Unaudited Interim Condensed Consolidated Financial Statements

For the Three Months Ended March 31, 2023

Expressed in U.S. dollars in thousands

NOTICE TO SHAREHOLDERS

The accompanying unaudited interim condensed consolidated financial statements of BioHarvest Sciences Inc. for the three months ended March 31, 2023 have been prepared by management in accordance with International Financial Reporting Standards applicable to consolidated interim financial statements (Note 2). Recognizing that the Company is responsible for both the integrity and objectivity of the unaudited interim condensed consolidated financial statements, management is satisfied that these unaudited interim condensed consolidated financial statements have been fairly presented.

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

The Company's independent auditor has not performed a review of these unaudited interim condensed consolidated financial statements in accordance with standards established by the Institute of Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Unaudited Interim Condensed Consolidated Financial Statements For the Three Months Ended March 31, 2023 Expressed in U.S. dollars in thousands

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Unaudited Interim Condensed Consolidated Statement of Financial Position U.S. dollars in thousands, except per share data

	Notes	As at March 31, 2023	As at December 31, 2022
Assets		,	,
Current			
Cash and cash equivalents		\$ 300	\$ 1,736
Trade accounts receivable		544	545
Other accounts receivable		511	663
Inventory		1,858	1,378
Total current assets		3,213	4,322
Non-current			
Restricted cash		160	163
Property and equipment, net		5,085	4,908
Total non-current assets		5,245	5,071
Total assets		\$ 8,458	\$ 9,393
Liabilities			
Current liabilities			
Trade accounts payable		\$ 1,780	\$ 1,067
Other accounts payable		1,900	1,740
Accrued liabilities		208	163
Convertible Loans	5	6,083	8,549
Total current liabilities		9,971	11,519
Non-current liabilities			
Cash-settled share-based payment		-	123
Lease liability		1,548	1,670
Liability to Agricultural Research Organization		2,103	2,010
Total non-current liabilities		3,651	3,803
Shareholders' deficit			
Share capital and premium	3	66,529	65,012
Accumulated deficit		(71,693)	(70,941)
Total Shareholders' deficit		(5,164)	(5,929)
Total liabilities and shareholders' deficit		\$ 8,458	\$ 9,393

Going concern (Note 1b)

May 30, 2023

Date of approval of the financial statements

"Zaki Rakib"

"Ilan Sobel"

CEO

Unaudited Interim Condensed Consolidated Statement of Comprehensive Loss U.S. dollars in thousands, except per share data

	Three-months period ended March 31,		
	2023	2022	
Revenues	\$ 2,163	\$ 699	
Cost of revenues	1,371	520	
Gross profit	792	179	
Operating expenses			
Research and development expenses	611	771	
Sales and marketing expenses	1,841	1,030	
General and administrative expenses	875	1,011	
Total operating expenses	3,327	2,812	
Loss from operations	2,535	2,633	
Finance expenses	143	148	
Finance income	1,926	651	
Net loss before tax	752	2,130	
Net loss and comprehensive loss	\$ 752	\$ 2,130	
Basic and diluted loss per share	0.00	0.00	
Weighted average number of shares outstanding	465,720,560	454,334,714	

Unaudited Interim Condensed Consolidated Statement of Changes in Shareholders' Equity U.S. dollars in thousands, except per share data

For the three-month period ended March 31, 2023:

	Note	Number of shares	Share Capital and Premium	A	Accumulate deficit	d	Total
Balance, January 1, 2023		460,716,275	\$ 65,012	\$	(70,941)	\$	(5,929)
Share based compensation		-	225		-		225
Conversion of Convertible Loans	3,6	5,774,175	1,292		-		1,292
Comprehensive loss for the period		-	-		(752)		(752)
Balance, March 31, 2023		466,490,450	\$ 66,529	\$	(71,693)	\$	(5,164)

Unaudited Interim Condensed Consolidated Statement of Changes in Shareholders' Equity U.S. dollars in thousands, except per share data

For the three-month period ended March 31, 2022:

	Number of shares	Share Capita and Premium	Accumulated deficit	l	Total
Balance, January 1, 2022	453,630,137	\$ 62,560	\$ (59,705)	\$	2,855
Share based compensation	-	441	-		441
Exercise of options	702,499	88	-		88
Exercise of warrants	164,000	64	-		64
Comprehensive loss for the period	-	-	(2,130)		(2,130)
Balance, March 31, 2022	454,496,636	\$ 63,153	\$ (61,835)	\$	1,318
Exercise of options and warrants by employees and consultants	6,219,639	731	-		731
Share based compensation	-	1,128	-		1,128
Comprehensive loss for the period	-	-	(9,106)		(9,106)
Balance, December 31, 2022	460,716,275	\$ 65,012	\$ (70,941)	\$	(5,929)

Unaudited Interim Condensed Consolidated Statement of Cash Flows

U.S. dollars in thousands, except per share data

Cash flows from operating activities: (752) 2023 Net loss for the period \$(752) \$(2,130) Adjustments to reconcile net loss to net cash used in operating activities: 198 136 Depreciation and amortization 198 136 Fair value adjustments of derivative liability - convertible loans 1,874 615 Fair value adjustments of derivative liability - warrants 2 (615) Interest and re-assessment on liability for Agricultural Research Organization, net 93 84 Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Change in inventory (480) (307) 124 473 Change in inventory (480) (307) 124 473 124 473 124<			Three-months period ended March 31,		
Net loss for the period \$ (752) \$ (2,130) Adjustments to reconcile net loss to net cash used in operating activities: 198 136 Depreciation and amortization 198 136 Fair value adjustments of derivative liability - convertible loans (1,874) - Fair value adjustments of derivative liability - warrants - (615) Interest and re-assessment on liability for Agricultural Research 93 84 Organization, net 93 84 Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Changes in operations assets and liabilities: (480) (307) Change in inventory (480) (307) Change in trade accounts receivables 1 24 Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities (376) (391)		Note	2023	2022	
Net loss for the period \$ (752) \$ (2,130) Adjustments to reconcile net loss to net cash used in operating activities: 198 136 Depreciation and amortization 198 136 Fair value adjustments of derivative liability - convertible loans (1,874) - Fair value adjustments of derivative liability - warrants - (615) Interest and re-assessment on liability for Agricultural Research 93 84 Organization, net 93 84 Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Changes in operations assets and liabilities: (480) (307) Change in inventory (480) (307) Change in trade accounts receivables 1 24 Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities (376) (391)	Cash flows from operating activities:				
Depreciation and amortization	Net loss for the period		\$ (752)	\$ (2,130)	
Fair value adjustments of derivative liability - convertible loans (1,874) - Fair value adjustments of derivative liability - warrants - (615) Interest and re-assessment on liability for Agricultural Research 93 84 Organization, net 93 84 Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Changes in operations assets and liabilities: (480) (307) Change in inventory (480) (307) Change in trade accounts receivables 1 24 Change in trade accounts receivables 152 (154) Change in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities (376) (391) Purchase of property and equipment (376) (391) Net cash used in investing activities (83) (103)					
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Interest and re-assessment on liability for Agricultural Research Organization, net 93 84 Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Changes in operations assets and liabilities: 8 (480) (307) Change in inventory (480) (307) Change in trade accounts receivables 1 24 Change in other accounts receivables 152 (154) Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities: 8 (1,655) (2,503) Net cash used in investing activities (376) (391) Net cash flow from financing activities (376) (391) Cash flow from financing activities (83) (103) Net proceeds from unit of securities to be issued - - - Convertible loans received 5 700	Fair value adjustments of derivative liability - convertible loans		(1,874)	-	
Organization, net 93 84 Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Changes in operations assets and liabilities:			-	(615)	
Finance expense, net (18) (14) Share based compensation (including cash-settled share-based payment) 124 473 Changes in operations assets and liabilities: 307 (480) (307) Change in inventory (480) (307) (24	Interest and re-assessment on liability for Agricultural Research				
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Changes in operations assets and liabilities: Change in inventory (480) (307) Change in trade accounts receivables 1 24 Change in other accounts receivables 152 (154) Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities: 2 (376) (391) Net cash used in investing activities (376) (391) Cash flow from financing activities (376) (391) Cash flow from financing activities (376) (391) Payments of lease liabilities (83) (103) Net proceeds from unit of securities to be issued - - Convertible loans received 5 700 - Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 <t< td=""><td></td><td></td><td></td><td></td></t<>					
Change in inventory (480) (307) Change in trade accounts receivables 1 24 Change in other accounts receivables 152 (154) Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities: 2 (376) (391) Net cash used in investing activities (376) (391) Net cash used in investing activities (376) (391) Cosh flow from financing activities (376) (391) Net cash used in investing activities (376) (391) Convertible loans received 5 700 - Exercise of options - - 88 Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (1,414	• •		124	473	
Change in trade accounts receivables 1 24 Change in other accounts receivables 152 (154) Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities Purchase of property and equipment (376) (391) Net cash used in investing activities (376) (391) Payments of lease liabilities (83) (103) Net proceeds from unit of securities to be issued - - Convertible loans received 5 700 - Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (22) - Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4					
Change in other accounts receivables 152 (154) Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities: Purchase of property and equipment (376) (391) Net cash used in investing activities (83) (103) Payments of lease liabilities (83) (103) Net proceeds from unit of securities to be issued - - Convertible loans received 5 700 - Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (22) - Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117			(480)		
Changes in trade payables and accrued expenses 931 39 Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities: Purchase of property and equipment (376) (391) Net cash used in investing activities (376) (391) Payments of lease liabilities (83) (103) Net proceeds from unit of securities to be issued - - Convertible loans received 5 700 - Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (22) - Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117			-		
Cash used in operations (1,625) (2,464) Interest paid (30) (39) Net cash used in operating activities (1,655) (2,503) Cash flow from investing activities: Secondary of property and equipment (376) (391) Net cash used in investing activities (376) (391) Cash flow from financing activities (83) (103) Payments of lease liabilities (83) (103) Net proceeds from unit of securities to be issued - - Convertible loans received 5 700 - Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (22) - Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117	<u> </u>			` '	
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Net cash used in operating activities(1,655)(2,503)Cash flow from investing activities: Purchase of property and equipment(376)(391)Net cash used in investing activities(376)(391)Cash flow from financing activities(83)(103)Payments of lease liabilities(83)(103)Net proceeds from unit of securities to be issuedConvertible loans received5700-Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Cash used in operations		(1,625)	(2,464)	
Cash flow from investing activities: Purchase of property and equipment(376)(391)Net cash used in investing activities(376)(391)Cash flow from financing activities(83)(103)Payments of lease liabilities(83)(103)Net proceeds from unit of securities to be issuedConvertible loans received5700-Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Interest paid		(30)	(39)	
Purchase of property and equipment(376)(391)Net cash used in investing activities(376)(391)Cash flow from financing activities(83)(103)Payments of lease liabilities(83)(103)Net proceeds from unit of securities to be issuedConvertible loans received5700-Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Net cash used in operating activities		(1,655)	(2,503)	
Net cash used in investing activities(376)(391)Cash flow from financing activities(83)(103)Payments of lease liabilities(83)(103)Net proceeds from unit of securities to be issuedConvertible loans received5700-Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	-				
Cash flow from financing activitiesPayments of lease liabilities(83)(103)Net proceeds from unit of securities to be issuedConvertible loans received5700-Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Purchase of property and equipment		(376)	(391)	
Payments of lease liabilities (83) (103) Net proceeds from unit of securities to be issued Convertible loans received 5 700 Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (22) Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117	Net cash used in investing activities		(376)	(391)	
Net proceeds from unit of securities to be issued Convertible loans received 5 700 - Exercise of options - 88 Exercise of warrants - 58 Net cash provided by financing activities 617 43 Exchange rate differences on cash and cash equivalents (22) - Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117	Cash flow from financing activities				
Convertible loans received5700-Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117			(83)	(103)	
Exercise of options-88Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Net proceeds from unit of securities to be issued		-	-	
Exercise of warrants-58Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Convertible loans received	5	700	-	
Net cash provided by financing activities61743Exchange rate differences on cash and cash equivalents(22)-Decrease in cash and cash equivalents(1,414)(2,851)Cash and cash equivalents at the beginning of the period1,7364,117	Exercise of options		-	88	
Exchange rate differences on cash and cash equivalents Decrease in cash and cash equivalents Cash and cash equivalents at the beginning of the period (22) (1,414) (2,851) (3,414)	Exercise of warrants		-	58	
Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117	Net cash provided by financing activities		617		
Decrease in cash and cash equivalents (1,414) (2,851) Cash and cash equivalents at the beginning of the period 1,736 4,117	Exchange rate differences on cash and cash equivalents		(22)	-	
Cash and cash equivalents at the beginning of the period 1,736 4,117	•			(2.851)	
	•				
	Cash at the end of the period		\$ 300	\$ 1,266	

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 1- GENERAL:

A. The Company:

BioHarvest Sciences Inc. the "Company" or "BioHarvest Sciences"), together with its wholly owned subsidiaries (the "Group"), the Company was incorporated under the Business Corporations Act of British Columbia on April 19, 2013. The Company fully owns BioHarvest Ltd., ("BioHarvest"), a company incorporated in Israel, and Superfood Nutraceuticals Inc., ("Superfood") a company incorporated in Delaware, USA.

BioHarvest was incorporated in January 2007 and commenced its activity in July 2007.

In July 2014, BioHarvest Ltd incorporated a Delaware based subsidiary, BioHarvest Inc ("BioHarvest Inc").

On October 28, 2020, BioHarvest Sciences incorporated a wholly owned subsidiary in Delaware, Superfood Nutraceuticals Inc. ("Superfood").

The Company is publicly traded on the Canadian Securities Exchange under the symbol BHSC, on the OTC under the symbol CNVCF and on the Frankfurt Stock Exchange under the symbol 8MV.

The official address of the Company is 1140-625 Howe St., Vancouver, BC V6C 2T6, Canada.

Description of Business

The Company is engaged in two business segments.

- a) Nutraceuticals Research and development of science based therapeutic solutions for the nutraceutical industry.
- b) Pharmaceuticals Research and development of plant cell-based Active Pharmaceutical Ingredients that can assist in the treatment of specific medical indications.

Nutraceuticals - Super fruits (Polyphenol Anti-Oxidant) products

The Company's first nutraceutical superfruits product, VINIA®, is a red grape powder consumed as a food that provides the benefits of red wine consumption but without the sugar and alcohol found in wine. The Company has conducted various clinical trials, to verify the efficacy of the VINIA® powder and has made all required notifications required by the FDA to support the use of its claims on packaging and in communication materials. VINIA® has gone through the necessary regulatory approval processes both in the US and in Israel and is approved for classification as a food item as well as a dietary supplement in these respective markets.

Pharmaceuticals- Cannabis and Red grape cells (RGC)

The Company's Bio-Plant CELLicitation TM technology may be used in the pharmaceutical cannabis industry to produce cannabis cells in a process that is controlled, consistent, aseptic, non-GMO, pesticide-free and chemical-free.

The Bio-Plant CELLicitation TM technology developed by the Company is protected by 14 granted patents.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 1- GENERAL (Continued):

B. Going concern:

The Company incurred losses from operations since its inception. As of March 31, 2023, the Company has an accumulated deficit of \$71,693. The Company generated negative cash flows from operating activities of \$1,655 and a loss in the amount of \$752 for the three months ended March 31, 2023. As of the date of the issuance of these financial statements, the Company has not yet commenced generating sufficient sales, and therefore depends on fundraising from new and existing investors to finance its activities. These factors raise material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. The company's management believes that the company will be able to pay its debts when they fall due, and to fund near term anticipated activities based on proceeds from capital fund raising and future revenues. The Company's management are satisfied that it is appropriate to prepare the financial statements on a going concern basis on the basis that the above can be reasonably expected to be accomplished.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 2 - BASIS OF PREPARATION:

The Company prepares its unaudited interim condensed consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") using the accounting policies described herein as issued by International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. These interim unaudited condensed consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting.

This interim condensed consolidated financial information does not include all of the information required for annual consolidated financial statements and should be read in conjunction with the Company's annual financial statements as of December 31, 2022. The significant accounting policies applied in the annual financial statements of the Company as of December 31, 2022, are applied consistently in these interim consolidated financial statements.

New IFRSs adopted in the period

There are a number of standards and interpretations which have been issued by the International Accounting Standards Board that are effective for periods beginning subsequent to December 31, 2023 (the date of the Company's next annual financial statements). The Company has decided not to early adopt these standards and interpretations. The Company does not believe these standards and interpretations will have a material impact on the financial statements once adopted.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 3 - SHARE CAPITAL:

	Number of	of shares
	March 31, 2023	December 31, 2022
	Issued and outstanding	Issued and outstanding
Ordinary shares	466,490,450	460,716,275

a. The Company is authorized to issue an unlimited number of common shares.

NOTE 4 - SHARE BASED COMPENSATION:

- a. Options granted under the Company's 2008 Israeli Share Option Plan ("Plan") are exercisable in accordance with the terms of the Plan, within 10 years from the date of grant, against payment of the exercise price.
- b. On February 3, 2023, the Company granted employees and consultants 395,000 options to purchase shares of the Company at CAD 0.29 (\$0.22) per share under the Company's share option plan. The options will be exercisable for a 10-year period. 370,000 options will vest quarterly over a 3-year period, 25,000 options will vest over a 3 month period. The total value of the options granted is CAD 57 (\$43).
- c. On March 13, 2023, the Company granted employees and consultants 350,000 options to purchase the Company's shares at CAD 0.22 (\$0.16) per share under the Company's share option plan. The options will be exercisable for a 10-year period. The options will vest quarterly over a 2-year period. The total value of the options granted is CAD 39 (\$28).
- d. The following table summarizes information regarding expenses relating to share-based compensation:

	Three months ended March 31, 2023	Three months ended March 31, 2022
Equity settled compensation	225	441
Cash settled compensation	(101)	32
	124	473

b. During the three month period ended March 31, 2023 the Company issued 5,774,175 common shares as a result of the conversion of convertible loans. The increase in Share capital and premium as a result of this transaction is \$1,292.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 4 - SHARE BASED COMPENSATION (Continued):

e. A summary of activity of options granted to purchase the Company's shares under the Company's share option plan is as follows:

	March 31, 2023		December 3	1, 2022
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Options outstanding at the beginning of the period	62,421,307	0.19	63,958,113	0.19
Changes during the period:				
Options granted (See b,c)	745,000	0.19	8,160,800	0.23
Options cancelled	-	-	(4,993,800)	0.35
Options exercised	-	-	(4,022,138)	0.11
Options forfeited*	(325,000)	0.24	(681,668)	0.18
Options outstanding at the end of the period (**)	62,841,307	0.18	62,421,307	0.19
Options exercisable at end of period	53,186,389		48,710,096	

^(*) During the three month period ended March 31, 2023 325,000 options were forfeited due to termination of employment.

^(**) The options outstanding at March 31, 2023 had a weighted-average contractual life of 7.72 years (March 31, 2022: 8.1 years).

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 4 - SHARE BASED COMPENSATION (Continued):

The following table summarizes information about the options outstanding as at March 31, 2023:

	Options Outstanding		Options Exercisable
Number Outstanding at March 31, 2023	Exercise Price	Expiry Date	at March 31, 2023
18,098,196	\$0.10 (CAD 0.14)	June 9, 2030	16,590,013
7,389,278	\$0.11 (CAD 0.15)	June 10, 2030	7,389,278
12,410,000	\$0.11 (CAD 0.15)	July 29, 2030	12,410,000
700,000	\$0.11 (CAD 0.15)	September 10, 2030	700,000
950,000	\$0.10 (CAD 0.14)	November 9, 2030	712,500
3,781,667	\$0.14 (CAD 0.19)	December 23, 2030	3,270,587
765,000	\$0.27 (CAD 0.36)	January 12, 2031	543,333
241,667	\$0.32 (CAD 0.43)	January 29, 2031	238,333
409,333	\$0.37 (CAD 0.50)	February 8, 2031	229,333
6,000,000	\$0.49 (CAD 0.66)	February 25, 2031	6,000,000
880,000	\$0.38 (CAD 0.51)	March 22, 2031	630,000
365,500	\$0.33 (CAD 0.45)	July 9, 2031	215,500
920,833	\$0.25 (CAD 0.34)	October 8, 2031	411,667
400,000	\$0.25 (CAD 0.34)	October 21, 2031	166,667
63,200	\$0.30 (CAD 0.40)	October 29, 2031	34,033
850,000	\$0.28 (CAD 0.38)	November 29, 2031	383,333
482,000	\$0.26 (CAD 0.35)	March 22, 2032	322,000
300,000	\$0.25 (CAD 0.34)	May 6, 2032	75,000
1,360,000	\$0.18 (CAD 0.24)	July 4, 2032	311,383
30,000	\$0.17 (CAD 0.23)	July 8, 2032	30,000
5,454,633	\$0.24 (CAD 0.32)	September 9, 2032	2,391,067
145,000	\$0.21 (CAD 0.28)	October 21, 2032	79,583
100,000	\$0.21 (CAD 0.28)	November 4, 2032	44,444
395,000	\$0.22 (CAD 0.29)	February 3, 2033	8,333
350,000	\$0.16 (CAD 0.22)	March 10, 2033	<u> </u>
62,841,307			53,186,389

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 4 - SHARE BASED COMPENSATION (Continued):

Warrants

f. A summary of activity of warrants granted to purchase the Company's shares, accounted for as share based compensation is as follows:

	March 31	, 2023	December 31, 2022		
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price	
Warrants outstanding at the beginning of the period	50,000	0.27	3,147,467	0.13	
Changes during the period:					
Issuance of warrants	-	-	-	-	
Exercised	-	-	(2,900,000)	0.10	
Expired	-	-	(197,467)	0.35	
Warrants outstanding at the end of the period	50,000	0.27	50,000	0.27	

The following table summarizes information about the warrants outstanding as at March 31, 2023:

Warrants Outstanding					
Number Outstanding at March 31, 2023 Exercise Price Expiry Date					
50,000	\$0.27 (CAD 0.34)	October 8, 2023			

NOTE 5 - CONVERTIBLE LOANS:

Since March 2023, the Company signed an agreement ("the Agreement") with certain lenders (the "Lenders"), according to which the Company authorized the sale and issuance to the Lenders of Convertible Loan (the "Convertible Loan") with aggregate principal amounts of up to \$8,000 ("Principal Loan Amount"). The Principal Loan Amount, to the extent and for the period of time that such Principal Amount is unconverted, shall bear interest at a rate of 9% per annum from the closing date (the "Closing Date") up to and including the date that is 24 months following the Closing Date (the "Second Anniversary"). The Company will pay the Lenders, to the extent such interest is unconverted:

- (a) any Interest accrued up to and including the date that is twelve months following the Closing Date (the "Anniversary"), on the Anniversary; and
- (b) any Interest accrued between and including the dates that are one day following the Anniversary and twenty-four months following the Closing Date (the "Secondary Anniversary"), on the Second Anniversary.

The Convertible Loan shall mature on the date that is twenty-four months following the Closing Date (the "Maturity Date"). Any unconverted portion of the Principal Loan Amount will be paid on the Maturity Date. The Lenders may, at any time prior to the Maturity Date, elect to convert any unconverted portion of the Principal Loan Amount together with the accrued Interest thereon (the "Remaining Amount"), into common shares in the capital of the Company as constituted on the date hereof ("Shares") at the Conversion Price.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 5 - CONVERTIBLE LOANS (Continued):

The conversion price is the price per Share (the "Conversion Price") that is equal to:

• 20% of the closing price of the Shares, on the principal exchange on which the Shares are listed (the "Exchange"), on the date of receipt of the Conversion Notice by the Company (the "Closing Price").

In the event that the Discounted Conversion Price is less than CAD 0.32 per Share (the "Floor Price"), the Conversion Price will be equal to the Floor Price.

In the event that the Discounted Conversion Price is greater than CAD 0.75 per Share (the "Ceiling Price"), the Conversion Price will be equal to the Ceiling Price.

The Company paid finder's fees of \$23 in connection with the transaction.

The Convertible Loan is denominated in Canadian dollars and convertible into common shares based on the principal and interest balance. The conversion rate to common shares is variable as it depends on the Company's share price prevailing at specific dates on the stock exchange.

Therefore, the convertible loan is a hybrid instrument that includes a debt host contract and an embedded derivative liability.

As the instrument contains an embedded derivative, it has been designated at fair value through profit or loss on initial recognition and as such the embedded conversion feature is not separated. All transaction costs related to financial instruments designated as fair value through profit or loss are expensed as incurred.

The component of fair value changes relating to the company's own credit risk is recognized in other comprehensive income. Amounts recorded in OCI related to credit risk are not subject to recycling in profit or loss but are transferred to retained earnings when realized. Fair value changes relating to market risk are recognized in profit or loss. There was no change in the company company's own credit risk since the issuance of the convertible notes.

The fair value of the Convertible Loans has been determined using the Black-Scholes model. The following assumptions were used to determine the fair value of the Convertible Loans:

	March 31, 2023
Risk-free interest rate	4.03%
Expected volatility	50%

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 6 - FINANCIAL INSTRUMENTS - FAIR VALUE MEASUREMENT:

This note provides an update on the judgements and estimates made by the Company in determining the fair values of the financial instruments since the last annual financial report.

The following table summarizes the information about the level 3 fair value measurements:

March 31, 2023

Item	Fair value	Valuation technique	Fair value hierarchy level	Significant unobservable inputs
Convertible loan	6,083	Binomial model	level 3	Volatility of firm's assets returns*

^{*} A change in the volatility measure by 5% results in a change of +/- \$51 of the fair value

Reconciliation of fair value measurements that are categorized within Level 3 of the fair value hierarchy:

Derivative liability - Warrants

·	
Balance as of December 31, 2021	636
Issuance of warrants	-
Exercise of warrants	(6)
Loss recognized due to changes in warrant's terms	-
Loss (income) recognized in Profit or loss	631
Balance as of December 31, 2022	-
Exercise of warrants	-
Loss (income) recognized in Profit or loss	-
Balance as of March 31, 2023	-
Convertible loan	

Balance as of December 31, 2021	-
Issuance of Convertible loan	7,658
Loss (income) recognized in Profit or loss	891
Conversion of convertible loans	-
Balance as of December 31, 2022	8,549
Convertible loan received	700
Conversion of Convertible loan	(1,292)
Loss (income) recognized in Profit or loss	(1,874)
Balance as of March 31, 2023	6,083

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 6 - FINANCIAL INSTRUMENTS - FAIR VALUE MEASUREMENT (Continued):

Financial instruments not measured at fair value:

Financial instruments not measured at fair value include cash and cash equivalents, restricted cash, trade and other receivables, trade and other payables, and Liability to Agricultural Research Organization.

Due to their short-term nature, the carrying value of cash and cash equivalents, restricted cash, trade and other receivables, trade and other payables approximates their fair value.

The fair value of Liability to Agricultural Research Organization for March 31, 2023 and December 31, 2022 is not materially different to the carrying amount, since the interest rate used in the initial recognition is close to current market rates.

NOTE 7 - RELATED PARTIES TRANSACTIONS:

Related parties including the Company's CEO, CFO, Chairman of the Board and Directors.

Related party transactions (unaudited):

	Three months ended March 31,	Three months ended March 31,
Compensation of key management	2023	2022
personnel of the Company:		
CEO management fees	123	133
Chairman management fees	69	40
CFO management fees	8	8
Share based payment to CEO	9	43
Share based payment to Chairman	114	85
Other related party transactions:		
Share based payments	4	26
Balance with related parties:		
As of March 31,	2023	2022
Due to CEO	302	101

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 8 - OPERATING SEGMENTS:

The Company and its subsidiaries are engaged in the following segments:

- Nutraceuticals: development, design, manufacture and marketing of Nutraceuticals for the private sectors.
- Pharmaceuticals: development, design, manufacture and marketing of pharmaceuticals ingredients.

1) Segment information

	Three n	Three months ended March 31, 2023		
	Nutraceuticals	Pharmaceuticals	Total	
Revenues	·			
External	2,163	-	2,163	
Total	2,163	-	2,163	
Segment loss	1,754	781	2,535	
Finance expense, net			(1,783)	
Tax expenses			-	
Loss			752	

	As of March 31, 2023			
	Nutraceuticals	Pharmaceuticals	Adjustment & Elimination	Total
Segment assets	7,252	24,067	(22,861)	8,458
Segment liabilities	20,803	11,437	(18,618)	13,622

	Three months ended March 31, 2022			
	Nutraceuticals	Pharmaceuticals	Total	
Revenues	·			
External	699	-	699	
Total	699	-	699	
Segment loss	1,874	759	2,633	
Finance expense, net			(503)	
Tax expenses			-	
Loss			2,130	

Notes to the Unaudited Interim Condensed Consolidated Financial Statements U.S. dollars in thousands, except per share data

NOTE 8 - OPERATING SEGMENTS (Continued):

		As of March 31, 2022		
	Nutraceuticals	Pharmaceuticals	Adjustment & Elimination	Total
Segment assets	9,995	17,250	(19,198)	8,047
Segment liabilities	16,057	5,508	(14,836)	6,729

2) Entity wide disclosures of external revenue by location of customers:

	Three months ended March 31,		
	2023	2022	
Israel	483	392	
USA	1,680	307	
	2,163	699	

3) Additional information concerning revenues:

There is no single customer from which revenues amount to 10% or more of total revenues reported in the financial statements.

NOTE 9 - SUBSEQUENT EVENTS:

- 1) On April 21, 2023, the Company granted employees 1,850,000 options to purchase shares of the Company at CAD 0.26 (\$0.19) per share under the Company's share option plan.
- 2) On May 2023 the Company issued 2,613,330 shares as a result of the conversion of a convertible loan.
- 3) On May 18, 2023, the Company issued 3,619,639 shares as a result of options exercised at CAD 0.15 (\$0.11).
- 4) During the period April May 2023, the Company raised \$2,630 through a new convertible loan.