

PlantFuel Life Inc.
(formerly Sire Bioscience Inc.)

Interim Consolidated Financial Statements
For the three and six month period ended March 31, 2021
(Expressed in Canadian 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 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.

PlantFuel Life Inc. (formerly SIRE BIOSCIENCE INC.)

INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

	March 31, 2021	September 30, 2020
	(\$)	(\$)
ASSETS		
Current		
Cash	3,025,360	77,280
HST receivables	140,335	128,893
Trade receivables	224,388	105,242
Prepaid expenses and deposits	540,851	44,053
Inventory (Note 5)	92,757	123,939
TOTAL CURRENT ASSETS	4,023,690	479,407
Long-term		
Property, plant and equipment (Note 7)	17,325	6,230,794
Right of Use – asset (Note 6)	42,446	54,022
Intangible assets (Note 10)	23,168,901	326,792
	7,232,523	
Goodwill (Note 10)		91,545
	30,461,195	
TOTAL LONG TERM ASSETS		6,702,153
TOTAL ASSETS	34,484,885	7,182,560
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Note 10)	659,030	658,368
Due to shareholder (Note 13)	81,652	25,000
Lease liability (Note 6)	23,149	22,588
Current portion of secured loan (Notes 9,17 (c))	-	5,383,328
	763,741	6,089,284
Long-term		
Secured loan (Note 8)	-	-
Lease liability (Note 6)	18,884	30,533
Royalty agreement liability (Note 10 (b))	238,520	238,520
Deferred tax liability	90,365	90,365
Total long term liabilities	347,769	359,418
TOTAL LIABILITIES	1,111,509	6,448,702
SHAREHOLDERS' EQUITY		
Share capital (Note 12)	42,878,403	7,939,303
Contributed surplus (Note 12)	855,189	711,259
Warrants (Note 12)	-	75,097
Share issuance cost	(126,747)	-
	(10,233,470)	
Deficit		(7,991,801)
	33,373,375	733,858
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	34,484,885	7,182,560

Nature of Operations and Going Concern (Note 1)

Subsequent events (Note 17)

Approved by: "Brian Polla"
Director

"Wally Rudensky"
Director

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

PlantFuel Life Inc. (formerly SIRE BIOSCIENCE INC.)

INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the three and six months ended March 31, 2021 and 2020

(Expressed in Canadian dollars)

	Three Month Period Ended March 31, 2021	Three Month Period Ended March 31, 2020	Six Month Period Ended March 31, 2021	Six Month Period Ended March 31, 2020
	(\$)	(\$)	(\$)	(\$)
Sales	241,802	-	536,244	-
Cost of Goods Sold	150,464	-	335,547	-
Gross profit	91,338	-	200,697	-
EXPENSES				
Administration	101,158	20,822	142,128	57,238
Amortization	12,611	-	27,759	-
Management fees	189,577	165,000	472,431	349,000
Marketing and promotion	28,846	1,800	98,388	35,042
Travel	12,964	522	25,173	19,378
Consulting and professional fees	313,437	46,161	318,415	83,935
Share based compensation (Notes 12 b & c)	71,965	-	143,931	-
Rent	2,485	4,721	5,341	8,941
Research and development	25,000	-	25,000	-
	758,044		1,258,567	553,533
Operating expenses		239,026		
Operating loss	(666,706)	(239,026)	(1,057,870)	(553,533)
Realized loss on property settlement	(1,097,483)	-	(1,097,483)	-
Interest income	5,178	2,528	10,471	6,345
Interest expense	(25,751)	(150,330)	(175,751)	(300,330)
Accreted interest (Note 9)	-	(18,198)	-	(44,634)
Foreign exchange loss	(5,246)	-	(6,133)	-
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	(1,790,007)	(405,026)	(2,326,766)	(892,152)
BASIC AND DILUTED LOSS PER SHARE	(0.02)	(0.00)	(0.14)	(0.00)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	78,856,234	40,222,925	15,952,889	27,032,350

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

PlantFuel Life Inc. (formerly SIRE BIOSCIENCE INC.)

INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars)

	Number of Shares ⁽¹⁾	Share Capital (\$)	Contributed Surplus (\$)	Warrants (\$)	Share Issuance Costs (\$)	Deficit (\$)	Total (\$)
Balance at September 30, 2018	11,800,000	118	-	1,052,000		(146,319)	1,021,891
SAFEs (Note 12)	-	-	-	385,000		-	385,000
Shares issued for services (Note 12)	5,545,000	1,109,000	-	-		-	1,109,000
Conversion of SAFEs (Note 12)	6,135,000	1,437,000	-	(1,437,000)		-	-
Best Cannabis Products Inc. shares cancelled in share exchange with shareholders in RTO (Note 12)	(23,480,000)	(2,546,118)	-	-		-	(2,546,118)
Shares issued in RTO (Note 12)	23,480,000	2,546,118	-	-		-	2,546,118
Shares issued and options deemed issued in RTO (Note 12)	11,749,899	2,953,313	563,714	699,283		-	4,216,310
Share issues in equity raise	4,792,333	2,396,167	-	-		-	2,396,167
Loss and comprehensive loss for the year	-	-	-	-		(6,396,107)	(6,396,107)
Balance at September 30, 2019	40,022,233	7,895,598	563,714	699,283		(6,542,426)	2,616,169
Shares issued on acquisition of Fusion Nutrition Inc. (Note 11)	291,364	43,705	-	-		-	43,705
Share based compensation (Note 12)	2,100,000		147,545				147,545
Expiry of warrants				(624,186)		624,186	-
Loss and comprehensive loss for the year						(2,073,561)	(2,073,561)
Balance at September 30, 2020	42,413,597	7,939,303	711,259	75,097		(7,991,801)	733,858
Share based compensation			71,965				71,965
Expiry of warrants	-	-	-	(75,097)		75,097	-
Loss and comprehensive loss for the period						(536,759)	(536,759)
Balance at December 31, 2020	42,413,597	7,939,303	783,224	-		(8,443,463)	269,065
Share based compensation			71,965				71,965
Shares issued in equity raise (Note 1)	29,000,000	1,450,000					1,450,000
Shares issued in equity raise as part of PlantFuel, Inc. acquisition (Note 1)	23,427,334	3,514,100					3,514,100
Shares issued on acquisition of PlantFuel, Inc. (Note 10)	65,000,000	29,900,000					29,900,000
Shares issued as part of property settlement (Note 7)	500,000	75,000					75,000
Loss and comprehensive loss for the period						(1,790,007)	(1,790,007)
Share issuance costs					(126,747)		(126,747)
Balance at March 31, 2021	160,340,931	42,878,403	855,189	-	(126,747)	(10,233,470)	33,373,375

(1) The number of the Company's shares have been retrospectively restated for all periods to reflect the share consolidation which took place on October 13, 2020.

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

PlantFuel Life Inc. (formerly SIRE BIOSCIENCE INC.)

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

	Three month Period Ended March 31, 2021 (\$)	Three month Period Ended March 31, 2020 (\$)	Six month Period Ended March 31, 2021 (\$)	Six month Period Ended March 31, 2020 (\$)
OPERATING ACTIVITIES				
Loss for the period	(1,700,007)	(405,026)	(2,326,766)	(892,152)
Items not affecting cash:				
Accrued Interest	25,000	-	25,000	
Accretion Interest Expense	-	18,198	-	44,634
Amortization	12,611	-	27,759	-
Share based compensation	71,965	-	143,931	-
Changes in non-cash working capital items:				
HST receivable	(1,782)	(50,426)	(11,442)	(48,192)
Trade and other receivables	(113,979)	(89,318)	(119,146)	(89,318)
Inventory	99,014	-	31,182	
Prepaid expenses and deposits	(505,214)	2,000	(496,798)	6,220
Notes receivable		(1,050,000)	-	(1,050,000)
Accounts payable and accrued liabilities	(505,818)	172,975	(81,507)	360,215
Cash flows used in operating activities	(1,560,726)	(1,401,597)	(1,634,853)	(1,668,593)
INVESTING ACTIVITIES				
Acquisition of property, plant and equipment	-	(324,649)	-	(396,734)
Cash flows (used in) provided by investing activities	-	(324,649)	-	(396,734)
FINANCING ACTIVITIES				
Share issue	4,964,100	1,050,000	4,964,100	1,050,000
Repayment of secured loan	(300,000)	-	(300,000)	(100,000)
Share issuance costs	(125,519)	-	(125,519)	-
Repayment of lease	(6,192)	-	(12,209)	-
Proceeds from shareholder advance	35,152	-	56,562	-
Cash flows (used in) provided by financing activities	4,567,451	1,050,000	4,582,934	950,000
CHANGE IN CASH	3,006,726	(676,246)	2,948,080	(1,115,327)
CASH, BEGINNING OF YEAR	18,634	1,221,635	77,280	1,660,717
CASH, END OF YEAR	3,025,360	545,390	3,025,360	545,390

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

PlantFuel Life Inc. (formerly SIRE BIOSCIENCE INC.)

NOTES THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For three and six months ended March 31, 2021 and 2020

(Expressed in Canadian dollars)

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. Ste 202, 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 2500 Meadowpine Blvd. Ste 202, Mississauga, ON, L4T 4B5. BCP’s principal business activity was 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 Company now focuses on health supplements, nutraceuticals and plant protein based products.

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**”. Subsequent to the period end, the Company received approval and changed its operating name to PlantFuel Life Inc. and has changed its trading symbol to “**FUEL**”.

On May 3, 2020, the Company completed the acquisition of Fusion Nutrition Inc. See Note 11. On March 15, 2021, the Company completed the acquisition of PlantFuel, Inc. See Note 11.

The Company has been closely monitoring developments related to COVID-19, including the existing and potential impact on global and local economies. The Company has implemented its business continuity plan ensuring minimal interruption to the business. Governments worldwide have since put in place various measures to contain the spread of the virus, which have directly and indirectly impacted many businesses. The COVID-19 pandemic did not have any significant impact on the Company’s financial statements during the reporting period. The longer-term impacts of the COVID-19 situation will depend on future developments which are highly uncertain, rapidly evolving and difficult to predict. These impacts may differ in magnitude depending on a number of scenarios, which the Company continues to monitor and take into consideration.

PlantFuel Life Inc. (formerly Sire Bioscience Inc.)

NOTES THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended March 31, 2021 and 2020

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

These 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 March 31, 2021, the Company incurred a net loss of \$1,790,000 (2020—\$405,026) and had a working capital surplus of \$3,259,949 (2020 surplus of \$279,849). During the period, the Company reached a settlement agreement with the holder of the vendor takeback mortgage of its Leamington property in which the property was transferred back to the vendor for \$300,000 in cash and 500,000 shares of the Company to settle the \$5,558,328 amount owing inclusive accrued interest to the settlement date. See Notes 7 & 8. As a result, the Company will focus on executing its business plan to grow in the nutraceutical market. The continued operations of the Company are dependent on its ability to generate future cash flows from operations or obtain additional financing. On January 27, 2021, the Company closed a private placement for gross proceeds of \$1,450,000. On March 15, 2021 the Company closed a private placement for gross proceeds of \$3,514,100 in coordination with the closing of the acquisition of PlantFuel, Inc. See Notes 11 and 12. Management is of the opinion that based on current forecasts for the nutraceutical business, these proceeds will provide sufficient funds to meet the Company's liabilities and commitments as they become due, though there is a risk that additional funds may be required if the forecasts are not met and that financing may 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.

2. BASIS OF PREPARATION

Statement of Compliance

The consolidated financial statements of the Company for the year ended September 30, 2020 have been prepared in accordance with International Financial Reporting Standards and Interpretations (collectively, "IFRS") as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Committee ("IFRIC").

The interim consolidated financial statements were authorized for issue by the Board of Directors on May 26, 2021.

PlantFuel Life Inc. (formerly Sire Bioscience Inc.)

NOTES THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Canadian dollars)

BASIS OF PREPARATION (continued)

Basis of Measurement

The 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 4 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.

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

Significant estimates and judgements include:

(i) Share-based payments and warrants

Management utilizes option pricing models to determine the fair value of share-based payments and warrants which requires inputs of assumptions including volatility of the Company's stock price.

(ii) Business combination

In a business combination, a significant area of judgement and estimation relates to the determination of the fair value of assets and liabilities acquired including any intangible assets

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(Expressed in Canadian dollars)

BASIS OF PREPARATION (continued)

and goodwill identified. Further information regarding these judgements and estimates are outlined in Notes 4 and 11.

(iii) 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.

(iv) 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.

(v) Property, plant, equipment and intangible assets

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

(vi) Non-financial asset impairment

Management exercises judgement to evaluate the carrying value of property, plant and equipment and intangible assets at the end of each reporting period to determine whether there is an indication of asset impairment. If any such indication exists, the Company estimates the recoverable amount of the asset to determine if an asset is impaired.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue

Revenues are recognized when control of the products has transferred to the customer, being when the products are shipped by the Company's shipping service provider. The customer takes control of the goods, has full discretion over the use of the products and there are no unfulfilled obligations by the Company that could affect the customer's acceptance of the products. The Company's sales and performance obligations occur at the point of shipping so revenues are recorded at that point in time. The Company derives all of its revenue in Canada via sales of supplements products under its Fusion brand name. The majority of its sales are to wholesale customers but the Company does maintain a direct-to-consumer sales website. General terms for sales vary from prepaid to net 30 on a customer by-customer basis. The Company assesses the recoverability of the each of its accounts on a regular basis. Sales for the three—month period ended March 31, 2021 are as follows:

Product Sales - \$241,802.

PlantFuel Life Inc. (formerly Sire Bioscience Inc.)

NOTES THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended March 31, 2021 and 2020

(Expressed in Canadian dollars)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Inventories

Inventories are measured at the lower of cost and net realizable value. Cost is determined on a first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business, less any applicable variable costs.

Financial Instruments

The following is the Company's 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

The Company has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue. For 2020, no expected credit losses have been recorded by the Company as all trade receivables are expected to be collected and are not significant.

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, accrued liabilities, due to shareholder, lease liability and royalty agreement liability are classified as other financial liabilities and carried on the statement of financial position at amortized cost.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

As at March 31, 2021 and 2020, 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	IFRS 9
Cash	Amortized cost.
Trade receivable	Amortized cost.
Financial Liabilities	IFRS 9
Accounts payable and accrued liabilities	Amortized cost.
Loan Payable	Amortized cost
Due to shareholder	Amortized cost.
Lease liability	Amortized cost.
Royalty liability	Amortized cost.
Secured Loan	Amortized cost

IFRS 16 Leases

The following is the Company's new accounting policy for leases under IFRS 16:

The Company has adopted IFRS 16 from October 1, 2019. The standard replaces IAS 17 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. According to IFRS 16, a contract is a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. With exceptions for certain short-term leases and leases of low-value assets, IFRS 16 requires a lessee to recognize lease contracts as a right-of-use asset representing its right to use an identified asset for a period of time and a lease liability representing its obligation to make lease payments.

The right-of-use asset is initially measured at cost, which comprises the amount of the initial measurement of the lease liability and any lease payments made at or before the commencement date. Right-of-use assets are subsequently depreciated from the commencement date of the lease to the earlier of the end of the lease term or the end of the useful life of the asset. The right -of-use asset is subsequently measured at cost less accumulated depreciation and any accumulated impairment losses, and adjusted for any re-measurement of the lease liability.

The lease liability is initially recognized as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the

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(Expressed in Canadian dollars)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Company would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset. The lease liability is subsequently measured by reducing the carrying amount to reflect lease payments made and to reflect any reassessments or modifications.

The Company has applied IFRS 16 using the modified retrospective approach, with the cumulative effect of initially applying the standard as an adjustment to retained earnings and no restatement of comparative information which continues to be reported under IAS 17, Leases. On transition to IFRS 16, the Company has elected to apply the recognition exemption for short-term leases that have a term less than 12 months. As a result of using the practical expedients as allowed within the standard, there was no impact to the opening retained earnings upon adoption.

Share Loans

As identified in Note 12, the Company entered into three separate loan agreements with related parties. Recourse on these loans is restricted to the shares pledged as collateral. As such, the Company records the transaction as a grant of options.

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 warrants 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 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.

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(Expressed in Canadian dollars)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of Non-Financial Assets

Goodwill and other intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

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.

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, 2020, 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. Costs 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.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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
Computer equipment	20%, declining balance
Furniture and fixtures	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.

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.

Intangible Asset

Intangible assets acquired as part of a business combination, other than goodwill, are initially measured at their fair value at the date of acquisition. Intangible assets acquired separately are initially recognized at cost. Indefinite life intangible assets are not amortized and are subsequently measured at cost less any impairment. Finite life intangible assets are subsequently measured at cost less amortization and impairment. The gains or losses recognized in profit or loss arising from the derecognition of intangible assets are measured as the difference between net disposal proceeds and the carrying amount of the intangible asset. The method and useful lives of finite life intangible assets are reviewed annually. Changes in useful life are accounted for prospectively by changing the amortization method or period.

The Company amortizes brands over a straight-line period of ten years.

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.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 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.

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SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Business Combinations

The acquisition method of accounting is used to account for business combinations regardless of whether equity instruments or other assets are acquired.

The consideration transferred is the sum of the acquisition-date fair values of the assets transferred, equity instruments issued or liabilities incurred by the acquirer to former owners of the acquiree and the amount of any non-controlling interest in the acquiree. For each business combination the non-controlling interest in the acquiree is measured at the fair value or at the proportionate share of the acquiree's identifiable net assets. All acquisition costs are expensed as incurred to profit or loss.

On the acquisition of a business, the consolidated entity assesses the financial assets acquired and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic conditions, the consolidated entity's operating or accounting policies and other pertinent conditions in existence at the acquisition-date.

Contingent consideration to be measured by the acquirer is recognised at the acquisition-date fair value. Subsequent changes in the fair value of the contingent consideration classified as an asset or liability is recognised in the profit or loss. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity.

The difference between the acquisition-date fair value of assets acquired, liabilities assumed and any non-controlling interest in the acquiree and the fair value of the consideration transferred and the fair value of any pre-existing investment in the acquiree is recognised as goodwill. If the consideration transferred and the pre-existing fair value is less than the fair value of the identifiable net assets acquired, being a bargain purchase to the acquirer, the difference is recognised as a gain directly in profit or loss by the acquirer on the acquisition-date but only after a reassessment of the identification and measurement of the net assets acquired, the non-controlling interest in the acquiree, if any, the consideration transferred and the acquirer's previously held equity interest in the acquirer.

Business combinations are initially accounted for on provisional basis. The acquirer retrospectively adjusts the provisional amounts recognised and also recognises additional assets or liabilities during the measurement period, based on new information obtained about the facts and circumstances that existed at the acquisition-date. The measurement period ends on either the earlier of (1) 12 months from the date of the acquisition or (ii) when the acquirer receives all the information possible to determine fair value.

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4. REVERSE TAKEOVER TRANSACTION

On February 28, 2019, 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.

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.

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4. REVERSE TAKEOVER TRANSACTION (Continued)

As at September 30, 2020, 20,322,000 warrants had expired – see Note 10.

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.

During the year ended September 30, 2020, 11,090,000 options held in the original entity (Blox) were cancelled by the Company. See Note 10.

5. INVENTORIES

As at March 31, 2021, there were no valuation allowances against inventory.

During the three-month period ended March 31, 2021, inventory valued at \$150,464 was expensed as product cost of sales. There were no product write-downs of inventory during this period.

Inventory at March 31, 2021 consisted of the following:

Finished goods - \$92,842

6. IFRS 16 Leases

On February 1, 2020, the Company entered into a three-year lease agreement for its head offices. The Company has the right to renew the lease for an additional three-year term prior to the lease termination subject to certain provisions incorporated in the lease.

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6. IFRS 16 Leases (continued)

RIGHT-OF-USE ASSET AND LEASE LIABILITY

Right of Use Asset	2020
	\$
Total carrying value	-
Addition	69,457
Less: accumulated amortization	(15,435)
Total carrying value-September 30, 2020	54,022
Less amortization	(5,788)
Total carrying value-December 31, 2020	48,234
Less: accumulated amortization	(5,788)
Total carrying value-March 31, 2021	42,446

Lease liability	2020
	\$
Beginning Balance	-
Addition	69,457
Less: lease payments	(27,134)
Finance expenses	(290)
Total lease liability	42,033
Less: current portion	(23,149)
Balance-March 31, 2021	18,884

Lease commitments-undiscounted cash flow:	2020
	\$
Future lease payments	87,783
Additional rent payments not recognized under IFRS 16	(37,389)
Finance charges	(8,361)
Total liability	42,033

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7. PROPERTY, PLANT AND EQUIPMENT

	Land	Building	Computer Equipment	Furniture & Fixtures	Total
	(\$)	(\$)	(\$)	(\$)	(\$)
Cost					
As at February 6, 2018	-	-	-	-	-
Additions	1,301,074	4,464,498	-	-	5,765,572
At September 30, 2018	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	-	380,037	1,737	24,746	406,520
Amortization	-	-	(1,135)	(2,410)	(3,545)
At September 30, 2020	1,301,074	4,904,737	2,647	22,336	6,230,794
Amortization	-	-	(177)	(658)	(835)
At December 31, 2020	1,301,074	4,904,737	2,470	21,678	6,229,959
Amortization	-	-	(177)	(6,646)	(6,823)
Disposal of Leamington	(1,301,074)	(4,904,737)	-	-	(6,205,811)
At March 31, 2021	-	-	2,293	15,032	17,325

The Company, via its subsidiary, 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. This transaction was completed by taking a secured loan – vendor takeback mortgage on the property. See Note 8.

The purchase price for the assets acquired under the PSA had been allocated pursuant to their relative fair values as at the date of acquisition. As the Company has decided to focus its efforts in the supplements and plant protein industries, it was decided to return the land and buildings to the original Vendor who held the mortgage on the property. A settlement agreement was reached on January 15, 2021 whereby along with the property and buildings, the Company paid \$300,000 in cash and issued the Vendor 500,000 common shares of the Company in return for settlement of all debts and liabilities associated with the property. The resulting loss has been calculated as \$1,097,483. The management will continue to analyse the settlement of the secured loan and make further adjustments as required.

As at March 31, 2021 amortization totaling \$835 (2019-Nil) was recognized on computer equipment, furniture and fixtures and included in amortization expenses. No amortization on the land and building was recognized as these assets were not available for use in the manner intended by management.

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8. 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 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%. On January 15, 2021 (the settlement date) the Company completed a transaction transferring the property back to the Vendor and settling the debt. See Note 7.

	January 15, 2021	September 30, 2019
	(\$)	(\$)
Beginning principal amount	4,900,000	5,300,000
Discount	(732,658)	(732,658)
Repayments during the year	(200,000)	(400,000)
Accrued interest	734,410	134,410
Accreted interest	681,576	533,999
Settlement amount	(5,383,328)	(100,000)
	-	4,735,751

9. 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 three-month period ended March 31, 2021, the following amounts were paid to or accrued for key management personnel, CEO \$56,250, CFO \$56,250, and President of PlantFuel, Inc. \$6,250.

As at March 31, 2021, a total of \$118,661.39 (March 31, 2020 - \$22,600) was included in accounts payable and accrued liabilities owing to the CEO, the CFO was owed \$25,889.70 (March 31, 2020 - \$22,600) and the former Director of Marketing was owed \$88,799.17 (March 31, 2020 - \$16,950) for advances, expenses and services rendered. Other board members of the Company were owed \$8,002 (March 31, 2020 - \$Nil) for services rendered. 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 CFO, Natural Lines Inc., a company controlled by a director of the board of Sire and Layton Hipfner, the Master Grower of Sire Bioscience. Please see note 12 (c) for more details.

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10. Acquisitions

10 (a) Acquisition of PlantFuel, Inc.

On March 12, 2021, the Company completed its acquisition of PlantFuel, Inc. (PF), an American based plant protein company. PF is focused on delivering plant fueled nutritional supplements to consumers using world-class formulations, and using clinically proven ingredients. The transaction was completed by issuing 65,000,000 common shares (the consideration shares) of the Company at a value of \$0.15 per share. According to the terms of the agreement, the consideration shares are held in escrow and are to be distributed as follows: The shares were subject to the following release provisions, 10% on closing, 30% three months from closing, 30% six months from closing, and 30% 12 months from closing.

The Company has determined that the operations of PF 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 March 12, 2021: (Provision)

	\$	
Prepaid assets		15,568
Brand assets (intangible)		22,511,000
Goodwill		7,489,749
Bank indebtedness		(44,833)
Accounts payable and accruals		(56,660)
Due to shareholder		(14,915)
		<hr/> 29,900,000
Fair Value of consideration		
Common shares of Sire Bioscience		<hr/> 29,900,000

Significant assumptions used by the Company in determining the value of PF's brand list (intangible asset) included forecasted revenue and operating income and a weighted average cost of capital of 27% which was used as the discount rate.

All 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 \$0.15 per share, the actual trading value of Sire shares as of the date of acquisition were \$0.46 per share which resulted in the fair value of \$29,900,000.

10 (b). Acquisition of Fusion Nutrition Inc. (continued)

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. This transaction will

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10 (b). Acquisition of Fusion Nutrition Inc. (continued)

accelerate the Company's speed to market in the nutraceutical space taking advantage of Fusion's sales channels with 800 points of distribution as well as strong brand recognition in the marketplace. The Company believes this transaction will allow it to launch more relevant and highly customized products at a faster pace. Fusion customers include but are not limited to Popeye's Supplements, Sport Chek, Supplement King, GNC and Herc's Nutrition. The transaction was effected by issuing 291,364 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 held in escrow and 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. The Company has finalized the purchase price allocation, which was previously reported as provisional, and it has been allocated to the following identified assets and liabilities based on their estimated fair values.

Fair Value of Net Assets acquired on May 3, 2020:

	\$
Accounts receivable	42,013
Inventories	123,648
Prepaid assets	200
Equipment	9,176
Intangible assets	341,000
Goodwill	91,545
Bank indebtedness	(55,070)
Accounts payable and accruals	(149,922)
Royalty agreement liability	(238,520)
Due to shareholder	(30,000)
Deferred tax liability	(90,365)
	<u>43,705</u>
Fair Value of consideration	
Common shares of Sire Bioscience	<u>43,705</u>

Significant assumptions used by the Company in determining the value of Fusion's brand list (intangible asset) included forecasted revenue and operating income and a weighted average cost of capital of 27% 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 \$0.50 per share, the actual trading value of Sire shares as of the date of acquisition were \$0.15 per share which resulted in the fair value of \$43,705.

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10 (b). Acquisition of Fusion Nutrition Inc. (continued)

As part of the acquisition, the Company negotiated a ten-year royalty and licensing agreement with Acenzia Inc. a supplier of Fusion. Fusion had an outstanding liability of \$238,520 with Acenzia. Rather than payout this liability, the Company and Acenzia came to terms on a royalty and licensing agreement whereby Acenzia has the right to sell Fusion products to a select number of countries in the Middle East. Royalty amounts due under the agreement will be applied to the outstanding balance owed at the date of acquisition for a period of three years at which point the Company has discretion to pay out any outstanding balance or continue to apply royalties due against said sum. Once paid out in full, the Company will receive license and royalty fees to the end of the agreement.

Amortization of \$8,525 has been recorded on the intangible asset during the three-month period ended March 31, 2021.

11. Equity Instruments

a) Share Capital

Authorized:

Unlimited number of Common shares without par value.

Unlimited number of Preferred shares without par value.

Issued: 160,340,931 common shares – On October 13, 2020, the Company announced a consolidation of its issued and outstanding common shares on the basis of one (1) post-

consolidation shares for every ten (10) pre-consolidation common shares. All share and per share data presented in the consolidated financial statements have been retroactively adjusted to reflect the share consolidation.

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 5,545,000 common shares at \$0.20 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 an RTO. Triggered by the RTO transactions, the SAFE Agreements in the amount of \$1,437,000 were converted to 6,135,000 common shares of BCP. The Company issued 118,000,000 common shares on incorporation for proceeds of \$118.

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11. Equity Instruments (continued)

a) Share Capital (continued)

On May 3, 2020, the Company issued 291,364 common shares of the Company at a value of \$0.50 per share to acquire 100% of the issued and outstanding shares of Fusion Nutrition Inc. Upon satisfaction of certain terms in the agreement, the shares will be released in three allotments; 50% of the shares on the six (6) month anniversary of the closing transaction and the remaining shares to be released on the ninth (9) and twelve (12) month anniversaries in equal amounts.

On January 27, 2021, the Company completed a private placement whereby it issued 29,000,000 common shares at a price of \$0.05 for total proceeds of \$1,450,000. All shares are subject to a four month hold period pursuant to securities laws in Canada. The funds raised will be used for working capital purposes.

On March 12, 2021 the Company issued 65,000,000 shares at a price of \$0.15 per share to complete the acquisition of 100% of the issued and outstanding shares of PlantFuel, Inc. Please see Note 11.

Concurrent to this transaction, the Company completed a non-brokered private placement whereby it issued 23,427,334 shares at a price of \$0.15 per share for total gross proceeds of \$3,514,100.10. All shares are subject to a four month hold period pursuant to securities laws in Canada. The Company paid cash finder's fees to certain registered dealers of up to 6% of the proceeds derived from subscriptions introduced to the Company under the private placement.

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 160,340,931 as at March 31, 2021. The exercise price of options granted is subject to a minimum price of \$0.20 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.

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11. Equity Instruments

b) Stock option plan and stock-based compensation

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 4)	1,138,000	0.50
Cancelled	(50,000)	0.60
Balance, September 30, 2019	1,088,000	0.50
Expired Options	(453,000)	0.50
Cancelled Options	(505,000)	0.40
Issuance	2,770,000	0.20
Balance, September 30, 2020	2,900,000	0.20
Balance, December 31, 2020	2,900,000	0.20
Expired options	(15,000)	0.60
Issuance	6,200,000	0.475
Balance, March 31, 2021	9,085,000	0.39

The following table summarizes the stock options outstanding and exercisable as at March 31, 2021:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price (\$)	Expiry Date	Remaining Contractual Life (yrs)
75,000	75,000	0.40	May 25, 2023	2.15
40,000	40,000	0.60	October 17, 2023	2.55
2,770,000*	923,333	0.20	March 30, 2025	4.00
6,200,000**	75,000	.475	March 22, 2023	4.98

*Options granted hereby shall become vested and can be exercised in accordance with the plan, and for greater certainty as follows: 1/36 of each such Option granted shall vest and become exercisable on a cumulative monthly basis commencing on the date that the Option is granted, for a period of three years until all such Options have become fully vested.

**Options granted hereby shall become vested and can be exercised in accordance with the plan, and for greater certainty as follows: 1/24 of each such Option granted shall vest and become exercisable on a cumulative monthly basis commencing

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11. Equity Instruments

b) Stock option plan and stock-based compensation

on the date that the Option is granted, for a period of two years until all such Options have become fully vested

The fair value of these options were determined using the Black-Scholes option pricing model under the following assumptions:

	March 30, 2020
Risk-free interest rate	.78%
Expected volatility ¹	244%
Dividend yield	Nil
Expected life	5.0 years
Exercise price	\$0.20
Share price	\$0.20
Fair value of options	\$293,175

¹Expected volatility is expected on historical volatility.

During the three-month period ended March 31, 2021, the Company recognized share-based compensation costs totaling \$45,877 in relation to this option grant.

c) Share loans

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 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 700,000 common shares of the Company at a deemed price of \$0.50 per share to Share loans (continued)

each debtor. The loans are repayable over four (4) years and bear interest at 2%. Recourse on the loan is restricted to the shares as pledged collateral. As such, the Company records the transaction as a grant of options. The fair value of options assumed in the transaction was determined to be \$293,175 and valued using the Black-Scholes option pricing model under the following assumptions:

	March 23, 2020
Risk-free interest rate	.78%
Expected volatility ¹	132%-265%
Dividend yield	Nil
Expected life	4.0 years
Exercise price	\$0.50
Share price	\$0.50

¹ Expected volatility is based on historical volatility.

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11. Equity Instruments (continued)

During the three-month period ended March 31, 2021, the Company recognized \$26,089 as share based compensation with respect to these loans.

d) Warrants

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

	Number of Warrants	Weighted Average Exercise Price (\$)
Balance, February 6, 2018 and September 30, 2018	-	-
Deemed issuance (from RTO)	2,257,200	0.50
Balance, September 30, 2019	2,257,200	0.50
Expired November 27, 2019	(2,032,200)	-
Balance, September 30, 2020	225,000	0.60
Expired October 9, 2020	(225,000)	-
Balance, December 31, 2020	-	-

Total share purchase warrants outstanding as at March 31, 2021 are Nil.

12. 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.

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12. CAPITAL MANAGEMENT (continued)

There were no changes in the Company's approach to capital management during the three month period ended March 31, 2021. The Company is not subject to externally imposed capital requirements.

13. 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, trade receivable, accounts payable and accrued liabilities, due to shareholder, lease liability, royalty liability, loans payable and secured loan.

The fair value of cash, trade receivable, accounts payable and accrued liabilities, due to shareholder, lease liability, royalty payable 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 accounts receivable are

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exposed to credit risk which the Company manages by performing credit assessments of customers and provides allowances for uncollectible accounts receivable.

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Accounts receivable are past due when a customer fails to make a payment when contractually due. The following is an aging of accounts receivable past due but not impaired as of March 31, 2021.

	\$
1-30 days	133,873
More than 30 days	62,871
	196,744

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 March 31, 2021, the Company had a working capital surplus of \$3,259,949 (March 31, 2020 surplus – \$279,849).

The following tables detail the consolidated entity's remaining contractual maturity for its financial instrument liabilities.

	Less than 1 year	1 to 2 years	2 to 3 years
Accounts payable and accrued liabilities	\$659,030	-	-
Due to shareholders	\$81,562	-	-
Lease liability	\$23,149	\$18,884	-
Secured loan	-	-	-
Royalty agreement	-	-	\$238,520
Total	\$782,625	\$18,884	\$238,520

14. SUBSEQUENT EVENTS

Name Change

Subsequent to the period end, on April 27, 2021, the Company announced its change in name to PlantFuel Life Inc. The Company concurrently changed its trading symbol to "Fuel"