PLANTFUEL LIFE INC.

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED MARCH 31, 2023 AND 2022

(Expressed in Canadian Dollars)

Management's Responsibility for Consolidated Financial Statements

The accompanying unaudited condensed consolidated interim financial statements of PlantFuel Life Inc. (the "Company" or "FUEL") are the responsibility of management and the Board of Directors.

The unaudited condensed consolidated interim financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed consolidated interim financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions, which were not complete at the balance sheet date. In the opinion of management, the unaudited condensed consolidated interim financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Management has established processes which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed consolidated interim financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed consolidated interim financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

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

DATED this 30th day of May 2023

PLANTFUEL LIFE INC.

Per: (signed) "Brad Pyatt"
Name: Brad Pyatt
Title: Chief Executive Officer, Interim Chief Financial Officer

PLANTFUEL LIFE INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of March 31, 2023 and September 30, 2022
(Expressed in Canadian dollars)

	March 31, 2023 (Unaudited) ($)	**September 30, 2022 (Audited) ($)**
ASSETS		
Current		
Cash	109,847	5,271
Sales tax receivables	76,432	75,204
Trade receivables (Note 16)	23,144	18,438
Prepaid expenses (Note 3)	688,654	561,508
Inventories (Note 4)	1,489,133	1,538,921
Total current assets	2,387,210	2,199,342
Long-term		
Property, plant and equipment (Note 5)	8,980	9,580
Right of Use assets (Note 6)	1,926,274	1,937,850
Total long term assets	1,935,254	1,947,430
TOTAL ASSETS	**4,322,464**	**4,146,772**
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current		
Accounts payable and accrued liabilities (Note 8 and 11)	2,569,331	2,772,884
Lease liabilities (Note 6)	260,027	260,027
Current portion of secured and revolving loans (Note 8)	164,106	274,795
Contract liabilities (Note 9)	1,599,090	1,619,650
Current portion of royalty agreement liability (Note 12)	238,520	238,520
Total current liabilities	4,831,074	5,165,876
Long-term		
Lease liabilities (Note 6)	1,972,214	1,972,214
TOTAL LIABILITIES	6,803,288	7,138,090
SHAREHOLDERS' DEFICIT		
Share capital (Note 14)	48,992,423	47,975,542
Contributed surplus (Note 14)	5,421,244	5,123,125
Warrants (Note 14)	3,064,286	2,777,548
Accumulated other comprehensive income	378,358	379,492
Deficit	(60,337,135)	(59,247,025)
Total Shareholders' Deficit	(2,480,824)	(2,991,318)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	**4,322,464**	**4,146,772**

Nature of Operations and Going Concern (Note 1)
Commitments and Contingencies (Note 18)
Business Combination Agreement (Note 19)
Subsequent Events (Note 20)

Approved on behalf of the board:

(signed) "Connor Yuen"	(signed) "Cassidy McCord"
Director	Director

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

PLANTFUEL LIFE INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the Three and Six Months ended March 31, 2023 and 2022
(Unaudited) (Expressed in Canadian dollars)

	Three Months ended		Six Months ended	
	March 31, 2023	**March 31, 2022**	**March 31, 2023**	**March 31, 2022**
Sales	$ 21,824	$ 160,369	$ 46,986	$ 338,682
Cost of goods sold (Note 4)	30,096	129,669	55,940	273,043
Gross (Loss) Profit	**(8,272)**	**30,700**	**(8,954)**	**65,639**
Expenses				
Administration	52,632	279,260	126,241	669,088
Amortization	5,788	1,524,659	12,176	3,050,375
Consulting and professional fees	13,614	518,267	226,299	1,008,413
Marketing and promotion	(3)	1,408,718	61,515	2,417,944
Rent	3,087	4,893	12,795	14,037
Research and development	(148)	741,776	74,887	909,957
Share based compensation (Note 14)	298,119	-	298,119	722,880
Travel	(5)	90,879	2,450	101,552
Wages and Management fees	(387)	478,572	291,239	659,026
Total operating expenses	372,697	5,047,024	1,105,721	9,553,272
Operating Loss	**(380,969)**	**(5,016,324)**	**(1,114,675)**	**(9,487,633)**
Other items				
Interest expense	-	(8,947)	(2,847)	(39,312)
Gain on debt settlement	-	-	30,933	-
Foreign exchange (loss) gain	1	(86,814)	(3,521)	(210,834)
Net Loss for the period	**(380,968)**	**(5,112,085)**	**(1,091,110)**	**(9,737,779)**
Other comprehensive (loss) income				
Items that may be reclassified to profit and loss in subsequent periods:				
Foreign currency translation adjustment	95,132	256,667	(1,134)	293,642
Comprehensive loss for the period	**$ (285,836)**	**$ (4,855,418)**	**$(1,091,244)**	**$ (9,444,137)**
Basic and diluted loss per share:	$ (0.01)	$ (0.16)	$ (0.02)	$ (0.32)
Weighted average number of common shares outstanding	53,400,127	31,784,724	48,509,710	30,344,912

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

PLANTFUEL LIFE INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Six Months ended March 31,
(Unaudited) (Expressed in Canadian dollars)

	2023	2022
	($)	($)
OPERATING ACTIVITIES		
Net loss for the period	(1,090,110)	(9,737,779)
Items not affecting cash:		
Amortization	12,176	3,050,375
Share based compensation	298,119	722,880
Shares issued for services	110,866	-
Shares issued for loan set-up fees	87,500	-
Foreign exchange loss (gain)	172,089	210,834
Gain on debt settlement	(30,933)	(12,714)
Changes in non-cash working capital items:		
Sales tax receivables	(1,228)	(113,883)
Trade receivables	(4,706)	43,766
Inventories	51,127	(1,174,350)
Prepaid expenses	(58,257)	1,128,940
Contract liabilities	(107,063)	-
Deferred income	-	1,670,710
Accounts payable and accrued liabilities	(271,382)	(123,092)
Cash used in operating activities	(831,802)	(4,334,312)
INVESTING ACTIVITY		
Cash paid on acquisition of subsidiary	-	-
Cash used in provided by investing activity	-	-
FINANCING ACTIVITIES		
Share issuance	3,147,594	4,651,416
Share issuance costs	(161,253)	(138,253)
Repayment of lease liability	(2,321,904)	(6,051)
Proceeds from revolving loan facility (Note 9)	1,546,941	-
Cash provided by financing activities	936,378	4,507,112
CHANGE IN CASH	104,576	172,800
CASH, BEGINNING OF THE PERIOD	5,271	296,557
CASH, END OF THE PERIOD	109,847	469,356

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

PLANTFUEL LIFE INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)
For the Six Months ended March 31, 2023 and 2022
(Unaudited) (Expressed in Canadian dollars)

	Number of Shares	**Share Capital ($)**	**Contributed Surplus ($)**	**Warrants ($)**	**Accumulated Other Comprehensive Income ($)**	**Deficit ($)**	**Total ($)**
Balance at September 30, 2021	28,651,468	45,310,850	4,450,704	830,025	397,302	(21,311,709)	29,677,172
Share based compensation (Note 14)	-	-	722,880	-	-	-	72,880
Shares issued in equity raise, net of issue costs (Note 14)	7,676,779	4,513,163	-	-	-	-	4,513,163
Value of warrants issued in unit issuance (Note 14)	-	(2,100,023)	-	2,100,023	-	-	-
Loss and comprehensive loss for the period	-	-	-	-	(293,642)	(9,737,779)	(10,031,422)
Balance at March 31, 2022	**36,328,247**	**47,723,990**	**5,173,584**	**2,930,048**	**103,660**	**(31,049,488)**	**24,881,793**
Balance at September 30, 2022	36,828,247	47,975,542	5,123,125	2,777,548	379,492	(59,247,025)	(2,991,318)
Share based compensation	-	-	298,119	-	-	-	298,119
Shares issued in equity raise, net of issue costs (Note 1 and 15)	11,527,500	624,806		286,738	-	-	911,544
Value of warrants issued in unit issuance (Note 15)	-		-	-	-	-	-
Shares issued for for settlement of debt	4,386,209	392,075					392,075
Shares issued for services (Note 15)	-	-	-	-	-	-	-
Shares issued for loan set-up fees (Note 12 and 15)	-	-	-	-	-	-	-
Rounding for fractional shares due for 6:1 share consolidation (Note 15)		-	-	-	-	-	-
Loss and comprehensive loss for the period	-	-	-	-	(1,134)	(1,090,110)	(1,091,244)
Balance at March 31, 2023	52,741,956	48,992,423	5,421,244	3,064,286	378,358	(60,337,135)	(2,480,824)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

PlantFuel Life Inc. (the "Company") is a company incorporated 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 March 12, 2021, the Company completed the acquisition of PlantFuel, Inc. (Note 11). The Company focuses on health supplements, nutraceuticals, and plant protein-based products.

In April 2021, the Company received approval and changed its operating name to PlantFuel Life Inc. The Company is listed for trading on the CSE under the symbol "FUEL.CN", OTC "PLFLF", and the Frankfurt stock exchange in Germany under the symbol "BR1B".

These condensed 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 six-month period ended March 31, 2023, the Company incurred a net loss of $1,090,110 (2022 - $9,737,779) and had a working capital deficit of $2,443,864 (September 30, 2022 - $2,966,534). The continued operations of the Company are dependent on its ability to generate future cash flows from operations or obtain additional financing. During the period, the Company closed one private placement on three tranches; one for gross proceeds of $622,000 (Note 14(g)), second for gross proceeds of $225,000 (Note 14(h)), and a third for gross proceeds of $75,000 (Note 14(i)) and one convertible debenture private placement for gross proceeds of $198,000 (Note 13). Management is of the opinion that based on current forecasts for the nutraceutical business, the Company will require additional funds to meet the Company's liabilities and commitments as they become due. There is a risk 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 condensed interim 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.

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 several scenarios, which the Company continues to monitor and take into consideration.

2. BASIS OF PREPARATION

Statement of Compliance

The condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), including International Accounting Standards ("IAS") 34, Interim Financial Reporting. These condensed interim consolidated financial statements should be read in conjunction with the audited annual consolidated financial statements for the year ended September 30, 2022, which have been prepared in accordance with IFRS and IFRIC as issued by the IASB in effect as of September 30, 2022.

2. BASIS OF PREPARATION (continued)

Statement of Compliance (continued)

The accounting policies and methods of computation remain the same as presented in the audited annual consolidated financial statements for the year ended September 30, 2022.

There are no new IFRS and/or IFRIC pronouncements issued that are effective for the first time for this interim period that would be expected to have a material impact on the Company.

The consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2023.

Basis of Measurement

The condensed 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 of the audited annual consolidated financial statements for the year ended September 30, 2022.

The functional and presentation currency of the Company is the Canadian dollar. The functional currency of PlantFuel, Inc., which was acquired in March 2021, is US dollars. All other entities continued to have a functional currency of Canadian dollars throughout 2023.

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.

These condensed interim 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., Fusion Nutrition Incorporated, and PlantFuel, 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 judgments 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 the volatility of the Company's stock price.

2. BASIS OF PREPARATION (continued)

Significant Accounting Estimates and Judgments (continued)

(ii) Business combination

The Company applies judgment in determining a business is acquired when the integrated set of assets and activities includes at a minimum, an input and substantive process and whether the acquired set of assets has the ability to contribute to the creation of outputs.

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

(iii) Acquisition of a group of assets

At the date of acquisition of a subsidiary or associate, intangible assets that are deemed separable and that arise from contractual or other legal rights are capitalized and included within the net identifiable assets acquired. The net identifiable assets acquired and liabilities assumed are measured at their estimated fair value of the consideration paid, based on their relative fair values at the acquisition date except where the fair value cannot be estimated reliably, in which case all financial instruments are measured at fair value and the residual balance is allocated to the value of intangible assets.

(iv) Revenue recognition

The assessment of terms and conditions in contracts which may impact revenue recognition can require significant judgment. Management exercises judgment in estimating the revenue from contracts with customers subject to variable consideration.

(v) 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 the going concern is outlined in Note 1.

(vi) 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 statements of loss and comprehensive loss.

(vii) Property, plant, equipment, and intangible assets

Management exercises judgment in determining when property, plant and equipment, and intangible assets are available for use as well as their useful lives.

(viii) Non-financial asset impairment

Management exercises judgment 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.

(Unaudited) (Expressed in Canadian dollars)

3. PREPAID EXPENSES

During the six months ended March 31, 2023, the Company made prepayments for services to be incurred in the future. The balance is comprised of product manufacturer prepayments $372,397 (September 30, 2022 - $280,907), prepaid marketing and SG&A expenses $117,693 (September 30, 2022 - $67,096) and prepaid administration expenses of $198,564 (September 30, 2022 - $213,505).

4. INVENTORIES

During the six months ended March 31, 2023, inventory valued at $49,788 (September 30, 2022 - $917,189) was expensed as product cost of sales. There were no provisional product write-downs of inventory during the six months ended March 31, 2023 and the year ended September 30, 2022.

Inventory at March 31, 2023 consisted of finished goods valued at $1,489,133 (September 30, 2022 - $1,538,921).

5. PROPERTY, PLANT, AND EQUIPMENT

	Computer Equipment	Furniture & Fixtures	Total
	($)	**($)**	**($)**
Cost			
Balance as of September 30, 2021	3,782	24,746	28,528
Write-off	(2,045)	(9,176)	(11,221)
Balance as of September 30, 2022 and March 31, 2023	**1,737**	**15,570**	**17,307**
Accumulated Depreciation			
Balance as of September 30, 2021	(1,664)	(6,877)	(8,542)
Amortization	(222)	(2,173)	(2,395)
Write-off	1,039	2,171	3,210
Balance as of September 30, 2022	(847)	(6,879)	(7,727)
Amortization	(60)	(541)	(600)
Balance as of March 31, 2023	**(907)**	**(7,419)**	**(8,327)**
Net Book Values			
Balance as of September 30, 2022	**890**	**8,691**	**9,580**
Balance as of March 31, 2023	**830**	**8,150**	**8,980**

6. LEASES

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

On March 23, 2022, the Company entered into a seven-year lease agreement for its Colorado office. The Company has the right to renew the term of this lease for two periods of five years each before the lease termination subject to certain provisions incorporated in the lease.

(Unaudited) (Expressed in Canadian dollars)

6. LEASES (continued)

Right-of-Use Asset	March 31, 2023	September 30, 2022
	($)	($)
Beginning balance	1,937,850	30,870
Additions	-	2,074,892
Less: amortization	(11,576)	(167,912)
Total carrying value	**1,926,274**	**1,937,850**

Lease Liability	March 31, 2023	September 30, 2022
	($)	($)
Beginning balance	2,232,241	28,933
Additions	-	2,074,892
Less: lease payments	-	(118,596)
Finance expenses	-	74,923
Foreign exchange	-	172,089
Total lease liability	**2,232,241**	**2,232,241**
Less: current portion	(260,027)	(260,027)
Non-current portion of lease liability	**1,972,214**	**1,972,214**

Lease commitments - undiscounted cash flow:	March 31, 2023	September 30, 2022
	($)	($)
Future lease payments	2,822,486	2,822,486
Finance charges	(590,245)	(590,245)
Total liability	**2,232,241**	**2,232,241**

7. INTANGIBLE ASSETS

	Intellectual Property and Know-How	Total
	($)	($)
Cost		
Balance as of September 30, 2021	30,557,329	30,557,329
Impairment	(32,874,131)	(32,874,131)
Foreign exchange	2,316,802	2,316,802
Balance as of September 30, 2022 and March 31, 2023	**-**	**-**
Accumulated Depreciation		
Balance as of September 30, 2021	(3,310,377)	(3,310,377)
Amortization	(6,126,336)	(6,126,336)
Impairment	10,136,190	10,136,190
Foreign exchange	(699,477)	(699,477)
Balance as of September 30, 2022 and March 31, 2023	**-**	**-**

(Unaudited) (Expressed in Canadian dollars)

7. INTANGIBLE ASSETS (continued)

	Intellectual Property and Know-How	Total
	($)	($)
Net Book Values		
Balance as of September 30, 2022	-	-
Balance as of March 31, 2023	-	-

On each reporting date, the Company assesses whether there are events or changes in circumstances that would more likely than not reduce the fair value of any of its reporting units below their carrying values and, therefore, require the intangible assets to be tested for impairment. During the year ended September 30, 2022, the Company recorded an impairment charge of $21,186,910. This was allocated to the intangible asset related to the PlantFuel, Inc. CGU.

A CGU is the smallest group of assets for which there are separate identifiable cash flows. In 2022, as a result of no longer devoting resources to Fusion Nutrition Inc., there is only one CGU which is PlantFuel, Inc. The PlantFuel, Inc. CGU represents a business operation focused on delivering plant-fueled nutritional supplements to consumers. The recoverable amount of the CGUs was based on value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The pre-tax discount rate reflects management's estimate of the time value of money and the Company's weighted average cost of capital adjusted for each CGU and the risk-free rate.

The key assumptions used in the estimation of value in use for the PlantFuel Inc CGU were as follows: pre-tax discount rate – 21%, a 3% growth rate beyond year 5 and for terminal value, budgeted revenue growth rate (average for 2023 through 2027) - 22%, gross margin (averages) 30%, cash flow period - 5 years. The cash flow projections included specific estimates for five years and a terminal growth rate thereafter. The terminal growth rate was assumed be 3%, based on management's prudent approach to impairment testing. Budgeted EBITDA margin was estimated taking into account the revenue history of the past 6 months and estimated sales volumes over the next five years.

The recoverable amount of the PlantFuel Inc. CGU was assessed at negative $2,354,272 based on its value-in-use, which was lower than the carrying amount of the CGU. The Company recorded an impairment charge of $21,186,910 on intangible assets.

8. REVOLVING LOAN FACILITY

On July 15, 2021, the Company entered into a revolving loan facility agreement with a credit limit of $2,000,000. This loan is subject to stand-by fee of 0.5% per annum and interest rate of 10% per annum payable at the end of each month. The loan matured on July 15, 2022 and is incurring a default interest rate of an additional 5% per annum per the loan agreement.

On Aug 29, 2022, the Company entered into a revolving loan facility agreement with a company that is wholly owned by the CEO of the Company. The credit limit is USD $1,000,000 and it is subject to stand-by fee of 0.5% per annum and interest rate of 10% per annum payable at the end of each month. The loan matures on September 1, 2023, unless otherwise extended (Note 10).

Total advances granted to the Company during the year ended September 30, 2022 were $1,549,795. Part of these advances were repaid by the Company along with accrued interests and stand-by fees, amounted a total of $1,314,078, on November 30, 2021 and March 3, 2022. No advances granted were during the six months ended March 31, 2023. As of March 31, 2023 an amount of $164,106 is due and payable (September 30, 2022 - $274,795). This amount includes total accrued interest and fees on these loans at period-end is $Nil (2022 - $795).

(Unaudited) (Expressed in Canadian dollars)

9. CONTRACT LIABILITIES

The following table presents changes in the contract liabilities balance:

	($)
Balance as of September 30, 2021	**-**
Amounts invoiced and revenue deferred	2,121,296
Recognition of deferred revenue	(564,673)
Foreign exchange	63,027
Balance as of September 30, 2022	**1,619,560**
Amounts invoiced and revenue deferred	-
Recognition of deferred revenue	-
Foreign exchange	(20,560)
Balance as of March 31, 2023	**1,599,090**

10. 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 six months ended March 31, 2023, the following amounts were paid to or accrued for key management personnel $Nil (September 30, 2022 - $1,083,317).

Accounts payables and accrued liabilities as at March 31, 2023 include $215,593 (September 30, 2022 - $215,593) owed to directors and officers of the Company. Such amounts are unsecured, non-interest bearing and with no fixed terms of payment.

On Aug 29, 2022, the Company entered into a revolving loan facility agreement with a company that is wholly owned by its CEO. On the agreement date, the Company issued 500,000 common shares at a deemed price of $0.175 per share to the lender for loan set-up fees (Note 14). The outstanding loan balance of March 31, 2023 is $224,795 (September 30, 2022 - $224,795), and the accrued interest is $1,842 (September 30, 2022 - $1,842) (Note 10).

On December 30, 2022, Brad Pyatt, CEO and Director, announced that he had acquired ownership of 1,857,459 common shares of the Company at $0.09 per Share pursuant to a debt settlement transaction. As a result of the acquisition of Shares pursuant to this purchase, Mr. Pyatt now holds 5,940,376 Shares, of which, 3,877,876 Shares are held directly by Mr. Pyatt and 2,062,500 are held by Tasty Idea, LLC. and Mr. Pyatt's non-diluted shareholdings now represent approximately 10.97% of the Company's issued and outstanding Shares.

11. ACQUISITION

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 Company acquired the creative assets and product formulas related to the PlantFuel intellectual property and know-how. The transaction was completed by issuing 10,833,333 common shares of the Company. 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 acquisition of PF does not meet the definition of a business combination under IFRS 3. Consequently, the transaction has been accounted for as an asset acquisition.

(Unaudited) (Expressed in Canadian dollars)

11. ACQUISITION (continued)

The total purchase price was allocated based on the relative fair value of the assets and the liabilities acquired as shown below:

Fair Value of Net Assets acquired on March 12, 2021:

	($)
Cash	255
Prepaid assets	6,247
Intangible assets	29,962,539
Accounts payable and accruals	(59,482)
Due to shareholder	(9,559)
	29,900,000

Fair Value of consideration	
Common shares of PlantFuel Life Inc.	29,900,000

The fair value of the common shares was determined using the Company's closing share price of $2.76 on March 12, 2021.

12. ROYALTY AGREEMENT LIABILITY

As part of the acquisition of Fusion Nutrition Inc. on May 3, 2020, the Company negotiated a ten-year royalty and licensing agreement with Acenzia Inc. a supplier of Fusion. Fusion has 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 three years at which point the Company has the 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.

13. CONVERTIBLE DEBENTURE

On January 31, 2023, the Company closed its non-brokered private placement issuing 198 convertible debentures at a price of $1,000 per Convertible Debenture for gross proceeds of $198,000.

Each Convertible Debenture consists of: (i) a debenture certificate with a principal amount of $1,000 (the "Principal") maturing on the date that is the second anniversary of the date that the Convertible Debentures are issued (the "Maturity Date") which will bear interest at a rate of 13% (the "Interest") accruing annually and paid semi-annually in cash or common shares (the "Shares") of the Company, at the election of the Company (with the number of Shares to be issued being equal to the amount of outstanding interest divided by the closing price of the Company's Shares on the business day prior to the Interest payment date, subject to a minimum price of $0.08 per Share), and (ii) 6,250 transferable common share purchase warrants (the "Warrants"). Each Warrant entitles the holder (the "Holder") to purchase one additional Share of the Company (a "Warrant Share") at an exercise price of $0.20 per Warrant Share for 36 months from the closing date of the Private Placement. At or prior to the Maturity Date, the Principal of the Convertible Debentures may be converted at the option of the Holder into Shares of the Company at a deemed price and conversion rate of $0.08 per Share.

(Unaudited) (Expressed in Canadian dollars)

13. CONVERTIBLE DEBENTURE (continued)

As the convertible debentures each contain a liability component and an equity component, the Company has split the proceeds of the secured convertible debentures and have presented the two components separately in the statement of financial position. The Company has calculated the initial fair value of the liability component as $198,000, using a discount rate of 13%. The fair value of the equity component of $Nil was calculated by deducting the fair value of the liability component from the total fair value of the convertible debentures.

As at March 31, 2023, the Company had convertible debentures issued and outstanding as follows:

	$
Balance, September 30, 2022	-
Issuance of convertible debentures	198,000
Less: fair value of conversion option	-
Add: interest accretion	-
Balance, March 31, 2023	198,000

14. EQUITY INSTRUMENTS

Share Capital

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

Issued: On December 24, 2021, the Company completed a consolidation of its issued and outstanding common shares based on one (1) post-consolidation shares for every six (6) pre-consolidation common shares. All share and per share data presented in the consolidated financial statements have been adjusted to reflect the share consolidation.

During the year ended September 30, 2022, the Company issued a total of 8,716,725 common shares:

a. On October 4, 2021, the Company issued 17,996 common shares of the Company for past services provided by a Consultant. The fair value of the shares was estimated based on the quoted market price of the Company's shares which resulted in fair value of $34,552.

b. On November 25, 2021, the Company completed a non-brokered private placement whereby it issued 768,976 units at a price of $1.56 per unit for gross proceeds of $1,199,602. Each Unit is comprised of one common share and one-half of one common share purchase warrant. Each whole Warrant entitles the holder to purchase one additional share of the Company at a price of $2.40 per share for a period of 24 months from the date of issuance. The Company paid finder's fees of $68,502 and 43,912 finder's warrants to certain registered dealers. The finder's warrants are exercisable at $1.56 per finder's warrant for a period of 12 months from the date of issuance.

c. On February 2, 2022, the Company issued 138,753 common shares of the Company to settle past services fees owing to a Consultant. The fair value of the shares was estimated based on the quoted market price of the Company's shares which resulted in fair value of $76,314.

14. EQUITY INSTRUMENTS (continued)

Share Capital (continued)

During the year ended September 30, 2022, the Company issued a total of 8,716,725 common shares: (continued)

d. On March 1, 2022, the Company completed the first tranche of a non-brokered private placement whereby it issued 5,980,000 units at a price of $0.50 per unit for gross proceeds of $2,990,000. Each unit is comprised of one common share and one transferable common share purchase warrant. Each Warrant entitles the holder to purchase one additional share of the Company, at a price of $0.62 per share for a period of 24 months from the date of issuance. The Company paid finder's fees of $55,620 and 111,240 finder's warrants to certain registered dealers. The finder's warrants are exercisable at $0.50 per finder's warrant for a period of 24 months from the date of issuance.

e. On March 9, 2022, the Company completed the final tranche of its non-brokered private placement whereby it issued an additional 771,000 units at a price of $0.50 per unit for an additional gross proceeds of $385,500. Each unit is comprised of one common and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company, at a price of $0.62 per share for a period of 24 months from the date of issuance. The Company paid finder's fees of $14,130 and 28,260 finder's warrants to certain registered dealer. The finder's warrants are exercisable at $0.50 per finder's warrant for a period of 24 months from the date of issuance.

f. On August 30, 2022, the Company issued 500,000 common shares of the Company as payment for the set-up for a loan owing to the lender, a company wholly owned by the CEO of the Company. The fair value of the shares was estimated based on the quoted market price of the Company's shares which resulted in fair value of $87,500 (Note 10).

During the six months ended March 31, 2023, the Company issued a total of 15,913,709 common shares:

g. On October 28, 2022, the Company closed the first tranche of a non-brokered private placement whereby it issued 7,777,500 units at a price of $0.08 per unit raising gross proceeds of $622,200. Each unit is comprised of one common share and one-half of one common share purchase warrant with each whole warrant entitling the holder to purchase one additional share of the Company at a price of $0.20 per share for a period of 36 months from the date of issuance. The Company paid finder's fees of $10,656 and 133,200 finder's warrants to certain registered dealer. The finder's warrants are non-transferable and exercisable at $0.08 per finder's warrant for a period of 12 months from the date of issuance.

h. On November 28, 2022, the Company closed the second tranche of a non-brokered private placement issuing an additional total of 2,812,500 units at a price of $0.08 per unit raising additional gross proceeds of $225,000. Each unit is comprised of one common share and one-half of one common share purchase warrant with each whole warrant entitling the holder to purchase one additional share of the Company at a price of $0.20 per share for a period of 36 months from the date of issuance. Brady Pyatt, CEO and a director of the Company, subscribed for 1,562,500 units through his corporation, Tasty Idea LLC.

i. On December 8, 2022, the Company issued 565,000 common shares to settle $79,100 in debt for past consulting services provided to the Company.

j. On December 16, 2022, the Company closed the final tranche of a non-brokered private placement issuing additional 937,500 units at a price of $0.08 per unit raising additional proceeds of $75,000. Each unit is comprised of one common share and one-half of one common share purchase warrant with each whole warrant entitling the holder to purchase one additional share of the Company at a price of $0.20 per share for a period of 36 months from the date of issuance.

(Unaudited) (Expressed in Canadian dollars)

14. EQUITY INSTRUMENTS (continued)

During the six months ended March 31, 2023, the Company issued a total of 15,913,709 common shares: (continued)

k. On December 30, 2022, the Company issued an aggregate of 5,245,649 common shares to settle $472,108 in debt for past management and consulting services provided to the Company. Brad Pyatt, CEO and a director of the Company received 1,857,459 shares, Brian Cavanaugh, a director of the Company received 2,257,773 shares and Mark Miller, former CFO of the Company received 1,130,417 shares. On February 10, 2023, the Company cancelled 2,257,773 shares issued to Mr. Cavanaugh at his own request.

l. On February 10, 2023, the Company issued 833,333 common shares with a fair value of $66,666 to settle $75,000 in debt for past consulting services provided to the Company.

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 15% of the number of outstanding common shares, which was 7,911,293 as at March 31, 2023. 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.

On April 26, 2022, the Company granted an aggregate of 303,126 incentive stock options to certain consultants and an employee of the Company at an exercise price of $0.63 per common share for two years.

On June 3, 2022, the Company granted an aggregate of 2,000,000 incentive stock options to a consultant of the Company at an exercise price of $0.22 per common share for two years.

On January 13, 2023, the Company granted an aggregate of 5,325,000 incentive stock options to directors, officers and consultants of the Company at an exercise price of $0.095 per common share for a period of three years.

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

	Number of Stock Options	Weighted Average Exercise Price
		($)
Balance, September 30, 2021	2,865,833	1.99
Issuance	2,303,126	0.27
Cancelled options	(2,354,167)	1.95
Balance, September 30, 2022	**2,814,792**	**0.62**
Issuance	5,325,000	0.08
Expired	(250,000)	2.85
Balance, March 31, 2023	**7,889,792**	**0.19**

(Unaudited) (Expressed in Canadian dollars)

14. EQUITY INSTRUMENTS (continued)

Stock option plan and stock-based compensation (continued)

The following table summarizes the stock options outstanding and exercisable as at March 31, 2023:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Remaining Contractual Life
		($)		**(in years)**
78,333*	67,872	1.200	30-Mar-25	2.00
183,333**	183,333	1.740	3-Aug-24	1.35
303,126**	303,126	0.630	26-Apr-24	1.07
2,000,000**	2,000,000	0.220	3-Jun-24	1.18
5,325,000***	5,325,000	0.095	13-Jan-26	2.79
7,890,292	**7,879,331**	**0.19**		**2.27**

*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 three years until all such Options have become fully vested.
**Vested immediately.
***Options vest as to (i) 1/3 of the Options shall vest immediately on the date of grant, (ii) 1/3 of the Options shall vest on the date that is four months from the date of grant, and (iii) 1/3 of the Options shall vest on the date that is eight months from the date of grant..

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

Number of Options Outstanding	Risk-free interest rate	Expected volatility [1]	Dividend yield	Expected life	Share price	Exercise price
78,333	0.78%	244%	Nil	5.00	0.20	0.20
183,333	0.25%	184%	Nil	3.00	0.29	0.29
303,126	0.78%	244%	Nil	2.00	0.63	0.63
2,000,000	0.79%	248%	Nil	2.00	0.22	0.22
5,325,000	3.83%	177%	Nil	3.00	0.10	0.10

[1] Expected volatility is based on historical volatility.

During the six months ended March 31, 2023, the Company recognized share-based compensation costs totaling $Nil (2022 - $Nil) in relation to option grants. The share-based compensation expense related to the options issued to directors and officers of the Company is $Nil (2022 - $Nil)

Warrants

In connection with the November 25, 2021, private placement the Company issued 384,488 warrants with an exercise price of $2.40 per warrant and 43,912 with an exercise price of $1.56 per warrant. These warrants were assigned an estimated fair value of $337,124 and $28,215, respectively, assigned to the warrants using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 194% and 133%, a risk-free interest rate of 1.04%, share price of $1.38 an expected maturity of 2 and 1 years, respectively.

14. EQUITY INSTRUMENTS (continued)

Warrants (continued)

In connection with the March 1, 2022, private placement the Company issued 5,980,000 warrants with an exercise price of $0.62 per warrant and 111,240 with an exercise price of $0.50 per warrant. These warrants were assigned an estimated fair value of $1,336,865 and $56,225, respectively, assigned to the warrants using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 184% a risk-free interest rate of 1.37%, share price of $0.61 an expected maturity of 2 years.

In connection with the March 9, 2022, private placement the Company issued 771,000 warrants with an exercise price of $0.62 per warrant and 28,260 with an exercise price of $0.50 per warrant. These warrants were assigned an estimated fair value of $172,556 and $14,780, respectively, assigned to the warrants using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 184% a risk-free interest rate of 1.36%, share price of $0.63 an expected maturity of 2 years.

On August 3, 2022, the Company issued a total of 5,000,000 performance warrants to its primary customer, GNC Ventures ("GNC"). Each performance warrant entitles the holder to purchase one common share of the Company at a price of $0.23 for a period of 5 years from the date of issuance. The performance warrants will only become exercisable upon the achievement of certain milestones (with 1,050,000 of the performance warrants being exercisable upon the Company having received US$1,500,000 in total purchases from GNC during calendar 2022, 1,850,000 of the performance warrants being exercisable upon the Company having received US$3,000,000 in total purchases from GNC during calendar 2023 and 2,100,000 of the performance warrants being exercisable upon the Company having received US$4,000,000 in total purchases from GNC during calendar 2024).

In connection with the October 28, 2022 private placement, the Company issued 3,888,750 warrants with an exercise price of $0.20 per warrant and 133,200 finder's warrants with an exercise price of $0.08 per finder's warrant.

In connection with the November 28, 2022 private placement, the Company issued 1,406,250 warrants with an exercise price of $0.20 per warrant.

In connection with the December 16, 2022 private placement, the Company issued 468,750 warrants with an exercise price of $0.20 per warrant.

In connection with the January 31, 2023 convertible debentures private placement, the Company issued 6,250 warrants with an exercise price of $0.20 per warrant.

For the six months ended March 31, 2023, none of the milestones were achieved and therefore none of the performance warrants have vested as at March 31, 2023.

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

(Unaudited) (Expressed in Canadian dollars)

14. EQUITY INSTRUMENTS (continued)

Warrants (continued)

	Number of Warrants	Weighted Average Exercise Price
		($)
Balance, September 30, 2021	1,000,000	2.40
Issuance	12,318,900	0.52
Balance, September 30, 2022	**13,318,900**	**0.66**
Issuance	5,903,200	0.20
Expired	(1,043,912)	2.40
Balance, March 31, 2023	**18,178,188**	**0.41**

The following table summarizes the stock options outstanding and exercisable as at March 31, 2023:

Number of Outstanding Warrants	Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life
	($)		(in years)
384,488	2.40	November 25, 2023	0.65
5,980,000	0.62	March 1, 2024	0.92
111,240	0.50	March 1, 2024	0.92
771,000	0.62	March 9, 2024	0.94
28,260	0.50	March 9, 2024	0.94
5,000,000	0.23	August 9, 2027	4.86
3,888,750	0.20	October 28, 2025	2.58
133,200	0.20	October 28, 2023	0.58
1,406,250	0.20	November 28, 2025	2.67
468,750	0.20	December 16, 2025	2.72
6,250	0.20	January 31, 2026	2.84
18,178,188	**0.41**		**2.39**

15. 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, to support the acquisition and development of its 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 the future development of the business.

The Company is primarily dependent on external financing to fund its activities. To carry out the planned business 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.

15. CAPITAL MANAGEMENT (continued)

There were no changes in the Company's approach to capital management during the six months ended March 31, 2023 and the year ended September 30, 2022. The Company is not subject to externally imposed capital requirements.

16. 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, and secured loan.

The fair value of cash, trade receivable, accounts payable, and accrued liabilities, due to shareholder, lease liability, royalty 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 receivables are exposed to credit risk which the Company manages by performing credit assessments of customers and provides allowances for uncollectible accounts receivable.

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, 2023. No provisions have been recorded in relation to any of the receivables in the table below.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial Instrument Risk Exposure (continued)

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.

Currency risk

As the Company operates on an international basis, foreign exchange risk exposures arise from transactions and balances denominated in foreign currencies. The Company's foreign currency risk arises primarily with respect to the United States Dollar. Fluctuations in the exchange rates between the United States Dollar and the Canadian dollar could have a material effect on the Company's business, financial condition, and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

As at March 31, 2023, the Company had the following financial assets and liabilities denominated in foreign currency presented below in Canadian dollars:

	US Dollars
Cash	$ 78,888
Receivables	$ 16,058
Prepaids	$ 304,140
Accounts payable and accrued liabilities	$ (1,371,268)
Total	$ (972,182)
Effect of +/- 10% change in exchange rate	$ (97,218)

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. On March 31, 2023, the Company had a working capital deficit of $2,880,843 (September 30, 2022 - $2,966,534).

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	Older
Accounts payable and accrued liabilities	$2,772,884	-	-	-
Lease liability	$260,027	$397,221	$409,138	$1,606,495
Secured loan	$274,795	-	-	-
Royalty agreement	$238,520	-	-	-
Total	$3,546,226	$397,221	$409,138	$1,606,495

(Unaudited) (Expressed in Canadian dollars)

17. OPERATING SEGMENTS

Revenue is attributed to geographical locations based on the origin of customers' location.

	Six Months ended	
	March 31, 2023	March 31, 2022
	($)	($)
Canada	-	-
United States	25,162	160,369
	25,162	160,369

The Company's property plant and equipment located in Canada are in the amount of $8,980 (September 30, 2022 - $9,580) and the property plant and equipment located in the United States of America are in the amount of $Nil (September 30, 2022 - $Nil).

The Company's intangible assets located in Canada are in the amount of $Nil (September 30, 2022 - $Nil) and the intangible assets located in the United States of America are in the amount of $Nil (September 30, 2022 - $Nil).

18. COMMITMENTS AND CONTINGENCIES

The Company has an existing lease from 2020 for its head office, and it entered into a new lease during the year for its Colorado office. Both leases are classified as operating leases.

The future minimum lease payments at March 31, 2023 are as follows:

Year	Amount ($)
2023	409,633
2024	397,221
2025	409,138
2026	421,412
2027	434,054
2028	447,076
2029	303,953
Total	**2,822,487**

The Company is, from time to time, involved in various claims and legal proceedings. The Company cannot reasonably predict the likelihood or outcome of these activities. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which may be required to be paid by reasons thereof, will have a material effect on the financial condition or future results of operations. Several former employees of the Company have filed suit for wrongful dismissal. The Company believes the allegations are without merit and the Company intends to vigorously defend itself against these claims which total $280,000. The claimants have proceeded with their claims to arbitration. Due to the outcome of the claims being unknown and not measurable, no contingent liability has been recorded in the consolidated financial statements.

19. BUSINESS COMBINATION AGREEMENT

On March 27, 2023, the Company entered into a definitive business combination agreement with 1402105 B.C. Ltd. (doing business as BeeImmune) ("BeeImmune") and 1406733 B.C. Ltd. ("Subco"), a wholly owned subsidiary of the Company, pursuant to which the Company will acquire all of the issued and outstanding shares of BeeImmune.

In accordance with the terms and conditions of the definitive agreement, the transaction will be completed by way of a three-cornered amalgamation, whereby, among other things: (a) Subco will amalgamate with BeeImmune to form an amalgamated company (Amalco); (b) all of the issued and outstanding common shares of BeeImmune will be exchanged for common shares of the Company on a 1:1.045 basis; and (c) Amalco will become a wholly owned subsidiary of the Company. Upon the completion of the transaction, it is expected that existing shareholders of the Company will collectively hold approximately 55.2% of the common shares and that former shareholders of BeeImmune will collectively hold approximately 44.8% of the common shares. BeeImmune, an arm's-length party to the Company, is in the business of producing and selling branded bee pollen. Following the completion of the transaction, the Company will combine its business operations with that of BeeImmune. The agreement was completed subsequent to the six months ended March 31, 2023.

20. SUBSEQUENT EVENT

On April 11, 2023, the Company closed its previously announced business combination with 1402105 B.C. Ltd., doing business as BeeImmune, pursuant to a definitive business combination agreement dated March 27, 2023, with BeeImmune and 1406733 B.C. Ltd. (Subco), a wholly owned subsidiary of the Company, pursuant to which the Company has acquired all of the issued and outstanding shares of BeeImmune.

Following the completion of the transaction and in accordance with the terms of the definitive agreement, George Scorsis resigned from the board of directors of the company and Cassidy McCord was appointed to the board, each effective immediately.