

SIRE BIOSCIENCE INC.
(Formerly Blox Labs Inc.)

Condensed Interim Consolidated Financial Statements
For the nine-month period ended June 30, 2020
(Expressed in Canada Dollars)

NOTICE TO READER

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

The accompanying unaudited condensed interim financial consolidated financial statements have been prepared by and are the responsibility of the management. The Company's independent auditor has not performed a review of these financial statements.

SIRE BIOSCIENCE INC. (Formerly Blox Labs Inc.)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	June 30, 2020	September 30, 2019
ASSETS	\$	\$
Current		
Cash	173,321	1,660,717
Trade receivables – (Note 9)	90,531	-
HST receivable	133,832	94,640
Other receivable – (Note 8)	5,236	-
Inventories –(Note 9)	67,006	-
Prepaid expenses	69,568	55,992
TOTAL CURRENT ASSETS	539,494	1,811,349
Long-term		
Notes Receivable (Note 8)	1,050,000	-
Property, plant and equipment (Note 6)	6,437,737	5,827,819
Intangible assets (Note 9)	858,000	-
TOTAL ASSETS	8,885,231	7,639,168
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 8)	1,146,104	187,248
Current portion of secured loan (Note 7)	-	100,000
Due to shareholders	50,000	-
	1,196,104	287,248
Long-term		
Secured loan (Note 7)	4,797,307	4,735,751
TOTAL LIABILITIES	5,993,411	5,022,999
SHAREHOLDERS' EQUITY		
Share capital (Note 10)	8,989,303	7,895,598
Contributed surplus (Note 10)	598,339	563,714
Warrants (Note 10)	699,283	699,283
Deficit	(7,395,105)	(6,542,426)
	2,891,820	2,616,169
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	8,885,231	7,639,168

Nature of Operations and Going Concern (Note 1)

Approved by: "Brian Polla"
Director

"Adrian Burke"
Director

SIRE BIOSCIENCE INC. (Formerly Blox Labs Inc.)**INTERIM CONSOLIDATED STATEMENTS OF INCOME/LOSS AND COMPREHENSIVE INCOME/LOSS**

For the three and nine months ended June 30, 2020 and 2019

(Expressed in Canadian Dollars)

	Three Month Period Ended June 30, 2020	Three Month Period Ended June 30, 2019	Nine Month Period Ended June 30, 2020	Nine Month Period Ended June 30, 2019
	(\$)	(\$)	(\$)	(\$)
		(restated- Note 4)		
REVENUE	206,843	-	206,843	-
COST OF GOODS SOLD	125,718	-	125,718	-
GROSS PROFIT	81,125	-	81,125	-
EXPENSES				
Administration	22,713	3,954	79,953	68,009
Management fees	177,000	-	526,000	-
Marketing and promotion	23,067	36,414	58,109	89,487
Travel	2,114	25,963	21,492	43,373
Consulting and professional fees	61,345	-	145,280	1,109,000
Rent	7,960	-	16,901	-
Total expenses	294,199	66,329	847,735	1,310,265
				(1,310,265)
Loss before other items	(213,074)	(66,329)	(766,610)	
OTHER ITEMS				
Accreted interest expense (Note 8)	(16,922)	-	(61,557)	-
Interest income	5,827	-	12,172	-
Interest expense	(158,551)	-	(458,880)	-
Stock option expense (Note 10)	(34,625)	-	(34,625)	-
Gain on acquisition (Note 9)	456,820	-	456,820	-
INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) FOR THE YEAR/PERIOD	39,475	(66,329)	(852,680)	(1,310,265)
BASIC AND DILUTED LOSS PER SHARE	(0.00)	(0.01)	(0.00)	(0.01)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	423,079,372	197,372,376	397,334,878	170,624,176

SIRE BIOSCIENCE INC. (Formerly Blox Labs Inc.)
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital (\$)	Contributed Surplus (\$)	Warrants (\$)	Deficit (\$)	Total (\$)
Balance at February 6, 2018	-	-	-	-	-	-
Incorporation shares (Note 9(a))	118,000,000	118	-	-	-	118
SAFEs (Note 9(a))	-	-	-	1,052,000	-	1,052,000
Loss Comprehensive loss for the period	-	-	-	-	(146,319)	(146,319)
Balance at September 30, 2018 (Restated – Note 4)	118,000,000	118	-	1,052,000	(146,319)	905,799
SAFEs (Note 10(a))	-	-	-	385,000	-	385,000
Shares issued for services (Note 9(a))	55,450,000	1,109,000	-	-	-	1,109,000
Conversion of SAFEs (Note 9(a))	61,350,000	1,437,000	-	(1,437,000)	-	-
Best Cannabis Products Inc. shares cancelled in share exchange with shareholders in RTO (Note 9(a))	(234,800,000)	(2,546,118)	-	-	-	(2,546,118)
Shares issued in RTO (Note 9(a))	234,800,000	2,546,118	-	-	-	2,546,118
Shares issued and options deemed issued in RTO (Note 9(a)(b)(c))	117,498,997	2,953,313	563,714	699,283	-	4,216,310
Share issues in equity raise (Note 9(a))	47,923,330	2,396,167	-	-	-	2,396,167
Loss and comprehensive loss for the year	-	-	-	-	(6,396,107)	(6,396,107)
Balance at September 30, 2019	400,222,327	7,895,598	563,714	699,283	(6,542,426)	2,616,169
Loss and Comprehensive loss for the period					(487,126)	(487,126)
Balance at December 31, 2019	400,222,327	7,895,598	563,714	699,283	(7,029,552)	2,129,043
Loss and Comprehensive loss for the period					(405,026)	(405,026)
Shares issued for notes receivable	21,000,000	1,050,000				1,050,000
Balance at March 31, 2020	421,222,327	8,945,598	563,714	699,283	(7,434,578)	2,774,017
Shares issued for acquisition of Fusion Nutrition Inc.	2,913,640	145,682				145,682
Vesting of stock options			34,625			34,625
Loss and comprehensive loss for period					39,475	(39,475)
Balance at June 30, 2020	424,135,967	9,091,280	598,339	699,283	(7,395,103)	2,914,849

SIRE BIOSCIENCE INC. (Formerly Blox Labs Inc.)
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
For the three and nine months ended June 30, 2020 and 2019
(Expressed in Canadian dollars)

	Three Month Period Ended June 30, 2020 (\$)	Three Month Period Ended June 30, 2019 (\$)	Nine Month Period Ended June 30, 2020 (\$)	Nine Month Period Ended June 30, 2019 (\$)
OPERATING ACTIVITIES				
Income (Loss) for the period	39,475	(1,171,222)	(852,680)	(1,310,265)
Items not affecting cash:				
Accretion interest expense	16,922	-	61,557	8,875
Stock option expense	34,625		34,625	
Changes in non-cash working capital items:				
HST receivable	9,000	(10,419)	(39,192)	(31,263)
Trade receivables	(90,531)	-	(90,531)	-
	84,082			
Other receivable		4,698	(5,236)	4,698
Inventories	(67,006)	-	(67,006)	-
Notes receivable	-	-	(1,050,000)	-
Prepaid asset	(19,796)	-	(13,576)	(1,166)
Accounts payable and accrued liabilities	598,641	105,113	958,856	252,091
	605,410			
Cash flows (used in) provided by operating activities		(1,071,830)	(1,063,183)	(1,077,028)
INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	(213,184)			
		(15,523)	(609,918)	(62,445)
Intangible assets	(858,000)	-	(858,000)	-
	(1,071,184)			
Cash flows provided by (used in) investing activities		(15,523)	(1,467,918)	(62,455)
FINANCING ACTIVITIES				
Share issue	-	1,109,000	1,050,000	1,109,000
Shares issued on acquisition of Fusion	43,705	-	43,705	-
Due to shareholders	50,000	-	50,000	-
Repayment of secured loan	-	-	(100,000)	(400,000)
Proceeds from loan payable				50,000
Proceeds from SAFEs				385,000
	93,705			
Cash flows provided by financing activities		1,109,000	1,043,705	1,144,000
	(372,069)			
CHANGE IN CASH		21,647	(1,487,396)	4,527
CASH, BEGINNING OF PERIOD	545,390	118	1,660,717	118
CASH, END OF YEAR/PERIOD	173,321	21,765	173,321	4,645

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine month period ended June 30, 2020 and 2019

1. NATURE OF OPERATIONS AND GOING CONCERN

Sire Bioscience Inc., (the “Company”) formerly Blox Labs Inc. (“Blox”) was incorporated on April 4, 2014 under the Business Corporations Act of British Columbia as Big Rock Labs Inc. and changed its name to Blox Labs Inc. on November 16, 2017. The Company owns 100% of Big Rock Technologies Inc. which was incorporated on February 13, 2014 under the Business Corporations Act of British Columbia. The head office of the Company is located at 2500 Meadowpine Blvd., Mississauga, Ontario L5N 6C4.

On August 28, 2019, the Company completed a transaction in which Blox acquired all of the issued and outstanding securities of Best Cannabis Products Inc. (“BCP”), a private Canadian company engaged in the hemp sector, in exchange for the issuance of 234,800,000 common shares of the Company. The transaction functioned as a reverse takeover (RTO) and resulted in a change of business for the Company.

BCP was incorporated on February 6, 2018 under the Canada Business Corporations Act. The Company’s head office is located at 7110 Torbram Rd, Mississauga, ON, L4T 4B5. BCP’s principal business activity is to engage in the investment, cultivation, production of and sale of various hemp and cannabis products including but not limited to CPG trademarked CBD based wellness products, oils, edibles and animal and pet related CBD products, upon making application and receiving the requisite licenses mandated under the Cannabis Act of Canada.

The Canadian Securities Exchange (the “CSE”) approved the RTO transaction on September 9, 2019. The Company also received approval to change its operating name to Sire Bioscience Inc. effective that same date. The Company is listed for trading on the CSE under the symbol “**SIRE.CN**” and on the Frankfurt stock exchange in Germany under the symbol “**BR1B**”.

These interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the three month period ended June 30, 2020, the Company incurred a net profit of \$39,475 (2019 – loss of \$66,329) and had a working capital deficit of \$656,610 (2019 - deficit of \$571,158). The continued operations of the Company are dependent on its ability to generate future cash flows from revenues or obtain additional financing. Management is actively seeking to raise the necessary debt and equity financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company.

These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern basis was not appropriate. Consequently, adjustments would then be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments, if required, could be material.

SIRE BIOSCIENCE INC. (Formerly Blox Labs Inc.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine month period ended June 30, 2020 and 2019

1. BASIS OF PREPARATION

Statement of Compliance

The interim condensed consolidated financial statements for the nine months ended September 30, 2020 have been prepared in accordance with IAS 34 Interim Financial Reporting. The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual consolidated financial statements as at September 30, 2019.

The interim consolidated financial statements were authorized for issue by the Board of Directors on October 20, 2020.

Basis of Measurement

The interim consolidated financial statements have been prepared on a historical cost basis, except for cash flow information and certain financial assets that are measured at fair value as explained in the significant accounting policies set out in Note 3.

The functional and presentation currency of the Company and its subsidiaries is the Canadian dollar.

Basis of Consolidation

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date control ceases. See Note 5 regarding the basis of consolidation subsequent to the RTO.

These consolidated financial statements include the accounts of the Company and the following wholly-owned subsidiaries: Best Cannabis Products Inc., BCP Holdings and Investments Inc., Big Rock Technologies Inc., and Fusion Nutrition Inc. from the period of its acquisition (see Note 9).

All intercompany balances, transactions, unrealized gains and losses resulting from intercompany transaction have been eliminated on consolidation.

Significant Accounting Estimates and Judgments

The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be

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For the three and nine month period ended June 30, 2020 and 2019

2. BASIS OF PREPARATION (continued)

Significant Accounting Estimates and Judgments (continued)

reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Significant estimates include:

- (i) Share-based payments and warrants.

Estimates include the inputs used in accounting for share-based payment transactions, including determining volatility.

Significant judgments are as follows:

- (i) Going concern

The assessment of the Company's ability to execute its strategy by effectively operating the Company involves judgment. Management closely monitors the operations and cash flows in the Company. Further information regarding going concern is outlined in Note 1.

- (ii) Income taxes

Management exercises judgment to determine the extent to which deferred tax assets are recoverable, and can therefore be recognized in the statements of financial position and comprehensive income or loss.

- (iii) Property, plant and equipment

The determination of when property, plant and equipment are available for use as well as their useful lives.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company adopted all of the requirements of IFRS 9 – Financial Instruments (“IFRS 9”) as of June 1, 2018. IFRS 9 replaces IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking “expected loss” impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

Financial Instruments

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income/loss.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Impairment

An "expected credit loss" impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine month period ended June 30, 2020 and 2019

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities are classified as other financial liabilities and carried on the statement of financial position at amortized cost.

As at September 30, 2019 and 2018, the Company does not have any derivative financial liabilities.

The following table summarizes the classification categories for the Company's financial assets and liabilities.

Financial Assets	IAS 39	IFRS 9
Cash	Held-for-trading (FVTPL)	Amortized cost
Other receivable	Loans and receivable	Amortized cost
Financial Liabilities	IAS 39	IFRS 9
Accounts payable and accrued liabilities	Other financial liabilities (Amortized cost)	Amortized cost
Loan Payable	Other financial liabilities (Amortized cost)	Amortized cost
Secured Loan	Other financial liabilities (Amortized cost)	Amortized cost

Share Capital

Common shares are classified as equity. Transaction and other incremental costs directly attributable to the issuance of shares are recognized as a deduction from equity. In situations where the Company issues units, the value of the units is bifurcated based on their relative fair values of the share and warrant value. The fair value of the warrant is determined by using the Black-Scholes pricing model. The value assigned to the warrant is included as a separate reserve of the Company's equity.

Share-based Payment Transactions

The Company may grant stock options to acquire common shares of the Company to directors, officers, employees and consultants. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine month period ended June 30, 2020 and 2019

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

measured, and are recorded at the date the goods or services are received. The corresponding amounts is recorded to option reserve. The fair value of options is determined using a Black-Scholes pricing model which incorporates all market vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Impairment of Non-Financial Assets

At each reporting period the carrying amounts of the Company's non-financial assets, are reviewed for indicators of impairment. If indicators exist, the recoverable amount of the asset is estimated. Property, plant and equipment are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

For purposes of assessing impairment, property, plant and equipment are grouped into cash generating units ("CGUs") defined as the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows of other assets or groups of assets.

If the carrying amount exceeds the recoverable amount, the asset or CGU is recorded at its recoverable amount with the reduction recognized in net income (loss) as an impairment expense. The recoverable amount is the greater of the value in use or fair value less costs of disposal ("FVLCD"). Fair value is the amount the asset could be sold for in an arm's length transaction. The value in use is the present value of the estimated future cash flows of the asset from its continued use. The fair value less costs of disposal considers the continued development of a property and market transactions in a valuation model. The Company uses the present value of the cash generating unit's estimated future cash flows in its fair value model. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded entities or other available fair value indicators.

Impairments are reversed in subsequent periods when there has been an increase in the recoverable amount of a previously impaired asset or CGU and these reversals are recognized in net income (loss). The recovery is limited to the original carrying amount less depreciation that would have been recorded had the asset not been impaired.

Loss per Share

Basic earnings/loss per share is computed by dividing the net income or loss by the weighted average number of shares outstanding during the year.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Diluted losses per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock.

Property, Plant and Equipment

Property, plant and equipment comprise of a greenhouse which is being built for its intended use as of September 30, 2019, office equipment, furniture and fixtures, and tools required for creating a greenhouse capable of producing cannabis.

All items of property and equipment are initially recorded at cost. Subsequent to recognition, property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any, except for capital work-in-progress. Cost include expenditures that are directly attributable to the creation or acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are or are to be located. Borrowing costs for qualifying assets that are directly attributable to acquisition, construction or production of an asset are included in the cost of that asset.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Expenditures incurred to replace a component of an item of property and equipment that is accounted for separately is capitalized and the carrying amount of the component that is replaced is written off. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income when incurred.

Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. The periods generally applicable are as follows:

	Useful life
Furniture and Computer equipment	20%, declining balance

The residual value, depreciation method and the useful life of each asset are reviewed at each year-end, with the effect of any changes in estimates accounted for on a prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fully depreciated property and equipment are retained in the financial statements until they are no longer in use and no further charge for depreciation is made in respect of these assets.

Taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current income tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognized for the following temporary differences:

- liabilities arising from initial recognition of goodwill for which amortization is not deductible for tax purposes;
- liabilities arising from the initial recognition of an asset/liability other than in a business combination which, at the time of the transaction, does not affect either the accounting or the taxable profit; and
- liabilities arising from undistributed profits from investments where the entity is able to control the timing of the reversal of the difference and it is probable that the reversal will not occur in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which

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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

New Standards Not Yet Effective

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become mandatorily effective.

The following standard has been issued for annual periods beginning on or after January 1, 2019 but is not yet effective:

IFRS 16, Leases

IFRS 16 is effective for the Company beginning on October 1, 2019. This new standard replaces the existing leasing guidance in IAS 17, Leases.

IFRS 16 distinguishes between leases and service contracts on the basis of whether the customer controls the asset being leased. For those contracts determined to meet the definition of a lease, IFRS 16 requires a lessee to recognize on the balance sheet a lease asset along with the associated lease liability which reflects future lease payments, similar to current finance lease accounting. There are limited exceptions for leases with a term of less than 12 months or leases of assets which have a very low value. As a result of the adoption of IFRS 16, operating leases which were previously only recognized on the statement of income (loss) will be recognized on the statement of financial position. The Company has not yet assessed the potential impact of the application of this standard.

4. RESTATEMENT AND COMPARATIVE AMOUNTS

The consolidated financial statements have been reclassified, where applicable to conform to the presentation used in the current year.

The Company has restated its consolidated financial statements as at September 30, 2018. In the course of preparing the Company's consolidated financial statements for the year ended September 30, 2019, the following errors were identified:

- 1) The Company entered into a secured loan to acquire property, plant and equipment and the secured loan included a one year interest free period that has not been considered when determining the effective market interest rate on the loan. This error resulted in overstatement of property, plant and equipment, secured loan and an understatement of net income.

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For the three and nine month period ended June 30, 2020 and 2019

4. RESTATEMENT (continued)

- 2) The Company has reclassified the secured loan as long term as there is a \$500,000 payment that is to be paid within six months of the closing of the transaction. This error resulted in the reclassification of \$500,000 of the secured loan to current liabilities.
- 3) In the consolidated cash flow statement, the Company has netted the proceeds of the secured loan against the acquisition of property, plant and equipment. This error resulted in the cash flows used by investing activities to be overstated by \$5,300,000 and the cash flows from financing activities to be understated by \$5,300,000.

These errors have been corrected by restating each of the affected consolidated financial statement line items in the comparative year.

The effects of the restatement on the September 30, 2018 consolidated financial statements are as follows:

	Previously reported	Adjustment	Reclassification	As restated
Consolidated Statement of financial position				
Property, plant and equipment	6,614,322	(848,750)	-	5,765,572
Current portion of secured loan	-	500,000	500,000	500,000
Secured loan	5,300,000	(1,232,658)	-	4,067,372
Deficit	(30,228)	(116,092)	-	(146,319)
Consolidated Statements of Loss and Comprehensive Loss				
General and administrative	5,599	-	2,394	7,992
Insurance	1,599	-	(1,599)	-
Finance costs	795	-	(795)	-
Accreted interest expense	-	116,092	-	116,092
Loss and comprehensive loss for the year/period	(30,228)	(116,092)	-	(146,319)
Consolidated Statements of Changes in Shareholders' Equity				
Loss comprehensive loss for the period	(30,228)	(116,092)	-	(146,319)
Consolidated Statements of Cash Flow				
Loss for the period	(30,228)	(116,092)	-	(146,319)
Accreted interest expense	-	116,092	-	116,092
Acquisition of property, plant and equipment	(1,314,322)	(5,300,000)	-	(6,614,322)
Repayment of secured loan	-	(500,000)	-	(500,000)
Proceeds from secured loan	-	5,800,000	-	5,800,000

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4. RESTATEMENT (continued)

An opening statement of financial position has not been presented as the Company was incorporated in 2018.

5. REVERSE TAKEOVER TRANSACTION

On February 28, 2019, the Company entered into an agreement to acquire all of the issued and outstanding securities of BCP, in exchange for the issuance of 234,800,000 common shares of the Company. The transaction closed on August 28, 2019. The Company also changed its operating name from Blox Labs Inc. to Sire Bioscience Inc.

As a result of the transaction, 234,800,000 shares were held by previous shareholders of BCP and 117,498,997 shares were held by shareholders of Blox. This resulted in BCP shareholders owning 66.6% of the Company, and consequently, obtaining control of Blox.

The substance of the transaction is a reverse takeover. The transaction does not constitute a business combination under IFRS 3, thus there is no goodwill recognized, and the difference between the consideration and fair value of the net assets acquired results in a listing expense.

BCP was identified as the acquirer for accounting purposes, and Blox, the legal parent, is the subsidiary for accounting purposes. Since BCP is the acquirer, its assets, liabilities and operations since incorporation are consolidated, and since Blox is the subsidiary, its operations have only been consolidated since the date of the reverse takeover.

A calculation of the listing expense is as follows:

Fair value of 117,498,997 shares of Blox deemed to be issued	2,953,313
Fair value of 22,572,000 warrants of Blox deemed to be issued	699,283
Fair value of 11,380,000 options of Blox deemed to be issued	563,714
Transaction costs	108,086
Fair value of net assets, including cash of \$32,721	(204,608)
<u>Listing expense</u>	<u>4,119,788</u>

The fair value of the Blox shares was based on what BCP would have paid to acquire 100% of Blox.

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5. REVERSE TAKEOVER TRANSACTION (continued)

The fair value of warrants assumed in the transaction was determined to be \$699,283 and valued using the Black-Scholes option pricing model under the following assumptions:

	October 9, 2015	November 17, 2017
Risk-free interest rate	1.72%	1.72%
Expected volatility ¹	245%	259%
Dividend yield	Nil	Nil
Expected life	0.75 years	0.3 years
Exercise price	\$0.17	\$0.03
Share price	\$0.05	\$0.05

¹ Expected volatility is based on historical volatility.

The fair value of options assumed in the transaction was determined to be \$563,714 and valued using the Black-Scholes option pricing model under the following assumptions:

	May 25, 2018	October 17, 2018
Risk-free interest rate	1.60%	1.60%
Expected volatility ¹	267%	254%
Dividend yield	Nil	Nil
Expected life	3.7 years	4.1 years
Exercise price	\$0.04	\$0.06
Share price	\$0.05	\$0.05

¹ Expected volatility is based on historical volatility.

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6. PROPERTY, PLANT AND EQUIPMENT

	Land	Farm Building, Fixtures	Office & Computer Equipment	Total
	(\$)	(\$)	(\$)	(\$)
Cost				
As at February 6, 2018	-	-	-	-
Additions	1,301,074	4,464,498	-	5,765,572
At September 30, 2018 (Restated – Note 4)	1,301,074	4,464,498	-	5,765,572
Additions	-	60,202	2,045	62,247
At September 30, 2019	1,301,074	4,524,700	2,045	5,827,819
Additions	-	72,086	-	72,086
At December 31, 2019	1,301,074	4,597,506	2,045	5,899,904
Additions	-	313,560	11,089	324,649
At March 31, 2020	1,301,074	4,911,066	13,134	6,224,553
Additions	-	202,441	10,743	213,184
At June 30, 2020	1,301,074	5,113,507	23,877	6,437,737

The Company entered into a purchase and sale agreement (“PSA”) on April 12, 2018 to purchase land and a greenhouse in Leamington, Ontario for total proceeds of \$6,400,000. The proceeds are payable as follows:

- \$200,000 in cash on acceptance (Paid);
- \$400,000 in cash on July 13, 2018 (the “Completion date”) (Paid);
- \$5,800,000 pursuant to a secured loan under a vendor take back arrangement (Note 8).

The purchase price for the assets acquired under the PSA have been allocated pursuant to their relative fair values as at the date of acquisition.

As at June 30, 2020 no amortization was recognized as the property, plant and equipment were not available for use in the manner intended by management.

7. SECURED LOAN

On July 13, 2018, the Company entered into a secured loan agreement for \$5,800,000 as part of a vendor take back arrangement in connection with the acquisition of land and a greenhouse in Leamington, Ontario (Note 4). The loan, which is secured by the land and greenhouse assets, bears no interest until the Vendor fully vacates the premises and then at a rate of 12.5% for three years. Principal payments of \$500,000 are due August 13, 2018 and December 13, 2018, and the balance of the loan principal is due on July 13, 2021. Interest is repayable in monthly installments beginning in

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SECURED LOAN (continued)

year two. Due to the interest-free period, the loan is initially recognized at \$4,951,250 which represents the present value of future repayments using a market interest rate of 13%. The effective interest rate on the loan is 14.7%. As at June 30, 2020 the Company is in arrears on its interest payments to the Vendor in the amount of \$500,000. The management has commenced the process of sourcing a party to refinance the property from a third-party lender to settle the original debt.

	June 30, 2020	September 30, 2019
	(\$)	(\$)
Beginning principal amount	4,900,000	5,300,000
Discount	(398,659)	(732,658)
Repayments during the year/period	(100,000)	(400,000)
Accrued interest	334,410	134,410
Accreted interest	61,556	533,999
Current portion	-	(100,000)
	4,797,307	4,067,342

8. RELATED PARTY TRANSACTIONS

Key management personnel included the Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), and directors and officers and companies controlled or significantly influenced by them.

During the period from April 1, 2020 to June 30, 2020, the following amounts were paid key management personnel, CEO \$60,000 in fees and \$3,453 in expense reimbursement and CFO \$60,000 in fees and \$725 in expense reimbursement, Director of Marketing \$45,000 in fees and \$18,971 in expense reimbursement. \$88,500 was accrued for fees for the CEO, CFO and a director’s services.

As at June 30, 2020, a total of \$Nil (September 30, 2019 - \$100,450) was included in accounts payable and accrued liabilities owing to the management personnel of the Company for reimbursable expenses. These liabilities are non-interest bearing and payable on demand.

As at March 23, 2020, the Company entered into loan agreements with each of 1610896 Ontario Inc., a company controlled by Domenic Crudo the CFO, Natural Lines Inc., a company controlled by Michael

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8. Related Party Transactions (continued)

Lines an advisor board member to Sire and Layton Hipfner, the Master Grower of Sire Bioscience. The principal sum for each loan is \$350,000 and the Company has agreed to issue up to 7,000,000 common shares of the Company at a deemed price of \$0.05 per share to each debtor. The loans are repayable over four (4) years and bear interest at 2%.

The Director of Marketing for the Company, Adrian Burke, was a principal and co-founder of Fusion Nutrition Inc. before joining the Company. In the acquisition of Fusion, he received 913,640 shares of the Company for his interest in Fusion Nutrition Inc. See note 8 for further details.

9. Acquisition of Fusion Nutrition Inc.

On May 3, 2020, the Company completed its acquisition of Fusion Nutrition Inc. (Fusion), a Canadian based supplement company with national distribution which hosts 12 brands. The transaction was effected by issuing 2,913,640 common shares (the consideration shares) of the company at a value of \$0.05 per share (CSE required no value under \$0.05). According to the terms of the agreement, the consideration shares are to be distributed as follows: i) upon satisfaction of certain terms in the agreement 50% on the six (6) month anniversary of the closing transaction ii) remaining consideration shares are to be released on the nine (9) and twelve (12) month anniversary in equal portions.

The Company has determined that the operations of Fusion represent a business and as such, the acquisition has been accounted for as a business combination. Under IFRS 3 – Business Combinations, the Company has one year to finalize the purchase price allocation of an acquired Company's intangible assets, assumed liabilities, intangible assets and goodwill. The Company will analyze the acquired rights, liabilities, intangibles and goodwill and will make the final allocation within the 12 month period. The purchase price allocation to the following identified assets and liabilities are based on their estimated fair values.

Fair Value of Net Assets acquired on May 3, 2020 (Provision)

	\$
Accounts receivable	42,013
Inventories	123,648
Prepaid assets	200
Equipment	9,176
Intangible assets	858,000
Bank indebtedness	(55,070)
Accounts payable and accruals	<u>(477,442)</u>
	<u>500,525</u>
Fair Value of consideration	
Common shares of Sire Bioscience	43,705
Gain on bargain purchase to comprehensive income	<u>456,820</u>
	<u>500,525</u>

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9. Acquisition of Fusion Nutrition Inc. (continued)

Significant assumptions used by the Company in determining the value of Fusion's customer list (intangible asset) included forecasted revenue and operating income and a weighted average cost of capital of 30% which was used as the discount rate given the current financial position of Fusion.

The fair value of receivables acquired of \$42,013 and the full amount of the receivable is expected to be collected. All other items on the balance sheet were deemed to be at fair market value at the date of acquisition.

Though the transaction was agreed to at \$0.05 per share, the actual trading value of Sire shares as of the date of acquisition were \$0.015 per share which resulted in the fair value of \$43,705.

At acquisition, the Company recognized a gain on bargain purchase of \$456,820 for the difference between the value of identified assets acquired and the fair value of consideration transferred.

10. Equity Instruments

a) Share Capital

Authorized:

Unlimited number of Common shares without par value.
Unlimited number of Preferred shares without par value.

Issued: 424,135,967 common shares

On August 28, 2019 the Company completed a transaction with BCP pursuant wherein Blox acquired all of the issued and outstanding securities of BCP in exchange for the issuance of 234,800,000 common shares of the Company. In connection with the agreement, the Company announced a non-brokered private placement wherein it issued 47,923,330 common shares at \$0.05 per share for gross proceeds of \$2,396,167.

The Company issued 55,450,000 common shares at \$0.02 per share to various consultants for services provided.

In 2018 and 2019, the Company entered into SAFE Agreements for proceeds totaling of \$1,437,000. Under the SAFE Agreements the Company is required to issue common shares of the Company upon the occurrence of certain events including a RTO. Triggered by the RTO transactions, the SAFE Agreements in the amount of \$1,437,000 were converted to 61,350,000 common shares of BCP.

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10. Equity Instruments (continued)

The Company issued 118,000,000 common shares on incorporation for proceeds of \$118.

The Company issued 2,913,640 common shares on the acquisition of Fusion.

b) Stock option plan and stock-based compensation

Under the Company's current Stock Option Plan (the "Plan"), the Company may grant stock options to the Company's directors, officers, employees and consultants, or a corporation wholly owned by such directors, officers, employees and consultants. The aggregate number of shares reserved for issuance under the Plan is up to 10% of the number of outstanding common shares, which was 424,135,967 as at June 30, 2020. The exercise price of options granted is subject to a minimum price of \$0.02 per share and must meet or exceed the closing market price of the shares on the trading day immediately preceding the grant of the option.

The continuity of the Company's stock options is as follows:

	Number of Stock Options	Weighted Average Exercise Price
		(\$)
Balance, February 6, 2018 and September 30, 2018	-	-
Deemed issuance (see Note 5)	11,380,000	0.05
Cancelled	(2,500,000)	0.06
Balance, September 30, 2019	8,880,000	0.05
Expired Options	(4,530,000)	0.05
Cancelled Options	(3,050,000)	0.04
Issuance	27,700,000	0.02
Balance, March 31, 2020	29,000,000	0.02

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10. Equity Instruments (continued)

The following table summarizes the stock options outstanding and exercisable as at June 30, 2020:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life
		(\$)		(yrs)
750,000	750,000	0.04	May 25, 2023	2.90
550,000	550,000	0.06	October 17, 2023	3.30
27,700,000	2,308,333	0.02	March 30, 2025	4.75

The fair value of options vested at June 30, 2020 was determined to be \$34,625 and valued using the Black-Scholes option pricing model under the following assumptions:

	March 30, 2020
Risk-free interest rate	1.74%
Expected volatility	100%
Dividend yield	Nil
Expected life	4.75
Exercise price	\$0.02
Share price	\$0.02

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10. Equity Instruments (continued)

As a result of the RTO, the Board of the Company agreed to cancel the former options listed above with the exception of

c) Warrants

The continuity of the Company's share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, at September 30, 2019	22,572,000	0.04
Cancelled	20,322,000	0.03
Balance, at June 30, 2020	2,250,000	0.17

The following table summarizes the share purchase warrants outstanding as at June 30, 2020:

Number of Warrants	Weighted Average Exercise Price (\$)	Expiry Date	Weighted Average Remaining Contractual Life (yrs)
2,250,000	0.17	October 9, 2020	.53
2,250,000	0.17		.53

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11. CAPITAL MANAGEMENT

The Company considers its capital resources to be the shareholders' equity, comprising share capital, contributed surplus, warrants, and deficit. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and development of its cannabis business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is primarily dependent on external financing to fund its activities. In order to carry out the planned property development and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three month period ended June 30, 2020. The Company is not subject to externally imposed capital requirements.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Risk Management

The Company classifies its other financial assets and other financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

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

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, other receivable, accounts payable and accrued liabilities, loans payable and secured loan.

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12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The fair value of cash, other receivable, accounts payable and accrued liabilities and loans payable approximate their book values because of the short-term nature of these instruments. The fair value of the secured loan approximates its carrying value as it is recorded at market rates.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

The Company's credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk and is mitigated because the counterparties are highly rated banks.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

The Company is not exposed to interest rate risk. The Company does not have significant variable interest bearing assets or liabilities that are tied into market rates.

Liquidity risk

The Company's approach to managing liquidity risk is to have sufficient liquid capital to meet its current liabilities as they come due. At June 30, 2020, the Company had a working capital deficit of \$656,610 (June 30, 2019 - \$(571,158)).

