines key management personnel as the officers and directors of the Company. Key management compensation during the three months ended April 30, 2022 and 2021 is as follows:

	2022	2021
	$	$
Salaries and other short-term employee benefits	**156,202**	18,720
Car allowance paid to director	**2,250**	-
Director fees	**13,500**	-
	171,952	18,720

During the three months ended April 30, 2022 and 2021, the Company had the following related party transactions and balances:

a. Included in loans payable (Note 12), the following amounts were due to related parties:
    i) $26,800 of loans payable owing to Peldren Holdings Inc., a company controlled by Mark Pelchovitz, a director of the Company;
    ii) $25,000 of loans payable owed to the brother of a director of the Company, Daniel Pelchovitz; and
    iii) $22,350 of loans payable owed to the spouse of Mark Pelchovitz, director of the Company;
b. Included in accounts payable, the following amounts were due to related parties:
    i) $45,520 of management fees payable to Peldren Holdings Inc., a company controlled by Mark Pelchovitz, a director of the Company;
    ii) $34,260 of wages payable and owing to Daniel Pelchovitz, a director of the Company;
    iii) $23,340 of wages payable and owing to the spouse of Mark Pelchovitz, director of the Company; and
    iv) $40,500 of director fees payable to Steven Glaser, Marc Askenasi and Mark Pelchovitz.

On March 16, 2021, and as disclosed in Note 16, the Company completed a debt settlement transaction pursuant to which the Company issued, to Daniel Pelchovitz, Mark Pelchovitz and Steven Glaser, directors of the Company, an aggregate of 1,586,666 common shares of the Company, at a price of $0.15 per share, in settlement of an aggregate of approximately $237,997 in indebtedness.

On April 1, 2021, and as disclosed in Note 16, Steven Glaser, a director of the Company, participated in the Offering and received 30,000 Units for an aggregate subscription price of $10,125.

Loans Payable

Loans payable are comprised of the following:

	April 30, 2022 $	January 31, 2022 $
Vehicle loan, payable in monthly installments of $550, non-interest bearing, matures on August 2021 and secured by related vehicle.	-	-
Government guaranteed bank loan, payable in monthly installments of $1,530, bearing interest at prime plus 3% per annum. Balance is secured by a general security agreement and guaranteed by 2 shareholders of the Company up to a maximum of 25% of the original amount advanced.	**35,496**	23,227
Loans payable, interest bearing at rates between 12% - 24% per annum, interest only payments, monthly, secured and due on demand.	**731,657**	726,150
Balance, April 30, 2022 and January 31, 2022	**767,153**	749,377

Promissory Note

During the year ended January 31, 2022, the Company had a promissory note in the principal amount of $11,129,171 held by 2766563 Ontario Inc. ("276 Ontario"), which was unsecured, non-interest bearing and due on demand. This promissory note arose from the Company's acquisition of 180 Smoke (Note 9).

On March 30, 2022, the Company acquired all of the issuing and outstanding common shares of 276 Ontario through the issuance of an aggregate of 12,000,001 common shares of the Company, at a price of $0.25 per common share. As a result of the acquisition of 276 Ontario, the Company's promissory note held with 276 Ontario has been eliminated on consolidation and a gain on the settlement of debt in the amount of $8,129,171 was recorded during the three months ended April 30, 2022.

Government Loan

During the year ended January 31, 2021, the Company obtained an aggregate of $300,000 in loans under the Canada Emergency Business Account (collectively, the "CEBA Loan"). The CEBA Loan was granted in the form of an interest-free revolving line of credit of which up to $300,000 may be drawn. On January 1, 2021, any balance remaining on the revolving line of credit automatically converted into a non-revolving term loan. Any outstanding balance on the CEBA Loan not repaid by January 1, 2023 will be converted into an interest-bearing loan at a rate of 5% per annum. The CEBA Loan matures on December 31, 2025. If two-thirds (or $200,000) of the outstanding CEBA Loan is paid on or before December 31, 2022, the remaining one-third (or $100,000) will be forgiven. The Company expects to repay $200,000 of the outstanding CEBA Loan on or before such date. The Company has discounted the CEBA Loan using a discount rate of 12% during the interest-free loan period, which is the Company's specific business unit's incremental borrowing rate. The fair value of the CEBA Loan at inception amounted to $157,514. The difference between the amount received and the fair value of the CEBA Loan of $142,486 was recorded as government assistance in the Company's consolidated statements of operations and comprehensive loss during the year ended January 31, 2021.

During the three months ended April 30, 2022, the repayment related to the CEBA Loan was extended to December 31, 2023. The maturity extension resulted in a modification of debt which resulted in a gain recognized in the amount of $20,158 which has been recorded in government assistance on the consolidated statements of operations and comprehensive loss.

Accretion expense on the CEBA Loan during the three months ended April 30, 2022 amounted to $4,650 (April 30, 2021 – $4,656). As at April 30, 2022, the fair value of the CEBA Loan amounted to $163,583 (January 31, 2022 – $158,933).

Government Grants

The Canada Emergency Wage Subsidy ("CEWS") government program provides a wage subsidy of up to 75% for qualifying businesses. The purpose of the wage subsidy is to allow employers to re-hire workers that were previously laid off and to continue to employ those who are already on payroll. During the three months ended April 30, 2022, the Company has received $nil (April 30, 2021 – $6,186) as a wage subsidy under the CEWS. This has been recognized in the condensed interim consolidated statements of operations and comprehensive loss as a reduction to the related expenses.

Off Balance Sheet Arrangements

As at April 30, 2022, the Company had no material off balance sheet arrangements such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative instrument obligations or any instruments that could trigger financing, market or credit risk to the Company.

Significant Accounting Policies

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, the condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information. The functional currency of the Company and its subsidiaries is the Canadian dollar, which is also the Company's presentation currency.

Accounting Policies Adopted in the Current Period

During the three months ended April 30, 2022, the Company adopted *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)*, which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period";
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment was effective for annual periods beginning on or after January 1, 2022 and the adoption of this amendment did not have a material impact on the Company's condensed interim consolidated financial statements.

Basis of consolidation

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 the Company's subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: 2360149 Ontario Inc. and its wholly-owned subsidiaries: 420 Wellness Inc. and 180 Smoke LLC; 2766563 Ontario Inc.; 2488004 Ontario Inc.; 180 VFC Inc.; SPDR (USA) Corporation; and Spyder Cannabis Subco Inc. and its wholly-owned subsidiaries: Spyder Vapes Inc., Spyder Vapes (East) Inc., Spyder Vapes (Appleby) Inc., and The Green Spyder Inc. and its wholly-owned subsidiaries: The Green Spyder (Pickering) Inc., The Green Spyder (Lundy's) Inc. and The Green Spyder IP Inc. All inter-company transactions, balances and unrealized gains and losses on transactions between these subsidiaries are eliminated upon consolidation.

Significant accounting judgements and estimates

In the application of the Company's accounting policies, management is required to make judgements, estimates and assumptions that affect the carrying amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant, the results of which form the basis of the valuation of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised if the revision affects only that year or in the year of the revision and future years if the revision affects both current and future years.

The following are the critical judgements in applying accounting policies and key sources of estimation uncertainty at the end of the reporting year that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimates and judgements

Critical accounting estimates are those that require management to make assumptions about matters that are highly uncertain at the time the estimate or assumption is made. Judgements are used in situations when there is a choice and/or assessment required by management. Critical accounting estimates are also those that could potentially have a material impact on the Company's consolidated financial results where a different estimate or assumption is used. The significant areas of estimation uncertainty and use of judgements are as follows:

Inventory valuation

Inventory is carried at the lower of cost and net realizable value; in estimating net realizable value, the Company makes estimates related to obsolescence, future selling prices, seasonality, customer behavior, and fluctuations in inventory levels. The Company records a write-down to reflect management's best estimate of the net realizable value of inventory based on the above noted factors.

Share-based compensation

Estimating fair value for granted stock options and warrants requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option or warrant, volatility, dividend yield, and rate of forfeitures and assumptions of these inputs.

Carrying values of tangible assets

The Company assesses the carrying value of its tangible assets annually or more frequently if indicators of impairment exist. If it is determined that carrying values of assets cannot be recovered, the unrecoverable amounts are charged against current net income (loss). Recoverability is dependent upon assumptions and judgements regarding market conditions, costs of operations and sustaining capital requirements. Other assumptions used in the calculation of recoverable amounts are discount rates and future cash flows. A material change in assumptions may significantly impact the potential impairment of these assets.

Contingencies

Management uses judgement to assess the existence of contingencies. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. Management exercises significant judgement to assess the likelihood of the occurrence of one or more future events.

COVID-19

In March 2020, the outbreak of the novel strain of coronavirus, specifically identified as “COVID-19”, was declared a pandemic by the World Health Organization, resulting in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions.

In accordance with Canadian, provincial and local government guidelines, the Company has experienced intermittent government-mandated closures of its retail stores, as well as capacity restrictions that has significantly impacted the operations and financial performance of the Company. The Company has continued to operate its retail locations and e-commerce platforms with strict cleaning protocols and social distancing measures in place, successfully generating substantial online sales growth that has partially offset the impact of retail store closures, constraints and in-store traffic declines.

As a result of the significant negative impacts that COVID-19 has had on the global economy, consumer confidence and the retail operating environment, the Company’s consolidated financial results for the three months ended April 30, 2022 have been materially impacted. Since March 2020, the Company has implemented many strategies to reduce costs and manage liquidity to overcome the negative impacts of the pandemic, including but not limited to the following:

- The acquisition of 180 Smoke;
- Reduce discretionary spending where possible;
- Worked with landlords to abate or defer a significant portion of retail store rents during retail shut

downs or subsequent periods; and

- Evaluated, qualified and applied for applicable government relief programs.

Management recognizes that while it has implemented an action plan to best navigate the impacts of COVID-19 on the Company's business, there is still uncertainty with respect to the duration and extent to which the pandemic may adversely impact the operations and financial performance of the Company. The Company expects to have access to certain relief loans and other forms of support available to businesses impacted by COVID-19, however, to the extent that the pandemic continues, or further public restrictions are imposed by applicable governmental authorities, the degree to which the Company's operations and financial performance could be affected may further become impacted.

Income taxes

The calculations for current and deferred taxes require management's interpretation of tax regulations and legislation in the various tax jurisdictions in which the Company operates in, which are subject to change. The measurement of deferred tax assets and liabilities requires estimates of the timing of the reversal of temporary differences identified and management's assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income before they expire, which involves estimating future taxable income.

The Company is subject to assessments by various taxation authorities in the tax jurisdictions in which it operates and these taxation authorities may interpret the tax legislation and regulations differently. In addition, the calculation of income taxes involves many complex factors. As such, income taxes are subject to measurement uncertainty and actual amounts of taxes may vary from the estimates made by management.

Leases

The Company estimates a lease term by considering the facts and circumstances that can create an economic incentive to exercise an extension option, or not exercise a termination option by assessing relevant factors such as profitability. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment of a lease term is reviewed if a significant event or a significant change in circumstance occurs, which affects this assessment and that is within the control of the lessee. The Company estimates the incremental borrowing rate used to measure the lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

Deferred tax assets and liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets and liabilities based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets and liabilities will not be realized. The ultimate realization of deferred tax assets and liabilities is dependent upon the generation of future taxable income, which in turn is dependent upon the successful execution of the Company's business plan. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets or liabilities, and deferred income tax provisions or recoveries could be affected.

Carrying values of goodwill and other intangible assets

The values associated with goodwill and other intangible assets involve significant estimates and assumptions, including those with respect to the determination of cash generating units ("CGUs"), future cash inflows and outflows, discount rates and useful asset lives. At least annually, the carrying amount of goodwill and other intangible assets are reviewed for potential impairment. Among other things, this review considers the recoverable amounts of the CGUs based on the higher of value in use or fair value less costs of disposal using discounted estimated future cash flows. These significant estimates require considerable judgement which could affect the Company's future results if the current estimates of future performance and fair value change.

Purchase price allocation

The purchase price allocation for business combinations and asset acquisitions is based on the fair value of the assets acquired, liabilities assumed, and intangible assets identified, including managements' process for developing the estimates and the significant assumptions underlying the estimates.

Assessment of revenues

Management assesses which contracts occur at a point in time, over a period of time, and based on usage and royalties. Judgement is required on revenues recorded over a period of time. Royalty, service fee, and license fee revenues from franchisees of the Company are recognized over a period of time as they are earned in accordance with the substance of the relevant agreement.

Cash

Cash includes cash on hand, balances held in trust by counsel, cash deposits in financial institutions and other short-term deposits that are readily convertible into cash. Short-term deposits with maturity dates greater than 90 days are classified as short-term investments.

Inventory

Inventory is valued at the lower of cost and net realizable value. Cost is determined using the weighted average cost method. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Costs are comprised of all variable costs, and certain fixed costs, incurred in bringing inventory to the location and in a condition necessary for sale to customers. Storage and administrative overhead are expensed as incurred. Supplier rebates and discounts are recorded as a reduction in the cost of goods sold.

Business Combinations

Acquisitions have been accounted for using the acquisition method required by *IFRS 3 - Business Combinations*. Goodwill arising from acquisitions is measured as the fair value of the consideration transferred less the net recognized amount of the estimated fair value of identifiable assets acquired and liabilities assumed (subject to certain exemptions to fair value measurement principles such as deferred tax assets or liabilities), all measured as of the acquisition date. Transaction costs that are incurred by the Company in connection with a business combination are expensed as incurred (except for costs directly related to the issuance of shares which are recognized in equity). The Company uses its best estimates and assumptions to accurately value assets and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, and these estimates are inherently uncertain and subject to refinement. As a result, during the measurement period, which does not exceed more than one year from the acquisition date, the Company records adjustments to the assets acquired and liabilities assumed with a corresponding offset to goodwill. On conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in the consolidated statements of operations and comprehensive loss.

Goodwill

Goodwill is initially measured at cost and is calculated as the excess of the purchase price for an acquired business over the fair value of acquired net identifiable assets and liabilities and is allocated to the cash generating units ("CGU") to which it relates. Goodwill is not amortized but is evaluated for impairment against the carrying amount of the CGU annually or more often if events or circumstances indicate that there may be an impairment. The carrying amount of a CGU includes the carrying amount of assets, liabilities and goodwill allocated to the CGU. If the recoverable amount is less than the carrying value, the impairment loss is first allocated to reduce the carrying amount of any goodwill allocated to the CGU and then to the other non-financial assets of the CGU proportionately based on the carrying amount of each asset. Any impairment loss is charged to income in the period in which the impairment is identified. Goodwill is stated at cost less accumulated impairment losses. Subsequent reversals of goodwill impairment are prohibited.

Foreign currency translation

Revenues and expenses denominated in foreign currencies are translated into Canadian dollars using the exchange rate in effect at the transaction date. Monetary assets and liabilities are retranslated at the reporting date using the rate in effect at the consolidated statements of financial position date and non-monetary items are translated at historical exchange rates. Related exchange gains and losses are included in the consolidated statements of operations and comprehensive loss for the period.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Depreciation is provided using the following methods at rates intended to depreciate the costs of the assets over their estimated use lives:

Asset	Method	Rate
Furniture and equipment	Declining balance	20%
Computer equipment	Declining balance	30%
Leasehold improvements	Straight-line	5 years
Automobile	Declining balance	30%
Website and signs	Straight-line	2 years

When a property and equipment asset has significant components with different useful lives, each significant component is depreciated separately. The estimated useful lives and depreciation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property and equipment is derecognized 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 the disposal or retirement of an item of property and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in consolidated statements of operations and comprehensive loss.

Other subsequent expenditures are capitalized if future economic benefits will arise from the expenditure. All other expenditures, including repairs and maintenance, are recognized in the consolidated statements of operations and comprehensive loss.

Provisions

Provisions are recognized when (a) the Company has a present obligation (legal or constructive) as a result of a past event; and (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statements of operations and comprehensive loss, net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Intangible assets

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets acquired are measured on initial recognition at cost. The cost of an intangible asset acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense on intangible assets with finite lives is recognized in the consolidated statements of operations and comprehensive loss. Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually or more frequently when circumstances indicate that the carrying value may not be recoverable.

Asset type	Amortization method	Amortization term
Website and ERP	Straight-line	10 years
Trade name	Straight-line	15 years

Estimated useful life of an intangible asset is the lesser of the economic life of the intangible asset and the number of years the right is legally enforceable. The estimated useful life, residual value and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Following initial recognition, intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. The Company recognizes a right-of-use asset and a lease liability based on the present value of future lease payments when the leased asset is available for use by the Company. The lease payments include fixed and in-substance fixed payments and variable lease payments that depend on an index or rate, less any lease incentives receivable. The lease liability is initially measured at the present value of the lease payments that are not paid at commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Lease payments are discounted over the lease term, which includes the fixed term and renewal options that the Company is reasonably certain to exercise. Lease payments are allocated between the lease liability and an interest expense, which is recognized in finance costs over the lease term in the Company's consolidated statements of operations and comprehensive loss.

When a contract contains both lease and non-lease components, the Company will allocate the consideration in the contract to each of the components on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components. Relative stand-alone prices are determined by maximizing the most observable prices for a similar asset and/or service.
Lease payments for assets that are exempt through the short-term exemption and variable payments not based on an index or rate are recognized in selling, distribution and administrative expenses as incurred. Lease incentives received for variable payment leases are deferred and amortized as a reduction in recognized variable rent expenses over the term of the related leases.

Right-of-use assets are measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any re-measurement of lease liabilities. Cost is calculated as the initial measurement of the lease liability plus any initial direct costs and any lease payments made at or before the commencement date. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term or the useful life.

In sublease arrangements where the Company is the intermediate lessor, it determines whether the sublease is finance or operating by reference to the right-of-use asset. A sublease is a finance sublease if substantially all of the risks and rewards of the head lease right-of-use asset have been transferred to the sub-lessee and the Company accounts for the sublease as two separate contracts. The Company derecognizes the right-of-use asset corresponding to the head lease and records a net investment in the finance sublease with corresponding interest income recognized in finance income in the consolidated statements of operations and comprehensive loss and a net investment receivable recognized in trade and other receivables or a net investment payable in accounts payable and accrued liabilities in the consolidated statements of financial position.

In May 2020, the IASB published COVID-19-Related Rent Concessions, which amends IFRS 16, *Leases*, to provide lessees with a practical expedient that relieves lessees from assessing whether a COVID-19-related rent concession is a lease modification. COVID-19-Related Rent Concessions qualify for the practical expedient if there was a decrease in lease consideration, reduction of lease payments that affected payments originally due on or before June 30, 2021, and no substantive changes to other terms and conditions of the lease. The amendment became effective for annual reporting periods beginning on or after June 1, 2020. Earlier application is permitted.

The Company applied the practical expedient for the annual period ended January 31, 2022 and has recorded any eligible change in lease payments resulting from COVID-19-Related Rent Concessions in the consolidated statements of operations and comprehensive loss, at the later of the date on which the rent concession arrangement is executed and the period to which the rent concession related to.

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and recognized over the expected service periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined that the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. Valuation models such as Black-Scholes are used to measure the fair value of the instruments issued when there are sufficient and reliable observable market inputs. The offset to the recorded cost is applied to contributed surplus. Consideration received on the exercise of stock options and the related contributed surplus is recorded as share capital and the related contributed surplus is transferred to share capital.

Government assistance

The Company recognizes government assistance when there is reasonable assurance that the Company has met the requirements of the approved grant program and the Company is reasonably certain, based on management's judgement, that the government grant will be received. Government assistance, including grants, related to operating expenses is accounted for as a reduction to the related expenses. The Company received government assistance in the form of grants as noted in Note 15.

IFRS 15 - *Revenue from contracts with customers*

Revenue is measured at the fair value of consideration received or receivable, net of sales tax, trade discounts, rebates and other allowances.

The Company records revenue in accordance with the five steps as outlined below:

Step 1: Identify the contract(s) with a customer;

Step 2: Identify the performance obligations in the contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognize revenue when (or as) the Company satisfies a performance obligation.

The Company's revenue consists of sales from its retail stores and e-commerce operations through the delivery of products and/or rendering of services. For retail store customers, control passes upon point of sale, and for e-commerce customers, control passes upon delivery. Revenue from the sale of goods is measured at the fair value of the consideration received less an appropriate deduction for returns, discounts, rebates, and loyalty program costs, net of sales taxes. The Company sells products with a limited right to return. The provision for returns is estimated based on the last 12 month's return rate for retail stores and e-commerce sales, respectively.

Cost of goods sold

Cost of goods sold expense relates to the Company's retail and e-commerce operations, and includes direct materials, direct labor, and shipping and handling related to the sale of goods.

Equity

Common shares are classified as equity. Transaction costs directly attributable to the issuance of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects. When share capital recognized as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from total equity.

The Company has adopted a residual method with respect to the measurement of common shares and warrants issued as private placement units. Warrants attached to units are valued based on the fair value of the warrants using the Black-Scholes option pricing model and the share price at the time of financing, and the difference between the proceeds raised and the value assigned to the warrants is the residual fair value of the shares. The proceeds from the issue of units are allocated between share capital and warrants.

Impairment of non-financial assets

The carrying amount of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generate cash inflows from continuing use that are largely independent of the cash flows of other assets or groups of assets (the "cash-generating unit" or "CGU").

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized.

Income taxes

Tax expense is comprised of current and deferred tax. Tax is recognized in the consolidated statements of operations and comprehensive loss except to the extent that it relates to items recognized in comprehensive loss or equity in the consolidated statement of financial position.

Current tax

Current tax is calculated using tax rates which are enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to taxation authorities.

Deferred tax

Deferred tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred tax is determined using tax rates which are enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred tax asset is realized, or the deferred tax liability is settled.

Deferred tax liabilities are generally recognized for all taxable temporary differences, except for temporary differences that arise from goodwill, which is not deductible for tax purposes. Deferred tax liabilities are also recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled, and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax assets are recognized to the extent it is probable that taxable profits will be available against which the deductible balances can be utilized. All deferred tax assets are reviewed at each reporting period and reduced to the extent that it is no longer probable that the asset will be recovered.

Financial instruments

Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss (“FVTPL”), fair value through other comprehensive income (“FVTOCI”) or amortized cost. The Company determines the classification of financial assets at initial recognition.

Financial assets at FVTPL

Financial instruments classified as fair value through profit and loss are reported at fair value at each reporting date, and any change in fair value is recognized in the consolidated statements of operations during the period in which the change occurs. Realized and unrealized gains or losses resulting from assts held at FVPTL are included in the consolidated statements of operations and comprehensive loss in the period in which they relate to.

Financial assets at FVTOCI

Financial assets carried at FVTOCI are initially recorded at fair value plus transaction costs with all subsequent changes in fair value recognized in other comprehensive loss. For investments in equity instruments that are not held for trading, the Company can make an irrevocable election (on an instrument-by-instrument bases) at initial recognition to classify them as FVTOCI. On the disposal of the investment, the cumulative change in fair value remains in other comprehensive loss and is not recycled to the consolidated statements of operations.

Financial assets at amortized cost

Financial assets are classified at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset’s contractual cash flows are comprised solely of payments of principal and interest. The Company’s accounts receivable are recorded at amortized cost. A provision is recorded based on the expected credit losses for the financial asset and reflects changes in the expected credit losses at the end of each reporting period.

Financial liabilities

Financial liabilities are initially recorded at fair value and subsequently measured at amortized cost, unless they are required to be measured at FVTPL (such as derivatives) or the Company has elected to measure at FVTPL.

Financial instruments

The Company has made the following classifications:

Financial instrument	Classification
Cash	FVTPL
Government loan	FVTPL
Trade and other payables	Other financial liabilities
Loans payable	Other financial liabilities
Promissory note	Other financial liabilities

Impairment

IFRS 9 requires an 'expected credit loss' model to be applied which requires a loss allowance to be recognized based on expected credit losses. This applies to financial assets measured at amortized cost. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in initial recognition.

The Company's cash and guaranteed investment certificate is valued at Level 1. Other than that, none of the Company's financial instruments are recorded at fair value on the consolidated statements of financial position.

Loss per common share

Basic loss per common share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted loss per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. The number of additional shares included in the calculation is based on the treasury stock method for options and warrants.

Future Accounting Pronouncements

The accounting pronouncements detailed in this note have been issued but are not yet effective. The Company does not expect the impact of applying these standards to be significant on its consolidated financial statements.

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The International Accounting Standards Board ("IASB") has published *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period";

- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and

- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Amendments to IAS 37: Onerous Contracts and the Cost of Fulfilling a Contract

The amendment specifies that 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract or an allocation of other costs that relate directly to fulfilling contracts. This amendment is effective for annual periods beginning on or after January 1, 2022. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Financial Instruments and Other Risk Factors

The Company's financial instruments consist of cash and cash equivalents, trade and other payables and loans payable.

The Company's cash and cash equivalents is measured at fair value under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities. The presentation of the Company's due from related party and accounts payable is fair value, taking into account their short-term nature. The fair value of loan payable approximates fair value. The fair value of convertible debentures are measured on the statement of financial position using level 3 of the fair value hierarchy.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest rate risk, price risk and foreign currency risk.

Financial risk management and objectives

Fair value

Financial instruments of the Company consist of cash, trade and other payables, advances to/from shareholders', convertible debentures and loans payable. There are no significant differences between the carrying amounts of the current assets and current liabilities reported on the statements of financial position and their estimated fair values due to the short-term nature of these items. The convertible debentures and loans payable approximate their fair value as terms and conditions represent market terms and conditions.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies. Where quoted market values are not readily available, the Company may use considerable judgement to develop estimates of fair value. Accordingly, any estimated values are not necessarily indicative of the amounts the Company could realize in a current market exchange and could be materially affected by the use of different assumptions or methodologies.

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

Market risk

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

Credit risk

The Company is exposed to credit risk on its cash balance which is held with reputable financial institutions. As at April 30, 2022, management considered the Company's credit risk in relation to such financial assets to be low.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk arising from fluctuations in interest rates on its loans payable balance which accrues interest at a variable rate. Fluctuations in market rates do not have a significant impact on the Company's results of operations.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due within one year. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As at April 30, 2022 there is substantial doubt about the Company's ability to continue as a going concern primarily due to its history of losses and negative working capital. Liquidity risk continues to be a key concern in the development of future operations.

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development. Current and potential investors should give special consideration to the risk factors involved.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Investments may be pre-revenue

The Company has made and may make future investments in entities that have no significant sources of operating cash flow and no revenue from operations. As such, the Company's investments are subject to risks and uncertainties including the risk that the Company's investments will not be able to:

- implement or execute their current business plan, or create a business plan that is sound;
- maintain their anticipated management team; and/or
- raise sufficient funds in the capital markets or otherwise to effectuate their business plan.

If the Company's investments cannot execute any one of the foregoing, their businesses may fail, which could have a materially adverse impact on the business, financial condition and operating results of the Company.

Intellectual property and proprietary protection

The success of the Company will depend, in part, on the ability of the Company and the Company's investments to maintain, enhance and protect its intellectual property, including various existing and potential proprietary discoveries, techniques and processes. The Company and the Company's investments may be vulnerable to competitors who develop competing technology. Furthermore, the protection of the Company's intellectual property may be a costly litigation process.

Reliance on management

The success of the Company is dependent upon the ability, expertise, judgement, discretion and good faith of its senior management. Qualified individuals are in high demand, and the Company may incur significant costs to attract and retain them. The loss of the services of such individuals or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on the Company's ability to execute on its business plan and strategy, and the Company may be unable to find adequate replacements on a timely basis, or at all.

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

Corporate Information

Corporate Office

7941 Jane Street, Unit 2, Concord, Ontario, L4K 2M7

Independent Auditor

Stern & Lovrics LLP

Transfer Agent

Capital Transfer Agency ULC

Other Information

Additional information on the Company is available on SEDAR at www.sedar.com.