RE: CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED) FOR THE THREE MONTHS ENDED JANUARY 31, 2024 AND 2023

The first quarter consolidated interim financial statements for the three months ended January 31, 2024 and 2023 have not been reviewed by the auditors of Captiva Verde Wellness Corp.

CAPTIVA VERDE WELLNESS CORP.

"Anthony Balic"
Anthony Balic
Chief Financial Officer

Captiva Verde Wellness Corp.

Condensed Consolidated Interim Financial Statements
For the three months ended January 31, 2024 and 2023
(Unaudited)
(amounts expressed in Canadian dollars, except where indicated)

Captiva Verde Wellness Corp.

Condensed Consolidated Interim Statement of Financial Position

(amounts expressed in Canadian dollars, except where indicated)

	Note	January 31, 2024	October 31, 2023
Assets			
Current Assets			
Cash		$ 8,899	$ 5,444
Prepaids and advances	4	214,377	263,031
		223,276	268,475
Loan receivable	7	3,814,160	3,912,120
Solargram farms	6	948,000	948,000
Miami padel club	8	3,973,703	3,973,703
Total assets		$ 8,959,139	$ 9,102,298
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		$ 2,292,523	$ 1,897,251
Loan payable	11	-	191,704
Total liabilities		2,292,523	2,088,955
Shareholders' equity			
Share capital	9	17,684,727	17,684,727
Share based compensation reserves	9	1,281,908	1,281,908
Warrants reserves	9	5,352,207	5,352,207
Cumulative translation adjustment		58	1,322
Deficit		(17,652,284)	(17,306,821)
Total shareholders' equity		6,666,616	7,013,343
Total liabilities and shareholders' equity		$ 8,959,139	$ 9,102,298

Nature of operations and going concern (note 1)
Commitments (note 12)

The accompanying notes are an integral part of these financial statements

Approved by the Board of Directors

___________"Jeff Ciachurski"_____________ Director ___________"Michael Boyd"_____________ Director

Captiva Verde Wellness Corp.

Condensed Consolidated Interim Statement of Loss and Comprehensive Loss

For the period ended January 31, 2024 and 2023
(amounts expressed in Canadian dollars, except where indicated)

		Three months ended January 31,	
	Note	**2024**	**2023**
Expenses			
Administrative fees	11	$ (11,686)	$ (14,815)
Consulting fees	11	(296,200)	(195,528)
Filing fees		(3,422)	(7,274)
Legal and professional fees		(36,155)	(35,146)
Foreign exchange loss		412	(51)
Padel league fees		(135,230)	-
		(482,281)	(252,814)
Other (expenses) income, net			
Interest expense	7	-	(14,415)
Finance expense – loan receivable accretion		136,818	-
		136,818	(14,415)
Loss		(345,463)	(267,229)
Other comprehensive loss		(1,264)	-
Net loss and total comprehensive loss		(346,727)	(267,229)
Income (loss) per share			
Basic and diluted		$ (0.00)	$ (0.00)
Weighted average shares outstanding			
Basic and diluted		356,116,067	192,969,328

The accompanying notes are an integral part of these financial statements

Captiva Verde Wellness Corp.

Condensed Consolidated Interim Statement of Changes in Shareholders' Equity

For the period ended January 31, 2024 and 2023
(amounts expressed in Canadian dollars, except where indicated)

	Notes	Shares	Share capital	Share based compensation reserves	Warrants reserves	Cumulative translation adjustment	Deficit	Total equity
Balance at October 31, 2022		356,116,067	$ 17,684,727	$ 1,281,908	$ 5,352,207	$ 1,322	$ (17,306,821)	$ 7,013,343
Cumulative translation adjustment		-	-	-	-	(1,264)	-	(1,264)
Loss for the year		-	-	-	-	-	(345,463)	(345,463)
Balance at January 31, 2024		356,116,067	$ 17,684,727	$ 1,281,908	$ 5,352,207	$ 58	$ (17,652,284)	$ 6,666,616
Balance at October 31, 2021		184,491,067	$ 13,999,273	$ 1,281,908	$ 3,868,810	$ -	$ (11,221,711)	$ 7,928,280
Private placement	9	20,000,000	192,760	-	207,240	-	-	400,000
Private placement transaction cost	9	-	(8,402)	-	-	-	-	(8,402)
Income for the period		-	-	-	-	-	(267,229)	(267,229)
Balance at January 31, 2023		204,491,067	$ 14,183,631	$ 1,281,908	$ 4,076,050	$ -	$ (11,488,940)	$ 8,052,649

The accompanying notes are an integral part of these financial statements

Captiva Verde Wellness Corp.

Condensed Consolidated Interim Statement of Cash Flows

For the period ended January 31, 2024 and 2023
(amounts expressed in Canadian dollars, except where indicated)

	Note	Three months ended January 31,	
		2022	2023
Cash used from operating activities			
Loss for the period		$ (345,463)	$ (267,229)
Change in non-cash operating working capital			
Finance expense – loan receivable accretion	7	(136,818)	-
Interest expense		-	14,415
Decrease (increase) in prepaid expenses and other receivables		48,654	834
Increase (decrease) in accounts payable and accrued liabilities		394,008	98,575
		(39,619)	(153,405)
Cash flows from financing activities			
Proceeds from private placement, net of transaction costs	9	-	400,000
Share issuance costs	9	-	(8,402)
Proceeds received from warrant exercises	9	-	-
Repayments of loans payable	7	43,074	(245,000)
		43,074	146,598
Increase in cash		3,455	(6,807)
Cash – beginning of period		5,444	15,586
Cash – end of period		$ 8,899	$ 8,779

The accompanying notes are an integral part of these financial statements

1 Nature of operations and continuing operations

Captiva Verde Wellness Corp. ("Captiva Verde" or the "Company") is a sustainable real estate company that also invests in sports and wellness opportunities.

The Company was incorporated under the British Columbia Business Corporations Act on November 9, 2015. The Company's registered and records office is located at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, BC V6E 4N7.

These condensed consolidated interim financial statements have been prepared on the basis that the Company is a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The nature of the Company's primary business is planned to be the acquisition, management, development, and possible sale of real estate projects in addition to organic food production and pharmaceutical products. The Company had a loss of $345,463 for the period ended January 31, 2024 and as at January 31, 2024 has an accumulated deficit of $17,652,284. As at January 31, 2024, the Company has working capital deficit of $2,069,247. To date, the Company has no existing business operations and no history of earning or revenues. If the Company is unable to raise any additional funds to undertake planned development, it could have a material adverse effect on its financial condition and cause significant doubt about the Company's ability to continue as a going concern. If the going concern basis were not appropriate for these consolidated financial statements, then significant adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses, and the classifications used in the statement of financial position.

Recent global issues, including the ongoing COVID-19 pandemic and political conflict in other regions have adversely affected workplaces, economies, supply chains, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse results of these issues and their effects on the Company's business or results of operations this time.

2 Basis of presentation and statement of compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2023.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited interim condensed financial statements. In addition, the preparation of the financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed interim financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended October 31, 2023. In addition the accounting policies applied in these unaudited condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended October 31, 2023.

The Company's interim results are not necessarily indicative of its results for a full year.

These interim financial statements were authorized for issue by the Board of Directors on March 28, 2024.

3 Significant accounting estimates and judgments

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

On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

(amounts expressed in Canadian dollars, except where indicated)

Areas that often require significant management estimates and judgment are as follows:

Share-based payments

Amounts recorded for share-based payments are subject to the inputs used in the Black-Scholes option pricing model, including estimates such as volatility, forfeiture, dividend yield and expected option life.

Tax

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable earnings will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable earnings together with future tax planning strategies.

Functional currency

The functional currency for the Company is the currency of the primary economic environment in which each operates. The Company's functional and local currency is the Canadian dollar. The determination of functional currency may require certain judgments to determine the primary economic environment. The Company reconsiders the functional currency used when there is a change in events and conditions which determined the primary economic environment.

Assets' carrying values and impairment charges

In determining carrying values and impairment charges the Company looks at recoverable amounts, defined as the higher of value in use or fair value less cost to sell in the case of assets, and at objective evidence that identifies significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

Shares issued in non-cash transactions

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

4 Prepaids and advances

	January 31, 2024	October 31, 2023
Prepaid padel league membership fees	191,577	245,772
GST receivable	15,447	9,906
Prepaid expenses	7,353	7,353
	$ 214,377	**$ 263,031**

(amounts expressed in Canadian dollars, except where indicated)

5 Sage ranch project

On October 9, 2018, the Company closed a transaction with Greenbriar Capital (U.S.) LLC ("Greenbriar") to earn into a 50% undivided interest in approximately 132 acres of real property located in the City of Tehachapi, California, USA. The transaction represents a non-arm's length transaction as the Chief Executive Officer of the Company, Jeffrey Ciachurski, is also the Chief Executive Officer of Greenbriar.

On August 10, 2020, the Company entered into an option and joint venture agreement (the "Option and Joint Venture Agreement") with Greenbriar amending the terms of the original acquisition.

Option and Joint Venture Agreement

Pursuant to the terms of the Option and Joint Venture Agreement, the Company's 50% interest in the land was converted into an option to earn (the "Option") a 50% net profits interest in the Tehachapi Property by:

1. paying Greenbriar a cash payment of $112,500 (the "Cash Payment" (the Company satisfied this payment in 2018 under the terms of the Acquisition Agreement);
2. issuing Greenbriar common shares (the "Share Payment") (the Company satisfied this payment in 2018 through the issuance of 10,687,500 common shares under the terms of the Acquisition Agreement); and
3. funding all applicable permitting and development costs for the Sage Ranch Project (the Company is in default on such funding obligations).

The Company had until the earlier of: (i) August 20, 2025 and (ii) the date Greenbriar receives final approval from the City of Tehachapi (and other required regulatory approval) to build houses on the Tehachapi Property, to exercise the Option, provided all three conditions are met above.

On June 22, 2023 and amended on August 21, 2023, the Company and Greenbriar agreed to terminate and settle the Option and Joint Venture Agreement whereby Greenbriar will pay the Company the outstanding $5,591,588 in 48 equal monthly installments of $116,491 starting on July 1, 2024, with the last payment on June 1, 2028 (note 7). Subsequent to the amount being repaid, the Company will no longer have any further interest in and to the Sage Ranch project.

Total payments, pursuant to the Option:

	January 31, 2024	October 31, 2023
Opening	$ -	$ 5,591,588
Additions – permitting and development costs	-	-
Transfer to loan receivable upon settlement agreement	-	(5,591,588)
	$ -	**$ -**

(amounts expressed in Canadian dollars, except where indicated)

6 Solargram farms

On May 8, 2019, the Company entered into an agreement to acquire Solargram Farms Corporation ("Solargram"), a Canadian controlled private corporation, having corporate offices in Moncton, NB. As consideration the Company will issue 30,000,000 shares upon acquisition which had a prerequisite of Solargram obtaining their Cannabis Grow License by Health Canada and meeting other certain financial and legal conditions that are not yet met. On June 29, 2020, Solargram received their Cannabis Grow License from Health Canada. As at January 31, 2024, the transaction has not closed.

On January 26, 2021, Solargram was approved of a Canadian Federal Health Canada processing license.

During the year ended October 31, 2021, Solargram initiated a claim against the Company for breach of contract and are seeking beneficial ownership of the Company's Solargram farm assets in addition to damages. The Company responded with a counterclaim. To date there has been no resolution and the parties are awaiting trial.

Property, plant and equipment (construction in progress):

	January 31, 2024	October 31, 2023
Opening	$ 948,000	$ 4,148,776
Additions	-	-
Impairment	-	(3,200,776)
	$ 948,000	**$ 948,000**

During the year ended October 31, 2023, management identified indicators of impairment and performed a recoverability assessment to determine the fair value of the property, plant and equipment making up the Solargram farms asset taking into account the likelihood of when the legal issues with Solargram will be resolved. This approach is significantly affected by changes in key assumptions of determining which comparable property, plant and equipment are most relevant and the prices for these comparable assets as well as determining the likelihood of possible outcomes and timing of the Solargram legal issues. Based on this approach, management has concluded that the Solargram farms asset had an estimated recoverable value below its carrying value as at October 31, 2023. The recoverable amount was determined based upon a replacement cost and market comparable approach resulting in an assessed value of $2,500,000. The assessed value was reduced by carrying costs and discounted using a credit adjusted risk-free rate of 7%. Management has estimated the proceedings may take up to 3 years. Due to the uncertainty associated with timing and potential outcomes of resolution, the Company selected a mid-point after probability-adjusting the discounted value. As a result, an impairment loss of $3,200,776 was recorded in the statement of loss and comprehensive loss for the year ended October 31, 2023. Management's estimate of the recoverable amount is classified as a level 3 in the fair value hierarchy as the inputs are not based on observable market data.

(amounts expressed in Canadian dollars, except where indicated)

7 Loan receivable

During the year ended October 31, 2023, the Company entered into a settlement agreement with Greenbriar (note 5) where Greenbriar will pay the Company $5,591,588 in 48 equal monthly installments of $116,491 starting on July 1, 2024, with the last payment on June 1, 2028. These future payments were discounted at a rate of 13.43% and the present value of $3,811,504 was recorded as a loan receivable and $1,780,085 was recorded as a loss on settle of joint venture option. During the period ended January 31, 2024, the Company recorded accretion of $136,818 (2023 - $nil).

	January 31, 2024	October 31, 2023
Opening	$ 3,912,120	$ -
Transfer from Sage Ranch asset upon settlement agreement (note 6)	-	5,591,588
Discount based on present value of future cash flows	-	(1,780,085)
Netting of Greenbriar loan payable	(191,704)	
Repayments	(43,074)	-
Accretion	136,818	100,617
	$ 3,814,160	**$ 3,912,120**

8 Miami padel club

During the year end October 31, 2023, the Company closed its acquisition of all of the issued and outstanding securities of Sonny Sports Enterprises, Inc. ("Sonny Sports"), which owns the operating rights of the Miami Padel Club of the Pro Padel League. Management determined that the purchase represented an acquisition of assets rather than a business combination and has therefore accounted for in accordance with IFRS 2. The allocation of purchase consideration to each component is based on the relative fair value of the assets acquired.

As consideration for the acquisition, the Company (i) issued an aggregate of 60,000,000 common shares in the capital of the Company with a fair value of $1,800,000; (ii) paid US$1,500,000 cash; and (iii) incurred transaction costs of $136,266.

The purchase price consideration was:

	October 31, 2023
Common shares – 60,000,000 at $0.03	$ 1,800,000
Cash – US$1,500,000	2,030,250
Capitalized legal fees	136,266
Attributable to the Miami Padel Club	**$ 3,966,516**

(amounts expressed in Canadian dollars, except where indicated)

The net assets acquired were:

	October 31, 2023
Miami Padel Club	$ 3,973,703
Accounts payable acquired	(7,187)
Attributable to the Miami Padel Club	**$ 3,966,516**

9 Share capital and reserves

a) Authorized and outstanding

The Company's authorized share capital consists of an unlimited number of common shares without par value. As at January 31, 2024 the issued and outstanding share capital consists of 356,116,067 common shares.

Fiscal 2024

No activity in fiscal 2024

Fiscal 2023

On December 23, 2022, the Company closed a non-brokered private placement consisting of 20,000,000 units at a price of $0.02 per unit for total gross proceeds of $400,000. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each warrant is exercisable into a common share of the Company at an exercise price of $0.05 for a period of five years. As part of the financing, the Company incurred $10,228 in transaction costs.

The total warrants issued were 20,000,000. The relative fair value of the warrants was calculated at $207,240 and was determined on the date of the issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 3.14% risk free interest rate, expected life of 5 years, 144% annualized volatility and 0% dividend rate.

On August 31, 2023, the Company closed a non-brokered private placement consisting of 90,000,000 units at a price of $0.032 per unit for total gross proceeds of $2,880,000. Each unit is comprised of one common share of the Company and one common share purchase warrant of the Company. Each warrant is exercisable into a common share of the Company at an exercise price of $0.05 for a period of five years. As part of the financing, the Company incurred $13,421 in transaction costs.

The total warrants issued were 90,000,000. The relative fair value of the warrants was calculated at $1,301,569 and was determined on the date of the issuance using the Black-Scholes option pricing model with the following weighted average assumptions: 3.89% risk free interest rate, expected life of 5 years, 146% annualized volatility and 0% dividend rate.

During the year ended October 31, 2023, 1,625,000 warrants were exercised for gross proceeds of $50,000 and a reduction of accounts payable owing to a related party of $62,500.

b) Stock options

The Board of Directors may grant options to purchase shares from time to time, subject to the aggregate number of common shares of the Company issuable under all outstanding stock options of the Company not exceeding 10% of the issued and outstanding common shares of the Company at the time of the grant. The options are exercisable over a period established at the time of issuance to buy shares of the Company at a price not less than the closing market price prevailing on the date immediately preceding the date the option is granted. The vesting schedule for an option, if any, shall be determined by the Board of Directors at the time of issuance.

On July 13, 2022 the Company issued 12,000,000 share-purchase options at a price of $0.04 per share for a term of three years. The fair value of the share options was estimated at $184,465 on the date of grant using the Black-Scholes option pricing model, with the following assumptions: expected option life of 3 years, expected stock price volatility 114%, dividend payment during life of option was nil and risk free interest rate 3.17%.

(amounts expressed in Canadian dollars, except where indicated)

c) Restricted Share Units

On October 24, 2023, the Company adopted a fixed restricted share unit plan, authorizing the granting of restricted share units (each, an "RSU") to purchase up to a maximum of 10,000,000 common shares in the capital of the Company to directors, officers, employees, or consultants of the Company. As at January 31, 2024, no RSU's have been granted.

A summary of stock option information as at January 31, 2024 and October 31, 2023 is as follows:

	January 31, 2024		October 31, 2023	
	Number of shares	**Weighted average exercise price**	**Number of shares**	**Weighted average exercise price**
Outstanding – beginning of period	15,000,000	$ 0.09	16,100,000	$ 0.10
Granted	-	-	-	-
Exercised/Expired	(3,000,000)	0.11	(1,100,000)	0.30
Outstanding – end of period	12,000,000	$ 0.08	15,000,000	$ 0.09

The following table discloses the number of options and vested options outstanding as at January 31, 2024:

Number of options outstanding	Weighted average exercise price	Weighted average remaining contractual life (years)	Number of options outstanding and exercisable	Weighted average exercise price	Weighted average remaining contractual life (years)
2,000,000	$0.30	1.13	2,000,000	$0.30	1.13
10,000,000	$0.04	1. 70	10,000,000	$0.04	1. 70
12,000,000	**$0.08**	**1.36**	**12,000,000**	**$0.08**	**1.36**

d) Share purchase warrants as at January 31, 2024 and October 31, 2023:

	January 31, 2024		October 31, 2023	
	Number of warrants	**Weighted average exercise price**	**Number of warrants**	**Weighted average exercise price**
Outstanding – beginning of period	120,375,000	$ 0.05	15,440,740	$ 0.24
Issued	-	-	110,000,000	0.05
Expired	(11,375,000)	0.10	(3,440,740)	0.75
Exercised	-	-	(1,625,000)	0.07
Outstanding – as at period end	109,000,000	$ 0.05	120,375,000	$ 0.05

Number of warrants	Exercise price per warrant	Expiry date
19,000,000	$0.05	December 23, 2027
90,000,000	$0.05	August 31, 2028
Total: 109,000,000		

(amounts expressed in Canadian dollars, except where indicated)

As at January 31, 2024, the weighted average exercise price of the warrants outstanding was $0.05 (October 31, 2023 - $0.05) with a weighted average remaining contractual life of 4.47 years (October 31, 2023 – 4.27 years).

10 Financial instruments

The Company reports its financial instruments on its statement of financial position and measures these at fair value. In limited circumstances when fair value may not be considered most relevant, they may be reported at cost or amortized cost. Gains or losses as a result of changes in fair value are recognized in the statement of loss and comprehensive loss.

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments, excluding loans receivable, approximates the carrying value due to the short maturity or current market rate associated with these instruments. Loans receivable are recognized at fair value and then accreted using the effective interest rate method.

Categories of financial instrument

	January 31, 2024		October 31, 2023	
	Carrying value $	Fair value $	Carrying value $	Fair value $
Financial assets				
Amortized cost				
Cash	8,899	8,899	5,444	5,444
Loan receivable	3,814,160	3,814,160	3,912,120	3,912,120
Financial liabilities				
Other financial liabilities				
Accounts payable and accrued liabilities	2,292,523	2,292,523	1,897,251	1,897,251
Loans payable	-	-	191,704	191,704

Fair value

Financial instruments measured at fair value are grouped into Level 1 to 3 based on the degree to which fair value is observable:

Level 1 – quoted prices in active markets for identical securities

Level 2 – significant observable inputs other than quoted prices included in Level 1

Level 3 – significant unobservable inputs

The Company did not move any instruments between levels of the fair value hierarchy during the year ended January 31, 2024.

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 is currently not exposed to any interest rate risk.

Credit Risk

The Company is exposed to credit risk through its cash, which is held in large Canadian financial institutions with high credit rating, advances and loan receivable with Greenbriar. The loan receivable with Greenbriar is a risk and management assesses the credit risk at every reporting period. The Company believes the credit risk is insignificant. The Company's exposure is limited to amounts reported within the statement of financial position.

(amounts expressed in Canadian dollars, except where indicated)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. In order to meet its financial obligations, the Company will need to generate cash flow from the development or sale of future properties or raise additional funds.

11 Related party transactions

The Company's related parties include its key management personnel. Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include officers, directors or companies with common directors of the Company.

As at January 31, 2024, the Company had amounts payable of $1,563,795 (October 31, 2023 - $1,217,900) to related parties. These amounts are unsecured and non-interest bearing.

During the period ended January 31, 2024 the Company incurred an expense of $33,000 relating to consulting expenses (January 31, 2023 - $27,000) to a company controlled by an executive of the Company.

During the period ended January 31, 2024, the Company incurred an expense of $220,966 related to consulting expenses (January 31, 2023 - $168,527) to an executive of the Company.

During the period ended January 31, 2024 the Company incurred an expense of $33,545 related to consulting expenses (January 31, 2032 - $nil) to a company controlled by a director of the Company.

On October 9, 2018, the Company closed a transaction with Greenbriar Capital (U.S.) LLC ("Greenbriar") to earn into a 50% undivided interest in approximately 132 acres of real property located in the City of Tehachapi, California, USA. The transaction represents a non-arm's length transaction as the Chief Executive Officer of the Company, Jeffrey Ciachurski, is also the Chief Executive Officer of Greenbriar (note 6).

On June 22, 2023 and amended on August 21, 2023, the Company and Greenbriar agreed to terminate and settle the Option and Joint Venture Agreement where Greenbriar will pay the Company the outstanding $5,591,588 in 48 equal monthly installments of $116,491 starting on July 1, 2024, with the last payment on June 1, 2028. Subsequent to the amount being repaid, the Company will no longer have any further interest in and to the Sage Ranch project (note 6).

On April 20, 2022, the Company entered into a promissory note with Greenbrier where the loan would bear interest at the rate of 8% per annum for a term of 24 months. During the period ended January 31, 2024, the Company netted the payable of $191,704 against the JV settlement payable (note 7).

12 Commitments

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. As at January 31, 2024, there are no commitments other than already disclosed.

13 Supplemental cash flow

Supplemental cash flow information	Notes	The months ended January 31, 2024	The months ended January 31, 2023
Netting of loan payable and loan receivable	11	$ (191,704)	$ -
Cash paid for interest		$ -	$ -
Cash paid for taxes		$ -	$ -

(amounts expressed in Canadian dollars, except where indicated)

14 Segment disclosures

The Company operates in three geographical and three operating segments. The operating segments are managed separately based on the nature of operations.

The Company operates three operating segments in two countries, with corporate and Solargram Farm in Canada and Miami Padel Club in the United States of America. Note the Sage Ranch operations were wound up during the year ended October 31, 2023 with the joint-venture settlement and the Mexico Operations were wound up during the year ended October 31, 2022. The Company's capital assets by country are:

	As at January 31, 2024			As at October 31, 2023		
	Canada	**USA**	**Total**	**Canada**	**USA**	**Total**
Assets						
Loan receivable	3,814,160	-	**3,814,160**	3,912,120	-	**3,912,120**
Solargram farms	948,000	-	**948,000**	948,000	-	**948,000**
Miami padel club	-	3,973,703	**3,973,703**	-	3,973,703	**3,973,703**

	Three months ended January 31, 2024			Three months ended January 31, 2023		
	Canada	**USA**	**Total**	**Canada**	**USA**	**Total**
Income						
Revenue	-	-	-	-	-	-
Loss	(200,800)	(144,663	**(345,463)**	(252,814)	-	**(252,814)**