DOLARIN LTD.

FINANCIAL STATEMENTS

FOR PERIOD FROM INCEPTION (FEBUARY 26, 2018) TO APRIL 30, 2018

(Expressed in US Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and Shareholders of
Dolarin Ltd.

Report on the financial statements

We have audited the accompanying financial statements of Dolarin Ltd., which comprise the statement of financial position as at April 30, 2018, and the statements of operations and comprehensive loss, cash flows and changes in deficiency for the period from inception (February 26, 2018) to April 30, 2018, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Dolarin Ltd. as at April 30, 2018, and its financial performance and its cash flows for the period from inception (February 26, 2018) to April 30, 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which describes matters and conditions that indicate the existence of a material uncertainty that casts substantial doubt about the Company's ability to continue as a going concern.

Vancouver, Canada — *"Morgan & Company LLP"*

January 18, 2019 — Chartered Professional Accountants

PO Box 10007, 1630 – 609 Granville Street, Vancouver, British Columbia, Canada V7Y 1A1
Tel: (604) 687 – 5841 Fax: (604) 687 – 0075 www.morgancollp.com

DOLARIN LTD.

STATEMENT OF FINANCIAL POSITION
(Expressed in US Dollars)

	APRIL 30 2018
ASSETS	
Current	
Cash	$ -
Total Assets	$ -
LIABILITIES	
Current	
Accounts payable and accrued liabilities	$ 3,500
Total Liabilities	3,500
DEFICIENCY	
Share Capital (Note 7)	1,000
Contributed Surplus	101
Deficit	(4,601)
Total DEFICIENCY	(3,500)
Total Liabilities and Deficiency	$ -

The financial statements were approved and authorized for issue by the Board of Directors on January 18, 2019. They were signed on the Company's behalf by:

"Zaki Rakib"	*"Vivien Rakib"*
Director	Director

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

DOLARIN LTD.

STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in US Dollars)

	PERIOD FROM INCEPTION (FEBRUARY 26, 2018) to APRIL 30, 2018
Expenses	
Professional fees	$ 4,601
Net Loss and Comprehensive Loss for the Period	$ 4,601
Loss per Share, Basic and Diluted	$ 0.05
Weighted Average Number of Shares Outstanding	100,000

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

DOLARIN LTD.
STATEMENT OF CASH FLOWS
(Expressed in US Dollars)

	PERIOD FROM INCEPTION (FEBRUARY 26, 2018) to APRIL 30, 2018
Cash Provided by (Used in)	
Operating Activities	
Net loss for the period	$ (4,601)
Items not involving cash	
Accrued professional fees	3,500
Issuance of shares in settlement of legal fees	1,101
	-
Net Increase (Decrease) in Cash	-
Cash, Beginning of Period	-
Cash, End of Period	$ -

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

DOLARIN LTD.
STATEMENT OF CHANGES IN DEFICIENCY

FOR THE PERIOD FROM INCEPTION (FEBRUARY 26, 2018) TO APRIL 30, 2018
(Expressed in US Dollars)

	SHARE CAPITAL		CONTRIBUTED		TOTAL
	NUMBER	AMOUNT	SURPLUS	DEFICIT	DEFICIENCY
Balance at inception	-	$ -	$ -	$ -	$ -
Issuance of shares for incorporation costs	100,000	1,000	101	-	1,101
Net loss for the period	-	-	-	(4,601)	(4,601)
Balance April 30, 2018	**100,000**	**$ 1,000**	**$ 101**	**$ (4,601)**	**$ (3,500)**

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

DOLARIN LTD.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED APRIL 30, 2018
(Expressed in US Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

a) Nature of Operations

Dolarin Ltd. (the "Company"), was originally incorporated on February 26, 2018 under the laws of the State of Israel, and until the closing of the Transaction (as defined below), was a fully owned subsidiary of Bio Harvest Ltd ("BioHarvest"), an Israeli company that is engaged in research and development in the food industry.

On April 19, 2018, BioHarvest entered into a Share Purchase Agreement (The "SPA") with Midnight Star Ventures Corp ("Midnight") whereby, subject to shareholder and regulatory approval, Midnight shall acquire a 100% interest of Dolarin Ltd. In consideration Midnight shall issue to BioHarvest common shares equal to 50% of the current issued and outstanding shares of Midnight. As a result of the agreement, Midnight will become the sole shareholder of Dolarin, and BioHarvest will control Midnight (the "Transaction"). The completion of Transaction, which took place subsequent to the balance sheet date, on September 27, 2018 constituted a Reverse Takeover ("RTO") of Midnight by Dolarin. (See Note 10 – "Subsequent Events"). Following the Transaction, Midnight changed its name to Canna-V-Cell Sciences Inc. ("CannaVCell").

On April 19, 2018, BioHarvest and Dolarin entered into a Licence Agreement, which has an effective date of the closing of the Transaction. Pursuant to the licence agreement Dolarin shall acquire certain worldwide, non-transferable, royalty bearing licences in perpetuity from BioHarvest for the use of BioHarvest's biotechnology for the production and sale of cannabis products for the medical and recreational markets.

On April 19, 2018, BioHarvest and Dolarin also entered into a Services Agreement with an effective date of the closing of the Transaction. Pursuant to the Servicing Agreement Dolarin will contract BioHarvest to perform certain limited research, development and commercialization of BioHarvest's technology for the field of cannabis including the equipment, materials, facilities and personnel. The initial period of the agreement shall be for 16 months, from closing of the transaction.

b) Going Concern

These statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown in these financial statements and do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

During the period from inception (February 26, 2018) to April 30, 2018, the Company incurred a net loss of $4,601 and at April 30, 2018 has an accumulated deficit of $4,601. The operations of the Company have been funded by the issuance of ordinary shares. Continued operations of the Company are dependent on the Company's ability to complete equity financings or obtain external funding from third parties.

1. NATURE OF OPERATIONS AND GOING CONCERN (Continued)

b) Going Concern (Continued)

Management's plan in this regard is primarily to secure additional funds through future equity financings, which may be unavailable or unavailable on reasonable terms. These factors may cast significant doubt on the use of the going concern basis of accounting.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC") with the exception of certain disclosures with respect to Income Taxes.

b) Basis of Presentation

These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional currency of the Company is the US dollar, being the currency of the economic environment of the Company's operations. The functional currency is also the presentation currency.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. See Note 4 for Critical Accounting Estimates and Judgments made by management in the application of IFRS.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these financial statements set out below have been applied consistently in all material respects.

Cash, Cash Equivalents

Cash consists of cash held in an interest bearing bank account. For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes. The Company has no cash or cash equivalents as at April 30, 2018.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the loss for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method.

Diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

Financial instruments

Upon initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at amortized cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL.

Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated, and instead the hybrid financial instrument as a whole is assessed for classification. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (loss). This election is made on an investment-by-investment basis.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to initial recognition and how changes in value are recorded. The following accounting policies apply to the subsequent measurement of financial assets.

a) Financial assets at FVTPL - These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

b) Financial assets at amortized cost - These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

c) Financial assets at FVOCI - These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Gains or losses recognized on the sale of the equity investment are recognized in other comprehensive income (loss) and are never reclassified to profit or loss.

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

An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Derivative contracts are recognized at fair value on initial recognition. Subsequently, derivatives are remeasured at their fair value. The method of recognizing any resulting gain or loss depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged:

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

a) Changes in the fair values of derivatives that are designated and qualify as fair value hedges are recorded in profit or loss, together with any changes in the fair values of the hedged assets or liabilities that are attributable to the hedged risk

b) The effective portions of changes in the fair values of derivatives that are designated and qualify as cash-flow hedges are recognized in equity. The gain or loss relating to any ineffective portion is recognized immediately in profit or loss.

c) Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognized immediately in profit or loss.

Amounts accumulated in the hedge reserve are recycled in the statement of loss in the periods when the hedged items will affect profit or loss (for instance when the forecast sale that is hedged takes place).

If a forecast transaction that is hedged results in the recognition of a non-financial asset or a liability, the gains and losses previously deferred in the hedge reserve are included in the initial measurement of the cost of the asset or liability.

Financial instruments subject to fair value measurement are classified within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets, or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

Level 3 – Applies to assets or liabilities which are not based on observable market data.

Intangible Assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible Assets (Continued)

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Intangible assets acquired in a business combination and recognized separately from goodwill are initially recognized at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Share Capital

Common shares are classified as equity. Proceeds from unit placements are allocated between shares and warrants issued using the relative fair value method. Costs directly identifiable with share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issuance costs related to uncompleted share subscriptions are charged to operations in the period they are incurred

The reserves recorded in equity on the Company's Statement of Financial Position include Contributed Surplus which is used to recognize the excess of proceeds received over the par value of the shares issued.

Accounting Standards Issued but Not Yet Applied

International Financial Reporting Standard 16, Leases ("IFRS 16") replaces IAS 17 – Leases and requires lessees to account for leases on the balance sheet by recognizing a right to use asset and lease liability. The standard is effective for annual reports beginning on or after January 1, 2019, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

4. USE OF ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

4. USE OF ESTIMATES AND JUDGMENTS (Continued)

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

i) Impairment

At each reporting period, long-lived assets, are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the recoverable amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

ii) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law.

For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision.

Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

iii) Determination of Going Concern Assumption

The preparation of these financial statements requires management to make judgments regarding the ability of the Company to continue as a going concern as discussed in Note 1.

5. SHARE CAPITAL

a) Authorized

10,000,000 ordinary shares, with par value of $0.01.

b) Issued

The Company issued upon incorporation 100,000 ordinary shares with no par value in settlement of the incorporation costs of the Company which aggregated $1,101.

On April 29, 2018, the Company reorganized its capital structure such that the authorized share capital became 10,000,000 ordinary shares of $0.01 par value. The Company also retrospectively amended the issued share capital such that all issued shares have a par value of $0.01.

As a result of the above reorganization, the share capital has been restated since inception to reflect the change.

6. RISK MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include currency and liquidity risks. Where material, these risks are reviewed and monitored by the Board of Directors.

As at April 30, 2018, due to the inactive nature of the Company the Board of Directors has assessed the current financial and currency risks to be minimal.

7. CAPITAL MANAGEMENT

When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the Company's operations.

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 team to manage its capital.

Management considers its approach to capital management to be appropriate given the relative size of the Company. The Company is not subject to externally imposed capital requirements.

(Expressed in US Dollars)

8. RELATED PARTY TRANSACTIONS

Related party transactions were incurred in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties. Key management personnel are the persons responsible for planning, directing and controlling the activities of the Company, and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

The related party transaction that occurred during the period from inception (February 26, 2018) to April 30, 2018 consisted of the settlement of $1,101 of incorporation costs by the issuance of 100,000 ordinary shares to BioHarvest, the parent Company.

9. INCOME TAXES

A reconciliation of income taxes at statutory rates of 23% with the reported taxes follows:

	PERIOD FROM INCEPTION (FEBRUARY 26, 2018) to APRIL 30, 2018
Expected income tax recovery	$ (1,000)
Non-deductible items and other	1,000
Deferred income tax recovery	$ -

The significant components of the Company's deferred income tax assets were as follows:

	APRIL 30, 2018
Deferred income tax assets:	
Non-capital losses carried forward	$ 1,000
Total deferred income tax assets	1,000
Deferred income tax assets not recognized	(1,000)
	$

10. SUBSEQUENT EVETNS

On September 27, 2018, Canna-V-Cell Sciences Inc. (formerly Midnight Star Ventures Corp. (“Midnight Star”)(“CannaVCell”) completed the Transaction with BioHarvest and Dolarin. CannaVcell issued 48,337,496 shares to BioHarvest in consideration for 100% of the issued share capital of Dolarin (1,000,000 shares). As a result of the Transaction, Dolarin became a wholly-owned subsidiary of CannaVcell. Completion of the Transaction resulted in a Reverse Takeover and change of business for CannaVcell (the “RTO”).

CannaVcell obtained final approval for the Transaction from the Exchange on October 2, 2018 and trades on the Canadian Securities Exchange under the symbol “CNVC”.

Concurrent with the completion of the Transaction, CannaVcell completed a brokered private placement issuing 20,119,665 units at a price of $0.15 per unit for gross proceeds of $3,017,950. Each unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share at a price of $0.23 for a period of 24 months following the issuance. The brokers for the private placement received cash commission of $115,573, 770,483 broker’s warrants with a fair value of $30,300, and 1,450,124 common shares with a fair value of $160,964.

On April 19, 2018, BioHarvest and Dolarin entered into a Licence Agreement, which has an effective date of the closing of the Transaction. Pursuant to the licence agreement Dolarin shall acquire certain worldwide, non-transferable, royalty bearing licences in perpetuity from BioHarvest for the use of BioHarvest’s biotechnology for the production and sale of cannabis products for the medical and recreational markets.

Dolarin shall acquire the licences for the following consideration:

a) The issuance of 900,000 common shares of Dolarin to BioHarvest.
b) The payment of $160,000 in 16 equal monthly payments of $10,000 commencing on the effective date.
c) The payment to BioHarvest of a milestone payment comprising $840,000 upon the commencement of construction of the first manufacturing facility for relevant licenced product

On April 19, 2018, BioHarvest and Dolarin also entered into a Services Agreement with an effective date of the closing of the Transaction. Pursuant to the Servicing Agreement Dolarin will contract BioHarvest to perform certain limited research, development and commercialization of BioHarvest’s technology for the field of cannabis including use of BioHarvest’s equipment, materials, facilities and personnel. The initial period of the agreement shall be for 16 months, from closing of the transaction at a budgeted cost of $1,538,000. Further expenditures may be required if the objectives of the research are not met during the initial period.