

GLORIOUS CREATION LIMITED

Condensed Interim Financial Statements

(Expressed in Canadian dollars)

Unaudited

June 30, 2022

Glorious Creation Limited

Condensed Interim Statements of Financial Position

Expressed in Canadian dollars

Unaudited

As at

	June 30, 2022	December 31, 2021
	\$	\$
Assets		
Current assets		
Cash	55,160	291,284
Prepays (Note 6)	10,774	-
Note receivable (Note 10)	96,900	
Total assets	162,834	291,284
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	130,314	26,952
Due to related parties (Note 6)	-	2,100
Total current liabilities	130,314	29,052
Shareholders' equity		
Share capital (Note 5)	3,825,043	3,825,043
Reserve (Note 5)	535,701	535,701
Deficit	(4,328,224)	(4,098,512)
Total shareholders' equity	32,520	262,232
Total liabilities and shareholders' equity	162,834	291,284

Nature of operations (Note 1)

Basis of preparation and going concern (Note 2)

Subsequent events (Note 11)

On behalf of the Board:

<u>"Liam Corcoran"</u>	Director
<u>"Toby Lim"</u>	Director

Glorious Creation Limited

Condensed Interim Statements of Loss

Expressed in Canadian dollars

Unaudited

	Three months ended June 30, 2022	Three months ended June 30, 2021	Six months ended June 30, 2022	Six months ended June 30, 2021
	\$	\$	\$	\$
General and administrative expenses				
Accounting and auditing	26,000	2,111	31,622	3,581
Director fees (Note 7)	3,150	3,150	6,300	6,300
Legal (Note 7)	117,380	-	152,734	5,000
Management fees (Note 7)	14,175	14,175	28,350	28,350
Office and miscellaneous	398	435	580	866
Project investigation	-	16,805	-	23,195
Registration and filing	8,400	3,937	14,583	12,488
Rent	5,241	-	10,481	-
Shareholder communication	538	-	1,326	-
Transfer agent and shareholder costs	3,139	623	4,085	1,112
Operating loss for the period	(178,421)	(41,236)	(250,061)	(80,892)
Recovery of accounts payable (Note 10)	20,349	-	20,349	
Net loss and comprehensive loss for the period	(158,072)	(41,236)	(229,712)	(80,892)
Weighted average number of common shares outstanding	20,983,389	20,983,389	20,983,389	20,983,389
Basic and diluted loss per common share	(0.01)	(0.00)	(0.01)	(0.00)

Glorious Creation Limited

Condensed Interim Statements of Changes in Shareholders' Equity

Expressed in Canadian dollars

Unaudited

	Share Capital				
	Number of common shares	Amount	Reserve	Deficit	Total
		\$	\$	\$	\$
Balance, January 31, 2021	20,983,389	3,825,043	535,701	(3,877,952)	482,792
Loss for the period	-	-	-	(80,892)	(80,892)
Balance, June 30, 2021	20,983,389	3,825,043	535,701	(3,958,844)	401,900
Balance, January 31, 2022	20,983,389	3,825,043	535,701	(4,098,512)	262,232
Loss for the period	-	-	-	(229,712)	(229,712)
Balance, June 30, 2022	20,983,389	3,825,043	535,701	(4,328,224)	32,520

Glorious Creation Limited
Condensed Interim Statements of Cash Flows
Expressed in Canadian dollars
Unaudited

	Six months ended June 30, 2022	Six months ended June 30, 2021
	\$	\$
Operating activities		
Net loss for the period	(229,712)	(80,892)
Recovery of accounts payable	(20,349)	-
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	123,711	(18,533)
Prepays	(10,774)	-
Due to/from related parties	(2,100)	4,616
Total cash used in operating activities	(102,607)	(94,809)
Investing activities		
Note receivable	(96,900)	-
Total cash used in financing activities	(96,900)	-
Change in cash	(236,124)	(94,809)
Cash, beginning of the period	291,284	509,229
Cash, end of the period	55,160	414,420

Supplement disclosure with respect to cash flows (Note 9)

Glorious Creation Limited

Notes to the Condensed Interim Financial Statements

Expressed in Canadian dollars

Unaudited

For the six months ended June 30, 2022

1. NATURE OF OPERATIONS

Glorious Creation Limited (the “Company” or “GCIT”) was incorporated under the Canada Business Corporations Act on December 24, 2015 and was registered as an extra-provincial company in British Columbia on January 28, 2016. On September 5, 2017, the Company completed its initial public offering (“IPO”) and trading of the Company’s common shares commenced on the Canadian Securities Exchange (“CSE”).

The Company is currently identifying and evaluating new potential assets or business acquisition as further described in Note 10.

The Company’s head office and principal address is 405 - 1328 West Pender Street, Vancouver, BC, Canada and the registered and records office of the Company is located at 10th floor, 595 Howe Street, Vancouver, BC, Canada.

2. BASIS OF PREPARATION AND GOING CONCERN

Statement of compliance

These condensed interim 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 International Financial Reporting Interpretations Committee (“IFRIC”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting.

These interim financial statements do not include all of the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company’s annual financial statements as at and for the year ended December 31, 2021.

The accounting policies applied in preparation of these financial statements are consistent with those applied and disclosed in the Company’s audited financial statements for the year ended December 31, 2021.

These condensed financial statements were authorized for issue by the Board of Directors on August 29, 2022.

Basis of measurement

These financial statements have been prepared on a historical cost basis, except for financial instruments measured at fair value, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Going concern

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operations for the foreseeable future and meet its obligations and commitments in the normal course of business. The Company currently is looking for new assets or businesses to acquire as further described in Note 10. It has no business that can generate revenue. At June 30, 2022, the Company had cash of \$55,160 (December 31, 2021 - \$291,284), a working capital of \$32,520 (December 31, 2021 - \$262,232) and a deficit of \$4,328,224 (December 31, 2021 - \$4,098,512).

Glorious Creation Limited

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For the six months ended June 30, 2022

2. BASIS OF PREPARATION AND GOING CONCERN (continued)

In the past, operating and development capital requirements have been funded primarily from equity financing and the Company will need to arrange equity or other financing in the near future in order to continue in operation. While the Company has been successful in raising capital in the past, there can be no assurance that such financing will be available to the Company in the amount required or that it can be obtained on terms satisfactory to the Company. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not reflect the adjustments to the carrying values of the assets and liabilities, the reported expenses and the statements of financial position classifications that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

(i) Going concern evaluation

As discussed in note 2, these financial statements have been prepared under the assumptions applicable to a going concern. If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used and such adjustments could be material.

The Company reviews the going concern assessment at the end of each reporting period.

(iii) Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

4. SIGNIFICANT ACCOUNTING POLICIES

These Condensed Interim Financial Statements have been prepared using accounting policies consistent with those used in the Company's audited financial statements for the year ended December 31, 2021.

New, amended and future accounting pronouncements

Accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Glorious Creation Limited

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For the six months ended June 30, 2022

5. SHAREHOLDERS' EQUITY

Share capital

Authorized:

Unlimited common shares without par value

As of June 30, 2022, the Company has 20,983,389 (December 31, 2021 – 20,983,389) common shares outstanding.

There was no share issuance during the six months ended June 30, 2022 or the year ended December 31, 2021.

Stock options

In January 2017, the Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with CSE requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Such options will be exercisable for a period of up to 10 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

There were no stock option transactions during the six months ended June 30, 2022 or the year ended December 31, 2021.

As at June 30, 2022, the following incentive stock options are outstanding:

Number of Options	Exercise Price	Expiry Date	Number of Options Exercisable
17,857	\$ 4.20	September 5, 2022	17,857

Warrants

There were no warrant transactions during the six months ended June 30, 2022 or the year ended December 31, 2021.

As at June 30, 2022, the following warrants are outstanding:

Number of Options	Exercise Price	Expiry Date
18,181,818	\$ 0.07	July 24, 2024

Glorious Creation Limited

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For the six months ended June 30, 2022

6. RELATED PARTY TRANSACTIONS

- a) During the six months ended June 30, 2022, the Company paid or accrued management fees of \$15,750 (2021 - \$15,750) to a company controlled by the CEO of the Company. As of June 30, 2022, the Company prepaid \$6,224 (December 31, 2021 - \$Nil) to the company controlled by the CEO for July 2022 management fees and office rent reimbursement.
- b) During the six months ended June 30, 2022, the Company paid or accrued management fees of \$12,600 (2021 - \$12,600) to a company controlled by the CFO of the Company. As of June 30, 2022, \$Nil (December 31, 2021 - \$2,100) was owed to the company controlled by the CFO.
- c) During the six months ended June 30, 2022, the Company paid or accrued directors' fees of \$6,300 (2021 - \$6,300) to a company controlled by a director. As of June 30, 2022, the Company prepaid \$1,050 (December 31, 2021 - \$Nil) to the company controlled by the director for the July 2022 directors' fee.
- d) During the six months ended June 30, 2022, the Company paid or accrued \$nil (2021 - \$5,000 accrued) to a law firm, a partner of which is a director of the Company. As of June 30, 2022, \$nil (December 31, 2021 - \$Nil) was owed to the law firm.

7. CAPITAL RISK MANAGEMENT

The Company defines capital as the items included in shareholders' equity (deficiency). The Company's objectives in managing capital are to safeguard the Company's ability to continue as a going concern, ensure sufficient capital and liquidity to complete its technology developments, establish commercial markets and pursue its growth strategy.

To support these objectives, the Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. In order to maximize the development efforts, the Company does not pay out dividends during its development stage.

The Company is not subject to any externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the reporting period.

8. FAIR VALUE AND RISK MANAGEMENT

IFRS 13, Fair Value Measurement, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company measured its cash, note receivable, accounts payable and accrued liabilities, and due to related parties at amortized cost. The carrying values of these items approximate their fair value due to the relatively short periods to maturity of the instruments.

Credit risk

Credit risk arises from cash held with financial institutions as well as credit exposure on outstanding receivables.

The Company's cash is held at high-credit rating financial institutions. The Company's maximum exposure to credit risk is the carrying amounts of cash, note receivable and receivables on its statement of financial position.

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8. FAIR VALUE AND RISK MANAGEMENT (continued)

Currency risk

Foreign currency risk arises from fluctuations in foreign currencies versus the Canadian dollar that could adversely affect reported balances and transactions denominated in those currencies. The Company currently has no significant assets or liabilities and has no revenue or expenses denominated in a foreign currency; accordingly, it is not exposed to foreign currency risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. As at June 30, 2022, the Company had a cash balance of \$55,160 (December 31, 2021 - \$291,284) to settle current liabilities of \$130,384 (December 31, 2021 - \$29,052). All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company needs further funding to meet its short-term and long-term cash requirements. Subsequent to the period ended June 30, 2022, the Company announced a non-brokered private placement financing as further described in Note 11.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company currently has no interest-bearing financial instruments other than cash, so its exposure to interest rate risk is insignificant.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Other than transactions disclosed elsewhere, there were no significant non-cash investing and financing transactions during the six months ended June 30, 2022 and 2021

10. PROPOSED ACQUISITION OF AEROBLOOM

On May 3, 2022, the Company and Aeroponics Integrated Systems Inc. ("AeroBloom") and the holders of AeroBloom shares (the "AeroBloom Shareholders"), a company that is in the business of development and use of the proprietary aeroponics technology to harvest and cultivate various crops for distribution and retail, entered into a definitive share exchange agreement.

Pursuant to the definitive agreement, the Company will acquire all of the issued and outstanding securities of AeroBloom from the AeroBloom Shareholders in exchange for 40,608,322 common shares of the Company (the "Acquisition Shares") at the closing of the Transaction (the "Closing") for aggregate deemed consideration of \$9,896,033 (based on the price of \$0.25 per Acquisition Share, being the Financing Price (as defined below)).

Upon completion of the Transaction, AeroBloom will become a wholly-owned subsidiary of the Company, and the Company will change its name to "AeroBloom Integrated Systems Inc." (the "Name Change") and carry on the business carried on by AeroBloom (the "Resulting Issuer").

The completion of the Transaction is subject to a number of conditions precedent, including: (i) satisfactory due diligence review by the Company; (ii) completion of the Financing (as defined below); (iii) completion of the acquisition by GCIT of a controlling interest in AeroSynergy; (iv) receipt of requisite approvals from the shareholders and directors of each of AeroBloom and the Company; and (v) receipt of all requisite regulatory and third party approvals (including the conditional approval of Exchange).

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10. PROPOSED ACQUISITION OF AEROBLOOM (continued)

Pursuant to the terms of the definitive agreement, the Company made a bridge loan by way of promissory note to Aerobloom in the total amount of US\$75,000. During the six months ended June 30, 2022, the Company recorded the loaned funds as Notes receivable of \$96,900 to record the US\$75,000 receivable, and Recovery of accounts payable of \$20,349 to record the US\$15,750 of previously expended costs in connection to the Transaction.

There can be no assurance that the Transaction will be completed on the terms set out in the Definitive Agreement or at all. The Company intends to obtain majority shareholder approval of the Transaction through written consent of its shareholders.

Upon closing of the Transaction, subject to the approval of the Exchange, the Company will pay a finder's fee consisting of 2,000,000 common shares of the Resulting Issuer (the "Finders' Shares") issued in the following denominations: (i) 500,000 Finders' Shares to Liam L. Corcoran Law Corporation (the "LLCLC Finders' Shares"), and 1,500,000 Finders' Shares to certain arm's length finders. The issuance of LLCLC Finders' Shares to Liam L. Corcoran Law Corporation, a corporation owned and controlled by Liam Corcoran, a director of the Company, will be considered to be a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions ("MI 61-101"); however, the issuance of the LLCLC Finders' Shares is exempt from the minority shareholder approval and formal valuation requirements of MI 61-101 pursuant to subsections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the LLCLC Finders' Shares does not exceed 25% of the Company's market capitalization.

All Acquisition Shares and Finders' Shares will be subject to contractual restrictions on transfer for a period of 36 months from the Closing Date, to be released in accordance with the following schedule:

Date of Automatic Timed Release	Amount of Payment Shares Released
6 months after Closing Date	10%
12 months after Closing Date	10%
18 months after Closing Date	15%
24 months after Closing Date	20%
30 months after Closing Date	25%
36 months after Closing Date	20%

The Financing

Prior to the completion of the Transaction, GCIT is expected to complete a non-brokered private placement consisting of a minimum of 16,000,000 securities ("Financing Securities") up to a maximum of 22,000,000 Financing Securities at a price of \$0.25 per Financing Security (the "Financing Price") for aggregate gross proceeds of a minimum of \$4,000,000 up to maximum of \$5,500,000 (the "Financing Proceeds"). Except for up to 2,000,000 Financing Securities which may, in the Company's discretion, be common shares of GCIT ("Financing Shares"), all Financing Securities will be subscription receipts of GCIT ("Subscription Receipts").

The Financing Shares and Subscription Receipts will be issued pursuant to subscription agreements entered into by GCIT and each of the subscribers. Each Subscription Receipt will be automatically converted, without payment of additional consideration or further action by the holder thereof, into one GCIT common share upon satisfaction of the escrow release conditions in accordance with the subscription agreements, which conditions include: (i) satisfaction or waiver of all conditions to the Exchange's conditional approval of the Transaction, (ii) - 3 - satisfaction or waiver of all conditions to the Exchange's conditional approval of the Financing; and (iii) the closing of Transaction.

It is anticipated that a finders' fee will be paid to certain arm's length finders in relation to the Financing consisting of a cash payment in an amount up to a maximum of 8% of the gross proceeds of the Financing directly resulting from the introductions of such finders. The finders will consist of registered arm's length dealers or other permitted individuals under Canadian securities laws.

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For the six months ended June 30, 2022

10. PROPOSED ACQUISITION OF AEROBLOOM (continued)

It is intended that the net proceeds from the Financing will be used for general working capital purposes of the Resulting Issuer, growing and expanding its business through the operation of greenhouses, development of a proprietary AI system, payment of employee salaries and investor relations and marketing activities following completion of the Transaction; however, the Company may use net proceeds arising from the sale of Financing Shares in the Financing (up to a maximum of \$500,000) to cover costs and expenses related to the Transaction prior to completion of the Transaction. The finder's fee and the Financing are subject to CSE approval.

11. SUBSEQUENT EVENTS

Subsequent to the period ended June 30, 2022, on August 23, 2022, the Company closed a non-brokered private placement offering, issuing an aggregate of 4,225,818 common shares of the Company at a price of \$0.25 per share for gross proceeds of \$1,056,455.

The Company has paid finder's fees in the total amount of \$2,400 to certain finders who assisted with the offering. The shares issued under the Offering are subject to a statutory hold period in Canada expiring four months and one day from the date of issuance.