



FINANCIAL STATEMENTS

For the year ended August 31, 2021 and 2020

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Lotus Ventures Inc.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Lotus Ventures Inc., which comprise the statements of financial position as at August 31, 2021 and 2020 and the statements of comprehensive income (loss), changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2021 and 2020 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the sustainability of the Company's business has yet to be fully established on a commercial basis and is difficult to predict. The Company, until the year ended August 31, 2021, had incurred losses since inception, and it remains dependent upon the development of profitable operations over time, and/or obtaining further financing and continued support from its shareholders and creditors. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt as to the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner on the audit resulting in this independent auditor's report is James D. Gray.

A handwritten signature in black ink that reads "De Visser Gray LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants

Vancouver, BC, Canada
December 29, 2021

LOTUS VENTURES INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	As at	
	August 31, 2021	August 31, 2020
<u>ASSETS</u>		
Current		
Cash	\$ 580,177	\$ 282,708
Accounts receivable	210,917	526,529
Biological assets (Note 4)	1,288,000	686,000
Inventory (Note 5)	1,149,000	1,362,000
Prepaid expenses and deposits	143,642	111,136
	<u>3,371,736</u>	<u>2,968,373</u>
Non-current		
Restricted cash	304	382
Property, plant and equipment (Note 6)	13,535,702	13,939,682
	<u>13,536,006</u>	<u>13,940,064</u>
Total assets	<u>\$ 16,907,742</u>	<u>\$ 16,908,437</u>
<u>LIABILITIES</u>		
Current		
Accounts payable and accrued liabilities (Note 9)	\$ 363,438	\$ 813,057
GST payable	442,180	301,170
Deferred revenue (Note 7)	-	149,899
Loans payable (Note 10)	319,704	729,042
Total liabilities	<u>1,125,322</u>	<u>1,993,168</u>
<u>SHAREHOLDERS' EQUITY</u>		
Share capital (Note 8)	\$ 17,399,165	\$ 16,956,365
Reserves	4,324,864	4,141,610
Deficit	(5,941,609)	(6,182,706)
Total shareholders' equity	<u>15,782,420</u>	<u>14,915,269</u>
Total liabilities and shareholders' equity	<u>\$ 16,907,742</u>	<u>\$ 16,908,437</u>

Note 7 Commitment

The accompanying notes form an integral part of these financial statements.

Approved and authorized by the Board on December 29, 2021.

<u>"Dale McClanaghan"</u>	Director	<u>"Carl Correia"</u>	Director
Dale McClanaghan		Carl Correia	

LOTUS VENTURES INC.
STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Expressed in Canadian Dollars)

	Year ended August 31, 2021	Year ended August 31, 2020
Revenue (Note 7)	\$ 5,481,479	\$ 4,629,743
Cost of sales*	<u>(3,008,280)</u>	<u>(1,769,586)</u>
Gross margin before fair value changes	2,473,199	2,860,157
Changes in fair value of biological assets less realized portion relating to inventory sold**	<u>300,902</u>	<u>851,716</u>
Gross margin	<u>2,774,101</u>	<u>3,711,873</u>
General and administrative expenses		
Advertising and promotion	\$ 118,411	\$ 138,759
Amortization	710,182	739,112
Bank fees and interest	45,995	78,894
Consulting (Note 9)	792,511	245,219
Insurance	114,158	86,873
Listing, filing and transfer fees	18,737	41,038
Office and miscellaneous	143,780	131,919
Professional fees	171,648	234,341
Property taxes	83,762	69,826
Rent (Note 9)	25,297	43,150
Repairs and maintenance	7,413	100,932
Sales commissions	115,683	135,600
Share-based compensation (Note 9)	183,254	162,240
Travel	2,173	9,968
	<u>(2,533,004)</u>	<u>(2,217,871)</u>
Net income and comprehensive income	\$ <u>241,097</u>	\$ <u>1,494,002</u>
Basic and diluted income per share	\$ 0.00	\$ 0.02
Weighted average number of shares outstanding	<u>89,740,648</u>	<u>84,959,225</u>

*Comprised only of costs incurred exclusive of the effects of any fair value adjustments.

**A composite figure comprising unrealized income related to recording biological assets at fair value net of these same amounts, related to the cost of those assets, subsequently included in inventory and recognized as an expense upon sale.

The accompanying notes form an integral part of these financial statements.

LOTUS VENTURES INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Common shares		Reserves	Deficit	Total
	Number of Shares	Amount			
Balance, August 31, 2019	84,074,799	\$ 16,600,490	\$ 4,140,245	\$ (7,676,708)	\$ 13,064,027
Options exercised	975,000	355,875	(160,875)	-	195,000
Share-based compensation	-	-	162,240	-	162,240
Net Income	-	-	-	1,494,002	1,494,002
Balance, August 31, 2020	85,049,799	\$ 16,956,365	\$ 4,141,610	\$ (6,182,706)	\$ 14,915,269
Balance, August 31, 2020	85,049,799	\$ 16,956,365	\$ 4,141,610	\$ (6,182,706)	\$ 14,915,269
Shares issued for cash – private placements	4,920,000	442,800	-	-	442,800
Share-based compensation	-	-	183,254	-	183,254
Net income	-	-	-	241,097	241,097
Balance, August 31, 2021	89,969,799	\$ 17,399,165	\$ 4,324,864	\$ (5,941,609)	\$ 15,782,420

The accompanying notes form an integral part of these financial statements.

LOTUS VENTURES INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year ended August 31, 2021	Year ended August 31, 2020
Cash flows from(to) operating activities		
Net income for the year	\$ 241,097	\$ 1,494,002
Items not affecting operating cash flows:		
Amortization	710,182	739,112
Accrued interest	38,478	60,955
Share-based compensation	183,254	162,240
Net unrealized gain on biological assets	(300,902)	(851,716)
Changes in non-cash working capital items:		
Accounts receivable	315,612	(526,529)
GST receivable/payable	141,010	388,642
Biological assets	43,530	(712,141)
Other receivables	-	22,032
Prepaid expenses	(32,506)	135,407
Deferred revenue	(149,899)	(1,183,434)
Accounts payable and accrued liabilities	(205,964)	409,520
Due to related parties	(74,475)	66,950
	<u>909,417</u>	<u>205,040</u>
Cash flows from(to) financing activities		
Cash received for shares issued	442,800	-
Options exercised	-	195,000
Proceeds from loans	-	575,000
Repayment of loans	(447,816)	(149,349)
	<u>(5,016)</u>	<u>620,651</u>
Cash flows from(to) investing activities		
Expenditures on property, plant and equipment	(606,932)	(653,731)
Net increase in cash	297,469	171,960
Cash, beginning of the year	282,708	110,748
Cash, end of the year	\$ 580,177	\$ 282,708

Note 13 Supplemental Non-cash Disclosures

The accompanying notes form an integral part of these financial statements.

LOTUS VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2021 AND 2020
(Expressed in Canadian Dollars)

Note 1 Nature and Continuance of Operations

The public company predecessor to Lotus Ventures Inc. (the ‘Company’) was incorporated under the Business Corporations Act (B.C.) on May 12, 2010 as Strachan Resources Ltd. (‘Strachan’). Strachan’s common shares were previously listed for trading on the TSX Venture Exchange (‘Venture’), and it was classified as a Capital Pool Company pursuant to Venture Policy 2.4 until the completion of a 2014 amalgamation agreement with a BC private company also known as Lotus Ventures Inc. For accounting purposes, this amalgamation was considered to constitute a reverse acquisition, with the private company the continuing reporting entity and Strachan the entity having been acquired. Effective December 8, 2014, the Company’s common shares were listed for trading on the Canadian Securities Exchange.

In March 2019 the Company received Health Canada certification as a Licensed Producer of cannabis products with the issuance of a Standard Cultivation license and a Sale for Medical Purposes license. During the fourth quarter of the August 31, 2019 fiscal year the Company commenced cultivation activity at its production facility, which since 2018 it has constructed near Armstrong, BC. In September 2021, Lotus received a Standard Processing license from Health Canada which authorizes the company to produce and sell cannabis directly to provincial distributors, in addition to business-to-business bulk wholesale or to registered medical patients through the previously obtained licenses.

These financial statements have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. There are certain adverse conditions and events that may cast doubt on the validity of this assumption. The Company’s major business activities have only recently been legalized in Canada and it is therefore subject to significant regulatory oversight and requirements. The sustainability of this business, and in fact the nature and scope of the entire legalized cannabis sector, has yet to be fully established on a commercial basis and remains difficult to predict. Prior to the comparative fiscal year, the Company had also incurred losses since inception and only during the first quarter of that year has the Company begun to realize its first revenues from active business operations at August 31, 2021 the Company has net operating deficit, from inception, of \$5.9 million. These factors are indicative of the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. The Company’s ability to continue its operations and to realize its assets at their carrying values is dependent upon developing profitable operations on a commercial basis, and/or obtaining financing and continued support from its shareholders and creditors on terms which are acceptable to it. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements. Refer also to Note 7.

The COVID-19 pandemic creates uncertainty in respect to global economic and market conditions however its specific, identifiable impact on the Company has not, to date, been material. Future developments in the course of the pandemic could negatively impact the Company’s operations, however such future outcomes cannot currently be predicted beyond those expected to affect society as a whole.

LOTUS VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2021 AND 2020
(Expressed in Canadian Dollars)

Note 2 Basis of Preparation

Statement of Compliance

These financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of Measurement

These financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting.

These financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Note 3 Significant Accounting Policies

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of a financial instrument.

At initial recognition, financial assets are measured at fair value and classified as subsequently measured at amortized cost, fair value through other comprehensive income (“FVTOCI”) or fair value through profit or loss (“FVTPL”). At initial recognition, financial liabilities are measured at fair value and classified as, subject to certain exceptions, subsequently measured at amortized cost. For financial assets and financial liabilities not at FVTPL, fair value is adjusted for transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in the statement of comprehensive loss.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL: (i) it is held within a business model whose objective is to hold assets to collect contractual cash flows, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVTOCI if it meets both of the following conditions and is not designated as at FVTPL: (i) it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

LOTUS VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2021 AND 2020
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Note 3 Significant Accounting Policies – (cont'd)

Financial instruments – (cont'd)

A financial asset is measured at FVTPL unless it is measured at amortized cost or FVTOCI. However, an irrevocable election can be made at initial recognition for particular investments in equity instruments that would otherwise be measured at FVTPL to present subsequent changes in fair value through other comprehensive income.

The Company's financial instruments are classified and subsequently measured as follows:

Account	Classification
Cash	Amortized cost
Receivables (excluding GST/sales tax receivable)	Amortized cost
Deposits	Amortized cost
Due from related parties	Amortized cost
Accounts payable and accrued liabilities (excluding GST/sales tax payable)	Amortized cost
Loans payable	Amortized cost

Cash and cash equivalents

Cash in the statement of financial position comprises cash at banks and on hand. Cash equivalents is comprised of highly liquid investments held at major financial institutions, having maturity dates of three months or less from the date of purchase, which are readily convertible into known amounts of cash. There were no cash equivalents at August 31, 2021 and 2020.

Intangible assets

Intangible assets are recognized when they become identifiable, which is to say when they arise from contractual or other rights, or when they are separable, or capable of being sold, transferred, licensed, rented or exchanged. They are initially recorded at cost, subject to the reliability of measurement, and are carried as assets to the extent that it is probable that the future economic benefits applicable to such costs will flow to the Company.

Biological assets

Biological assets are valued in accordance with IAS 41 and are presented at their fair value less costs to sell up to the point of harvest, which becomes the basis for the cost of finished goods inventory after harvest. The Company's biological assets consist of cannabis plants, and because there is no actively traded commodity market for plants or dried product, the valuation of these biological assets is obtained using valuation techniques where the inputs are based upon unobservable market data. These inputs are Level 3 on the fair value hierarchy, and are subject to volatility in market prices and several uncontrollable factors, which could significantly affect the fair value of biological assets in future periods

The Company initially records cannabis plants at cost, which includes elements of seedling purchases, direct labour, power and all other direct costs. The number of weeks in the production cycle is between 14 and 16 weeks from propagation to harvest. The fair value of biological assets under cultivation is then determined using a valuation model to estimate expected harvest yield per plant applied to the estimated price per gram less processing and selling costs. The delta between

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Note 3 Significant Accounting Policies – (cont'd)

Biological assets – (cont'd)

this valuation and the actual costs incurred in respect to it is recognized in income as an unrealized gain on changes in fair value of biological assets.

During fiscal 2021 the wholesale selling price was between \$1.25 and \$4.50 per gram, and harvest yield was between 60 and 140 grams per plant.

The selling price used in the valuation of biological assets is based on the average selling price of all cannabis products and can vary based on strain. Expected yield is also subject to a variety of factors including psychoactive strength and length of the growth cycle.

Inventory

The Company values inventories at the lower of cost and net realizable value. Inventories of harvested cannabis are transferred from biological assets at their fair value at harvest, which becomes the initial deemed cost. Any subsequent post-harvest costs are capitalized to inventory to the extent that aggregate cost remains less than net realizable value. Net realizable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories is determined using the weighted average cost basis.

Inventories are written down to net realizable value when the cost of inventories is estimated to be unrecoverable due to obsolescence, damage, or declining market prices. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is apparent evidence of an increase in selling price then the amount of the write down previously recorded is reversed. Storage costs, indirect administrative overhead, and certain other selling costs related to inventories are expensed in the period incurred.

Property, plant and equipment

Property, plant and equipment are carried at cost, less accumulated amortization and accumulated impairment losses. Cost comprises the fair value of consideration given to acquire an asset and includes the direct expenditures associated with bringing the asset to the location and condition necessary for putting it into use along with the future cost of dismantling and removing the asset. When parts of an item of fixed assets have different useful lives, they are accounted for as separate items (major components) of fixed assets.

The Company uses the following amortization rates for its property, plant and equipment:

Computer software and equipment	55%	Declining balance
Buildings	6%	Declining balance
Equipment	5 years	Straight line

Certain of the Company's property, plant and equipment have not yet been put into use and as a result useful lives have not yet been determined and no amortization has been recorded to date on this property, plant and equipment.

LOTUS VENTURES INC.
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Note 3 Significant Accounting Policies – (cont'd)

Property, plant and equipment – (cont'd)

Costs of assets in the course of construction are capitalized as construction in progress. On completion, the cost of construction is transferred to the appropriate category of property and equipment and amortization commences when the asset is available for its intended use.

An asset's residual value, useful life and amortization method are reviewed at each financial year-end and adjusted if appropriate. When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) of equipment.

Gain and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount of the equipment and are recognized in profit or loss.

Right-of-use assets and lease liability

Where the Company has entered a lease, the Company recognizes a right-of-use asset representing its rights to use the underlying assets and a lease liability representing its obligation to make lease payments. The right-of-use asset, where it relates to an operating lease, is presented net of accumulated amortization and is disclosed under right-of-use assets on the statement of financial position. The right of use assets are depreciated over the shorter of the lease term and their estimated useful lives unless it is reasonably certain that the Company will obtain ownership at the end of the lease term, in which case, the estimated useful life of the asset is used.

The lease liability is disclosed as a separate line item, allocated between current and non-current liabilities. The lease liability associated with all leases is measured at the present value of the expected lease payments at inception and discounted using the interest rate implicit in the lease. If the rate cannot be readily determined, the Company's incremental borrowing rate is used to discount the lease liability. Judgement is required to determine the incremental borrowing rate.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it is probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

LOTUS VENTURES INC.
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Note 3 Significant Accounting Policies – (cont'd)

Income taxes – (cont'd)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share capital

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

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placements is considered to be the more easily measurable component and the common share are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Share-based compensation

Employees (including directors and senior executives) of the Company may receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

In situations where equity instruments are issued for goods or services, the share-based compensation is measured at the fair value of the goods and services received. Where the consideration cannot be specifically identified, they are measured at the fair value of the share-based compensation.

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date").

The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

LOTUS VENTURES INC.
NOTES TO THE FINANCIAL STATEMENTS
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Note 3 Significant Accounting Policies – (cont'd)

Share-based compensation – (cont'd)

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Income (loss) per share

The Company presents basic and diluted income (loss) per share data for its common shares, calculated by dividing the loss attributed to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted income (loss) per share does not adjust the income (loss) attributed to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Related party transactions

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

Revenue recognition

Revenue is recognized at the fair value of consideration received or receivable. Revenue from the sale of goods is recognized when all the following conditions have been satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Payments received from customers in advance of meeting all of the recognition criteria are recorded as deferred revenue and subsequently recognized as those criteria are met.

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods

LOTUS VENTURES INC.
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Note 3 Significant Accounting Policies – (cont'd)

Significant accounting judgments and estimates – (cont'd)

if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Biological assets

In calculating the value of the biological assets, management is required to make a number of estimates, including estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, sales price, wastage and expected yields for the cannabis plant.

The requirements under IFRS relating to biological assets are general purpose standards premised on the existence of readily-available fair value information in respect to the products under cultivation, along with the implicit assumption that formal reporting and accounting experience involving such assets does exist. The production and distribution of cannabis products has been decriminalized in Canada only in the recent past, the industry is therefore heavily regulated under a regime that is recently-established and which continues to evolve, and in addition such business activities remain illegal in many jurisdictions outside of Canada. These factors, together with Company's status as having only recently commenced its own cultivation activities, create significant uncertainties in respect to its initial fair value estimations in this area.

Estimated useful lives and impairment considerations

Depreciation and amortization of property, plant and equipment are dependent upon useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Share-based compensation

In calculating the share-based compensation expense, key estimates such as the rate of forfeiture of options granted, the expected life of the option, the volatility of the Company's stock price and the risk-free interest rate are used.

Going concern

Management applies judgment in its evaluation of the Company's ability to continue as a going concern.

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Note 3 Significant Accounting Policies – (cont'd)

Adoption of new and revised accounting standards and interpretations

New accounting standards effective September 1, 2020

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 and applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

Adoption of this standard has had no impact on the Company’s financial statements.

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning on or after September 1, 2021, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company does not anticipate any material changes to the financial statements upon adoption of these new revised accounting pronouncements.

Note 4 Biological assets

	2021	2020
Opening balance	\$ 686,000	\$ 490,000
Production costs capitalized	3,050,518	2,472,843
Changes in fair value	1,288,260	2,018,415
Transferred to inventory upon harvest	(3,736,778)	(4,295,258)
	<u>\$ 1,288,000</u>	<u>\$ 686,000</u>

During the year ended August 31, 2021, \$131,628 (2020 - \$37,961) of amortization related to growing equipment was included in production costs capitalized.

The Company’s biological assets consist of medical cannabis plants. The significant assumptions used to determine the fair value of the medical plants include:

- Expected yield by strain of plant;
- Wastage of plants;
- Duration of the production cycle;
- Percentage of costs incurred to date compared to the total costs expected to be incurred;
- Percentage of costs incurred for each stage of plant growth; and
- Market value less selling costs.

The Company’s estimates are, by their nature, subject to change and differences from anticipated yield will be reflected in the gain or loss on biological assets in future periods.

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Note 4 Biological assets – (cont'd)

On average, the production cycle is 117 days. As at August 31, 2021, it is estimated that the Company's biological assets will yield approximately 360,000 grams of cannabis when harvested (2020 – 360,000). As at August 31, 2021, the Company had approximately 4,150 plants that were biological assets (2020 – 4,300). As at August 31, 2021, approximately 290,000 grams (2020 – nil) of harvested flower was recorded in biological assets as it had not yet gone through processing to transform it into finished goods inventory.

Note 5 Inventory

As at August 31, 2021, the Company's inventory consisted of approximately 443,000 grams of dried cannabis awaiting release for sale (2020 – 446,000). The cost of inventory is recognized as a separate asset upon harvest and subsequently included in cost of sales when sold. For the year ended August 31, 2021, cost of sales recognized was representative of approximately 2,076,000 grams (2020 – 1,211,000).

Note 6 Property, plant and equipment

	Land	Buildings	Software	Equipment	Construction in Progress	Total
	\$	\$	\$	\$	\$	\$
Cost						
As at August 31, 2020	1,026,557	12,353,890	73,752	799,765	922,328	15,176,292
Additions during the year	-	435,370	2,460	-	-	437,830
As at August 31, 2021	1,026,557	12,789,260	76,212	799,765	922,328	15,614,122
Accumulated amortization						
As at August 31, 2020	-	1,102,007	56,683	77,920	-	1,236,610
Additions during the year	-	688,053	9,388	144,369	-	841,810
As at August 31, 2021	-	1,790,060	66,071	222,289	-	2,078,420
Net Book Value						
As at August 31, 2020	1,026,557	11,251,883	17,069	721,845	922,328	13,939,682
As at August 31, 2021	1,026,557	10,999,200	10,141	577,476	922,328	13,535,702

On June 4, 2018, the Company exercised an option that it held to purchase a 23-acre property located near Armstrong, BC by completing payment of an aggregate of \$1,100,000 plus transaction costs of \$21,057. Included within the acquisition costs was an aggregate of \$225,000 allocated to certain pre-existing buildings based on estimates of their current fair values.

Note 7 Commitment

Cannabis Wheaton Streaming Agreement

On September 4, 2018, the Company completed a final agreement with Cannabis Wheaton Income Corp. now Auxly Cannabis Group Inc. ("XLY"), pursuant to which XLY agreed to subscribe for \$5 million in common shares of the Company (the "Initial Subscription"). The Initial Subscription is conditional upon, (i) completion of XLY's satisfactory due diligence review of the Company; (ii) the parties mutually agreeing to the Company's construction budget, design and timeline to build the facility; and (iii) the Company receiving confirmation from Health Canada requesting a pre-licensing inspection of the facility.

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Note 7 Commitment – (cont'd)

Cannabis Wheaton Streaming Agreement – (cont'd)

Upon completion of the Initial Subscription, XLY shall receive 50% of the actual cultivation yield generated for a period of 10 years at a price, during the initial three year period subsequent to the commencement of commercial operations, of \$2.25 per gram. In addition, XLY has a right of first offer on all other production at a calculated price per gram. XLY is also entitled to designate one nominee to the board of directors as long as it holds at least 25% of the common shares purchased in the Initial Subscription.

On February 9, 2018, XLY completed the first tranche of the Initial Subscription for gross proceeds of \$1,000,000. The first tranche consisted of 1,818,181 units in the Company at a price per unit of \$0.55.

On September 12, 2018, XLY completed the second tranche of the Initial Subscription for gross proceeds of \$4,000,000. The financing was comprised of an equity component of 3,755,868 common shares issued at \$0.71 per share, for proceeds of \$2,666,667. The remaining \$1,333,333 of proceeds was recorded as deferred revenue, the future recognition of which by the Company is subject to the completion, by XLY, of purchase obligations in respect to the Company's cannabis production. The amount is recognized as income as XLY acquires 50% of the Company's production yield based on the discount, if any, of the agreed price (currently \$2.25 per gram) to current equivalent market values.

The equity component of the proceeds received in excess of the fair value of the common shares issued was recorded as an equity reserve of \$1,727,699. This amount is representative of XLY's intangible rights obtained pursuant to its agreement with the Company.

During the year ended August 31, 2021, the residual balance of deferred revenue was recognized in income.

Note 8 Share Capital

a) Authorized

The authorized share capital of the Company consists of an unlimited number of common shares without any special rights or restrictions.

During the year ended August 31, 2021, the Company completed the following share issuances:

- On September 17, 2020, the Company completed a private placement of 4,920,000 units ("Units") at a price of \$0.09 per Unit for gross proceeds of \$442,800. Each Unit consists of one common share and one share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.13 per share for a period of five years from closing. Related parties of the Company subscribed to 2,400,000 Units for gross proceeds of \$216,000. Refer also to Note 9.

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Note 8 Share Capital – (cont'd)

a) Authorized – (cont'd)

During the year ended August 31, 2020, the Company completed the following share issuances:

- On October 4, 2019, 975,000 options expiring November 3, 2020 were exercised at \$0.20 per share for gross proceeds of \$195,000.

b) Share purchase options

The Company operates an employee stock option plan. Share-based payments to directors, officers, employees and consultants 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 amount is recorded to the stock 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.

During the year ended August 31, 2021, the Company granted the following options:

- On September 15, 2020, the Company granted 1,900,000 share purchase options exercisable for ten years at a price of \$0.13 per share.

The fair value of these share purchase options was estimated using the Black-Scholes Option Pricing Model based on the following weighted average assumptions:

Risk-free interest rate (%)	0.57
Expected life (years)	10
Expected volatility (%)	135.57
Expected dividend yield (%)	-

During the year ended August 31, 2020, the Company granted the following options:

- On October 31, 2019, the Company granted 975,000 share purchase options exercisable for ten years at a price of \$0.20 per share.

The fair value of these share purchase options was estimated using the Black-Scholes Option Pricing Model based on the following weighted average assumptions:

Risk-free interest rate (%)	2.54
Expected life (years)	10
Expected volatility (%)	124.18
Expected dividend yield (%)	-

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Note 8 Share Capital – (cont'd)

b) Share purchase options (cont'd)

On October 4, 2019, 975,000 options expiring November 3, 2020 were exercised at \$0.20 per share. The fair value of the options was \$160,875 and was reallocated from reserves to share capital.

During the year ended August 31, 2021, share-based compensation expense was \$183,254 (2020 - \$162,240).

Details of granted, exercised, and outstanding stock options are as follows:

	Year Ended August 31, 2021		Year Ended August 31, 2020	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
		\$		\$
Balance at the beginning of the year	7,960,000	0.29	8,460,000	0.29
Granted	1,900,000	0.13	975,000	0.20
Cancelled/forfeited	(1,615,000)	0.29	(500,000)	0.25
Exercised	-	-	(975,000)	0.20
Outstanding, end of the year	8,245,000	0.25	7,960,000	0.29

As at August 31, 2021, the weighted-average contractual remaining life of the options was 7.69 years (August 31, 2020 – 7.56 years).

c) Share purchase warrants

Details of outstanding share purchase warrants are as follows:

	Year Ended August 31, 2021		Year Ended August 31, 2020	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
		\$		\$
Balance, beginning of the year	37,152,348	0.40	40,900,764	0.40
Issued	4,920,000	0.13	-	-
Exercised	-	-	-	-
Expired/cancelled	(3,009,998)	0.49	(3,748,416)	0.35
Outstanding, end of the year	39,062,350	0.37	37,152,348	0.40

As at August 31, 2021, the weighted-average contractual remaining life of the share purchase warrants was 2.12 years (August 31, 2020 – 2.66 years).

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Note 9 Related Party Transactions

	2021	2020
Compensation:		
Consulting fees	\$ 349,033	\$ 166,500
Production costs	151,855	67,500
Rent and Accounting	40,513	43,150
Share-based payments	81,982	81,120
	<u>\$ 623,383</u>	<u>\$ 358,270</u>

During the year ended August 31, 2021, the Company incurred management consulting fees of \$79,033 (2020 – \$nil) and a bonus of \$135,000 (included in consulting fees for the period) to a private company controlled by the Company’s President and CEO. As at August 31, 2021, \$300 (August 31, 2020 - \$35,000) was payable to this private company for the unpaid portion of these fees.

During the year ended August 31, 2021, the Company incurred management consulting fees of \$nil (2020 - \$82,500), salaries allocated to production costs of \$151,855 (2020 - \$67,500) and a bonus of \$135,000 (included in consulting fees for the period) to the Company’s COO. As at August 31, 2021, \$nil (2020 - \$67,599) was payable for the unpaid portion of these amounts.

During the year ended August 31, 2020, the Company paid rent and accounting fees of \$40,513 (2020 - \$43,150) to a private company controlled by a director of the Company. As at August 31, 2021, \$21,625 (2020 - \$27,712) was payable for the unpaid portion of these amounts.

During the year ended August 31, 2021, the Company recorded share-based compensation expense of \$81,982 pursuant to 850,000 stock options issued to directors and officers of the Company.

During the year ended August 31, 2020, the Company recorded share-based compensation expense of \$81,120 pursuant to 487,500 stock options issued to directors and officers of the Company.

Refer also to Note 10.

Note 10 Loans payable

On July 12, 2019, \$190,000 was advanced from a party related to the Company’s CEO. The promissory note is repayable, in whole or in part, upon written notice provided by the lender and bears interest at a rate of 8.95% compounded annually. An additional \$260,000 was advanced by the party during the year ended August 31, 2020. During the year ended August 31, 2021, the Company made payments in aggregate of \$212,613 towards the outstanding balance.

On August 15, 2019, \$50,000 was advanced to the Company from an unrelated party. The promissory note is repayable, in whole or in part, upon written notice provided by the lender and bears interest at a rate of 8.95% compounded annually. An additional \$80,000 was advanced by this party during the year ended August 31, 2020 under the same terms as the original promissory note. During the year ended August 31, 2021, the Company made payments in aggregate of \$19,438 towards the outstanding balance.

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Note 10 Loans payable – (cont'd)

During the year ended August 31, 2020, an aggregate of \$210,000 was advanced to the Company from other directors. These promissory notes are repayable, in whole or in part, upon written notice provided by the lenders and bear interest at a rate of 9.00% compounded annually. During the year ended August 31, 2021, the Company made payments in aggregate of \$215,765 towards the outstanding balances.

During the year ended August 31, 2020, \$25,000 was advanced to the Company from an unrelated party. This promissory note is repayable, in whole or in part, upon written notice provided by the lenders and bear interest at a rate of 8.95% compounded annually.

	2021	2020
Balance, beginning of the year	\$ 729,042	\$ 242,436
Loans advanced	-	575,000
Interest on loans	38,478	60,955
Loans repaid	(447,816)	(149,349)
Outstanding, end of the year	\$ 319,704	\$ 729,042

Note 11 Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity, as well as cash and cash equivalents. There are no external restrictions on the use of the Company's capital other than as provided in Policy 2.4 Capital Pool Companies of the TSX Venture Exchange.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash amounting to \$580,177 at August 31, 2021. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

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Note 11 Capital Management – (cont'd)

Fair Value of Financial Instruments

The fair value of the Company's financial assets approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The fair value classification of the Company's financial instruments as at August 31, 2021 is as follows:

	Fair value level	As at August 31, 2021	
		Fair value through profit or loss	Loans and receivables at amortized cost
<i>Financial assets</i>			
Cash	1	\$ 580,177	\$ -
Accounts receivable	1	-	210,917
		<u>\$ 580,177</u>	<u>\$ 210,917</u>

The fair value classification of the Company's financial instruments as at August 31, 2020 is as follows:

	Fair value level	As at August 31, 2020	
		Fair value through profit or loss	Loans and receivables at amortized cost
<i>Financial assets</i>			
Cash	1	\$ 282,708	\$ -
Accounts receivable	1		526,529
		<u>\$ 282,708</u>	<u>\$ 526,529</u>

During the years ended August 31, 2021 and 2020, there were no transfers between level 1, level 2 and level 3 classified assets.

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Note 12 Income Taxes

The reconciliation of the income tax provision compute at statutory rates is as follows:

	2021	2020
Net income (loss) for the year before tax	\$ 241,097	\$ 1,494,002
Expected income tax expense (recovery)	65,096	403,381
Net adjustment for deductible and non-deductible amounts	159,984	13,476
Non-capital losses utilized	(225,080)	(416,857)
	\$ -	\$ -

There are no deferred tax assets or liabilities presented in the statement of financial position.

Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognized are attributable to the following:

	2021	2020
Deferred income tax assets:		
Non-capital loss carryforwards	\$ 3,314,000	\$ 4,045,000
Share issuance costs	115,514	217,783
Property, plant and equipment	1,640,591	387,577
Deferred income tax assets	\$ 5,009,105	\$ 4,650,360

Subject to certain restrictions, the Company has non-capital losses available for possible deduction against future years' taxable income of approximately \$3,314,000 (2020 - \$4,045,000). The Company has not recognized any future benefit for these tax losses, as the likelihood of their utilization is unknown. If unused, these non-capital losses will expire as follows:

2038	\$ 1,252,000
2039	2,062,000
	<u>\$ 3,314,000</u>

Note 13 Supplemental Non-cash Disclosures

The Company incurred \$51,935 (2020 - \$221,115) in property, plant and equipment costs which were included in accounts payable and accrued liabilities as at August 31, 2021.