PLANT & CO. BRANDS LTD.
(formerly Eurolife Brands Inc.)

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
AS AT AND FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021

PLANT& CO. BRANDS LTD (formerly Eurolife Brands Inc.)
Interim Condensed Consolidated Statements of Financial Position (Unaudited)

As At	**Note**	**June 30, 2021**	December 31, 2020
(Canadian dollars)		**$**	$
ASSETS			
Current assets			
Cash and cash equivalents		**1,638,964**	4,136,250
Account receivable	10	**139,108**	88,669
Equity investments		**360,000**	-
Inventory		**133,779**	18,590
Prepaids		**160,052**	487,862
HST recoverable		**32,032**	76,820
		2,463,935	4,808,191
Property and equipment	5	**858,871**	278,942
Licenses and other intangible assets	6	**254,461**	204,000
Goodwill		**7,982,414**	-
TOTAL ASSETS		**11,559,681**	5,291,133
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	10,11	**306,059**	604,274
Deferred revenue	12	**35,124**	104,745
Lease obligations	7	**82,007**	50,048
Other liabilities		**24,342**	20,000
TOTAL CURRENT LIABILITIES		**447,532**	779,067
Canada Emergency Business Account (CEBA) Loan	8	**81,992**	20,175
Lease obligations	7	**218,791**	-
TOTAL LIABILITIES		**748,315**	799,242
SHAREHOLDERS' EQUITY			
Share capital	9	**37,592,801**	18,300,070
Share subscriptions receivable	9,10	**(289,170)**	(339,552)
Contributed surplus	9	**16,394,404**	3,565,293
Deficit		**(42,886,669)**	(17,033,920)
TOTAL SHAREHOLDERS' EQUITY		**10,811,366**	4,491,891
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**11,559,681**	5,291,133

Nature and continuance of operations (Note 1)
Commitments (Note 13)

PLANT & CO. BRANDS LTD. (formerly Eurolife Brands Inc.)
Interim Condensed Consolidated Statements of Comprehensive Loss (Unaudited)

(Canadian dollars)	Notes	Three Months Ended June 30, **2021**	2020	Six Months Ended June 30, **2021**	2020
Product sales		**392,997**	-	**623,338**	-
Cost of sales		**206,281**	-	**331,783**	-
Gross profit		**186,716**	-	**291,555**	-
Consulting revenue		**50,148**	46,333	**81,742**	94,583
Expenses					
Compliance and regulatory		**58,166**	21,583	**113,378**	35,117
Depreciation and amortization	5,6	**80,043**	19,678	**155,720**	39,357
Financing costs	7,8	**13,271**	-	**24,179**	-
General and administrative		**1,111,746**	192,315	**3,496,173**	945,041
Platform development		**68,735**	13,357	**102,108**	100,969
Share-based compensation	9,10	**8,963,909**	39,501	**11,161,358**	437,571
		10,295,870	286,434	**15,052,916**	1,558,055
Loss before other items		**(10,059,006)**	(240,101)	**(14,679,619)**	(1,463,472)
Other items					
Impairment		**(11,334,000)**	-	**(11,334,000)**	-
Realized gain on equity investments		**27,035**	-	**27,035**	-
Unrealized gain on equity investment		**(431,667)**	-	**75,000**	-
Foreign exchange gain		**(676)**	-	**5,270**	-
Grant income	8	**5,901**	-	**27,074**	-
Other income		**10,094**	-	**26,491**	5,879
Total comprehensive loss		**(21,782,319)**	(240,101)	**(25,852,749)**	(1,457,593)
Per Share Information					
Net loss per share – basic and diluted		**$(0.22)**	$(0.01)	**$(0.28)**	$(0.04)
Weighted average number of common shares outstanding – basic and diluted		**100,266,363**	38,202,975	**92,139,952**	37,761,614

PLANT & CO. BRANDS LTD. (formerly Eurolife Brands Inc.)
Interim Condensed Consolidated Statement of Changes in Shareholders' Equity (Unaudited)

(Canadian dollars)	Notes	**Common shares number***	**Common shares amount**	**Contributed surplus**	**Share subscriptions receivable**	**Deficit**	**Total**
			$	$	$	$	$
Balance at December 31, 2019		35,788,441	12,033,390	2,017,580	(299,157)	(12,654,254)	1,097,559
Private placement	9	26,787,315	5,603,191	90,096	(240,500)	-	5,452,787
Debts settled		-	-	-	300,105	-	300,105
Share issue costs			(520,183)	406,543	-		(113,640)
Issuance of common shares for debt and services	9	2,209,267	486,025	-	-	-	486,025
Issuance of common shares upon exercise of options	9	210,000	163,750	(58,750)	(100,000)	-	5,000
Issuance of common shares upon exercise of warrants	9	158,800	79,400		-	-	79,400
Cancellation of common shares issued upon milestone achievement	9	(250,000)	-	-	-	-	-
Share based compensation	9	-	-	1,109,824	-	-	1,109,824
Cancellation of shares returned to treasury	9	(193,076)	-	-	-	-	-
Share exchange for licenses	6	566,667	226,667	-	-	-	226,667
Share exchange for assets	4	2,536,000	227,830		-		227,830
Net and comprehensive loss		-	-	-	-	(4,379,666)	(4,379,666)
Balance at December 31, 2020		67,813,414	18,300,070	3,565,293	(339,552)	(17,033,920)	4,491,891
Private Placement	9	**3,000,000**	**600,000**	**-**	**-**	**-**	**600,000**
Debts settled		**-**	**-**	**-**	**158,382**	**-**	**158,382**
Issuance of common shares for debt and services	9	**109,589**	**85,480**	**-**	**-**	**-**	**85,480**
Issuance of common shares upon exercise of options	9	**1,577,000**	**711,955**	**(180,705)**	**(108,000)**	**-**	**423,250**
Issuance of common shares upon exercise of warrants	9	**2,212,590**	**632,330**	**(64,183)**	**-**	**-**	**568,147**
Share based compensation	9	**-**	**-**	**11,161,359**	**-**	**-**	**11,161,359**
Share exchange -corporate acquisitions	4	**29,644,828**	**17,262,966**	**1,912,640**	**-**		**19,175,606**
Net and comprehensive loss		**-**	**-**	**-**	**-**	**(25,852,749)**	**(25,852,749)**
Balance at June 30, 2021		**104,357,421**	**37,592,801**	**16,394,404**	**(289,170)**	**(42,886,669)**	**10,811,366**

* On July 3, 2020 the Company completed a 10:1 share consolidation. All share numbers have been restated to reflect the consolidation.

PLANT & CO. BRANDS LTD. (formerly Eurolife Brands Inc.)
CONSOLIDATED STATEMENTS OF CASH FLOWS

(*Canadian dollars*)	Notes	Three Months Ended June 30, **2021**	2020	Six Months Ended June 30, **2021**	2020
Operating Activities					
Net loss		**(21,782,319)**	(240,101)	**(25,852,749)**	(1,457,593)
Items not affecting cash and cash equivalents:					
Amortization		**80,043**	19,678	**155,720**	39,357
Financing costs		**11,432**	-	**20,163**	-
Impairment		**11,334,000**	-	**11,334,000**	-
Share based compensation		**8,963,909**	39,501	**11,161,358**	437,571
Shares issued for services		**63,561**	-	**85,479**	-
Gain on sale of equity investment		**404,632**	-	**(102,035)**	-
Grant income		**-**	-	**(3,146)**	-
		(924,742)	(180,922)	**(3,201,210)**	(980,665)
Accounts receivable		**(62,211)**	122	**(19,559)**	(153,315)
Inventory		**6,911**	(46,046)	**(532)**	(46,046)
Prepaid expenses		**146,890**	32,479	**342,106**	16,548
HST recoverable		**63,130**	92,440	**40,691**	473,209
Accounts payable and accrued liabilities		**(343,034)**	(98,776)	**(396,784)**	89,088
Other liabilities		**(9,717)**	-	**(19,997)**	-
Deferred revenue		**(44,088)**	(1,600)	**(69,622)**	(4,000)
Net change in non-cash working capital related to operations		**(242,119)**	(21,381)	**(123,697)**	375,484
Cash flows used in operating activities		**(1,166,861)**	(202,303)	**(3,324,907)**	(605,181)
Investing Activities					
Property and equipment expenditures		**(3,996)**	-	**(3,996)**	(2,845)
Purchase of equity investments		**(60,000)**	-	**(385,000)**	-
Corporate acquisition	4	**-**	-	**(770,000)**	-
Proceeds from sale of equity investment		**127,035**	-	**127,035**	-
Cash flows from (used in) investing activities		**63,039**	-	**(1,031,961)**	(2,845)
Financing Activities					
Proceeds from the issuance of shares (net of issuance costs)	9	**600,000**	-	**600,000**	505,500
Proceeds from government loan		**-**	40,000	**10,000**	40,000
Proceeds from option exercises		**255,000**	100,000	**423,250**	100,000
Proceeds from warrant exercises		**522,897**	-	**568,147**	-
Lease liabilities settled		**(33,244)**	-	**(57,167)**	-
Acquired cash		**-**	-	**156,970**	-
Share subscriptions settled		**131,021**	(13,732)	**158,382**	28,085
Accounts receivable		**-**	(100,000)	**-**	(100,000)
Obligation to issue shares		**-**	-	**-**	(9,948)
Cash flows from financing activities		**1,475,674**	26,268	**1,859,582**	563,637
Increase in cash		**371,852**	(176,035)	**(2,497,286)**	(44,389)
Cash, beginning of period		**1,267,112**	434,672	**4,136,250**	303,026
Cash, end of period		**1,638,964**	258,637	**1,638,964**	258,637

(Expressed in Canadian Dollars)

1. NATURE AND GOING CONCERN

Plant & Co. Brands Ltd. (formerly Eurolife Brands Inc) (the "Company" or "Plant&Co") was incorporated pursuant to the Canada Business Corporations Act on November 24, 2014. On August 12, 2019, the Company changed its name from Cannvas MedTech Inc. to Eurolife Brands Inc. On December 4, 2020, the Company changed its name from Eurolife Brands Inc. to Plant & Co. Brands Ltd.

On June 23, 2017, the Company continued from the federal jurisdiction to the jurisdiction of British Columbia. The Company's corporate office is located at Suite 400, 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6.

The Company is a vertically integrated enterprise focused on the health and wellness sector.

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Details of deficit and working capital (current assets less current liabilities) of the Company are as follows:

	June 30, 2021	December 31, 2020
Deficit	**(42,886,669)**	(17,033,920)
Working Capital	**2,016,403**	4,029,124

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The Company relies upon the issuance of securities for financing of its operations. The Company intends to continue relying upon the issuance of securities to finance its operations to the extent such instruments are issuable under terms acceptable to the Company. While the Company has been successful in raising funds in the past, it is uncertain whether it will be able to raise sufficient funds in the future. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. If the Company is unable to secure additional financing, repay liabilities as they come due, negotiate suitable joint venture agreements, and/or continue as a going concern, then material adjustments would be required to the carrying value of assets and liabilities and the consolidated statement of financial position classifications used. These consolidated financial statements do not include any adjustments relating to the recovery of assets and classification of assets and liabilities that may arise should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements (the "Interim Financial Statements") have been prepared in accordance with International Accounting Standard ("IAS") 34 – Interim Financial Reporting.

The Interim Financial Statements should be read in conjunction with the audited annual consolidated financial statements of Plant&Co as at and for the years ended December 31, 2020 and 2019 and the notes thereto (the "Annual Financial Statements"). The Interim Financial Statements have been prepared on a basis consistent with the accounting, estimation and valuation policies described in the Annual Financial Statements.

The Interim Financial Statements were approved and authorized for issue by the Audit Committee of the Board of Directors on August 27, 2021.

Basis of consolidation

A subsidiary is an entity the Company controls when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. These consolidated financial statements include the accounts of the Company and its Canadian wholly-owned subsidiaries Cannvas Data Inc., Plant & Company Brands Group Inc. (formerly Cannvas Creative Inc.), Cannvas Cannabis Acquisitions Corp. and 1216165 BC Ltd. Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing these consolidated financial statements.

Presentation and functional currency

The functional currency of the parent company is the Canadian dollar, which is also the presentation currency of the consolidated financial statements. The functional currency of the Company's Canadian subsidiaries is also the Canadian dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Significant accounting judgments and estimates
The preparation of Financial Statements is in conformity with International Financial Reporting Standards ("IFRS") and requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimates and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year: expected life of tangible and intangible assets, valuation of financial assets, impairment of non-financial assets and share-based compensation.

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the annual financial statements. Judgement is also required in the determination of whether the Company will continue as a going concern.

On January 30, 2020, the World Health Organization declared the Coronavirus disease (COVID-19) outbreak a Public Health Emergency of International Concern and, on March 10, 2020, declared it to be a pandemic. Actions taken around the world to help mitigate the spread of COVID-19 include restrictions on travel, quarantines in certain areas, and forced closures for certain types of public places and businesses. These measures have caused and will continue to cause significant disruption to business operations and a significant increase in economic uncertainty. The potential direct and indirect impacts of the economic downturn have been considered in management's estimates, and assumptions at period end have been reflected in the results.

The COVID-19 pandemic is an evolving situation that will continue to have widespread implications for the Company's business environment, operations and financial condition. Management cannot reasonably estimate the length or severity of this pandemic, or the extent to which the disruption may materially impact the financial results in 2021.

Estimates and judgements are continually evaluated and are based on management 's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies under IFRS are presented in Note 3 to the Annual Financial Statements. Certain information and disclosures normally required to be included in the notes to the Annual Financial Statements prepared in accordance with IFRS have been condensed or omitted in the Interim Financial Statement.

4. ACQUISTION

Holy Crap Brands Corporate Acquisition

On February 12, 2021 the Company via its wholly owned subsidiary Plant & Company Brands Group Inc. completed an amalgamation with Holy Crap Brands Inc. ("Holy Crap Brands") whereby the Company issued 29,300,000 common shares to the current Holy Crap Brands shareholders and 4,000,000 share purchase warrants entitling the current Holy Crap Brands warrant holders to purchase one common share of the Company at a price of $0.40 until May 2, 2022. The warrants were valued at $1,912,640 using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 226%, risk free interest rates of 0.25%, expected life of 1.22 years and no dividend yield.

(Expressed in Canadian Dollars)

Holy Crap Brands produces a high fiber plant based super-seed nutritional cereal that is sold online and in retail locations across Canada. The acquisition will be accounted for as a business combination under IFRS 3.

This acquisition was accounted for using the acquisition method, with the operating results included in the Company's financial and operating results commencing on the closing date of the acquisition. The fair values of the identifiable assets acquired, and liabilities assumed by the Company were preliminarily allocated as follows:

Fair value of net asset acquired, and liabilities assumed	
Working capital	221,961
PP&E	202,679
Intangible assets	72,912
Right of use ("ROU") - Lease	(151,047)
Note payable	(28,123)
Goodwill	18,588,258
	18,906,640

Consideration	
Shares issued (29,300,000)	16,994,000
Share purchase warrants (0.40) (4,000,000)	1,912,640
	18,906,640

The above amounts are estimates, which were made by management at the time of preparation of these financial statements based on information available. Amendments may be made to these amounts as values subject to estimate are finalized.

On the day the Holy Crap Brands acquisition closed, the Company share price closed at $0.58 however the Company valued the shares issued at $0.20, as the transaction was negotiated based on this price, the price was the average Company share price in 2020, this resulted in a goodwill impairment of $11,134,000 on acquisition.

If the Holy Crap Brands acquisition had been effective on January 1, 2021, the proforma results of the revenue and net income for the period ended June30, 2021 would have been as follows:

	Period ended June 30, 2021		
	As stated,	**Amounts prior to acquisition**	**Pro Forma**
Revenue	705,080	87,382	792,462
Net Income/(loss)	(25,852,749)	(49,513)	(25,902,262)

The pro forma results of operations are not intended to reflect the results that would have actually occurred had the acquisition closed on January 1, 2021. Further, the pro forma results of operations are not necessarily indicative of the results that may be generated by the Company in the future or reflect future events that may occur following the acquisition in a subsequent period or periods.

Yamchop Corporate Acquisition

On January 18, 2021, pursuant to a share purchase agreement, the Company acquired 100% of the issued and outstanding common shares of 2574578 Ontario Inc. and JDB Innovations Ltd., collectively referred to as "Yamchops" in exchange for payment of $770,000 and the issuance of 344,828 common shares of the Company. The Company issued an additional 109,589 common shares as a finder's fee.

Yamchops is a plant-based butcher and marketplace restaurant offering protein alternatives, prepared foods, meals and specialty food products in Toronto, Ontario. The acquisition will be accounted for as a business combination under IFRS 3.

This acquisition was accounted for using the acquisition method, with the operating results included in the Company's financial and operating results commencing on the closing date of the acquisition.

(Expressed in Canadian Dollars)

The fair values of the identifiable assets acquired, and liabilities assumed by the Company were preliminarily allocated as follows:

Fair value of net asset acquired, and liabilities assumed	
Working capital	(32,168)
PP&E	506,524
Right of use ("ROU") - Lease	(143,029)
Notes payable	(20,518)
Goodwill	728,157
	1,038,966

Consideration	
Cash	770,000
Shares issued (344,828)	268,966
	1,038,966

The above amounts are estimates, which were made by management at the time of preparation of these financial statements based on information available. Amendments may be made to these amounts as values subject to estimate are finalized.

On the day the Yamchops acquisition closed, the Company share price closed at $0.78 however the Company valued the shares issued at $0.20, as the transaction was negotiated based on this price, the price was the average Company share price in 2020, this resulted in a goodwill impairment of $200,000 on acquisition.

If the Yamchops acquisition had been effective on January 1, 2021, the proforma results of the revenue and net income for the period ended June30, 2021 would have been as follows:

		Period ended June 30, 2021	
	As stated,	**Amounts prior to acquisition**	**Pro Forma**
Revenue	705,080	28,096	733,176
Net Income/(loss)	(25,852,749)	(7,830)	(25,860,579)

The pro forma results of operations are not intended to reflect the results that would have actually occurred had the acquisition closed on January 1, 2021. Further, the pro forma results of operations are not necessarily indicative of the results that may be generated by the Company in the future or reflect future events that may occur following the acquisition in a subsequent period or periods.

Marche Asset Acquisition

On October 27, 2020, the Company entered into an asset purchase agreement with Plant and Co. Marche Inc. (“Marche”) whereby the Company agreed to purchase the assets of Marche for consideration of 2,336,000 common shares of the Company plus a finder’s fee of 200,000 common shares at a price of $0.10 per common share for total consideration of $227,830. Prior to the transaction, Marche was a board game café, however at the time of the sale of the assets the restaurant was no longer operational. The acquisition did not meet the definition of a business combination and as a result has been accounted for as an asset acquisition under IFRS 2 with the fair value of the shares issued approximating the fair value of the assets acquired.

The purchase price was allocated as follows:

Fair value of asset acquired	$
Inventory	18,590
Furniture and fixtures	209,240
Net assets acquired	227,830
Consideration	
Shares issued (2,336,000 shares)	209,862
Finder's fee (200,000 shares)	17,968
Total consideration	227,830

(Expressed in Canadian Dollars)

5. PROPERTY AND EQUIPMENT

	Computer equipment	Furniture and fixtures	Leasehold improvements	Vehicles	ROU assets	Total
Cost						
December 31, 2019	29,989	23,014	47,355	-	44,941	145,299
Additions	13,151	209,240	-	-	65,261	287,652
December 31, 2020	43,140	232,254	47,355	-	110,202	432,951
Corporate acquisition	**-**	**155,473**	**225,000**	**34,653**	**294,076**	**709,202**
Additions	**3,996**	**-**	**-**	**-**	**-**	**3,996**
June 30, 2021	**47,136**	**387,727**	**272,355**	**34,653**	**404,278**	**1,146,149**
Accumulated amortization						
December 31, 2019	17,811	9,564	47,355	-	44,941	119,671
Amortization	8,359	9,664	-	-	16,315	34,338
December 31, 2020	26,170	19,228	47,355	-	61,256	154,009
Amortization	**3,461**	**36,850**	**32,926**	**3,465**	**56,567**	**133,269**
June 30, 2021	**29,631**	**56,078**	**80,281**	**3,465**	**117,823**	**287,278**
Net book value						
December 31, 2020	16,970	213,026	-	-	48,946	278,942
June 30, 2021	**17,505**	**331,649**	**192,074**	**31,188**	**286,455**	**858,871**

6. LICENSES AND OTHER INTANGIBLE ASSETS

On July 29, 2019 the Company purchased 1216165 B.C. Ltd. ("TF" or "True Focus") for 8,000,000 common shares of the Company. TF is the beneficial owner of an exclusive license to develop and market products under the "True Focus" trade name, utilizing proprietary intellectual property in the jurisdictions of South America, Albania, Belarus, Bosnia, Kosovo, Moldova, Montenegro, Russia, Serbia, Turkey and Ukraine. TF also has an option on pursuing a joint-venture arrangement in which it will be permitted to utilize the True Focus proprietary intellectual property on a non-exclusive basis for the marketing of products in Mexico.

At the acquisition date, the fair market value for the license was determined to be $800,000. The value is based upon market assessment of various factors relating to the True Focus brand in the marketplace. In addition, a finder's fee of 800,000 shares was granted which were valued at $80,000.

In late 2019, the cannabis market in general declined significantly and the Company impaired the value of True Focus by approximately 45% at December 31, 2019. In 2020, with the Covid-19 pandemic limiting access to the European and South American markets the Company has impaired the value of the True Focus license down to $nil, although it continues to hold the license.

On January 10, 2020, the Company acquired intellectual property in exchange for 566,667 common shares valued at a fair market value of $226,667.

The licenses are depreciated over 10 years Brand Name is amortized over 3 years and Customer lists and Domain and website are amortized over 2 years.

Intangible assets	Licences	Brand Name	Customer List	Domain & Website	Total
December 31, 2019	463,833				463,833
Additions	226,667				226,667
Amortization	(71,067)				(71,067)
Impairment expense	(415,433)				(415,433)
December 31, 2020	204,000	-	-	-	204,000
Additions	**-**	**40,857**	**20,944**	**11,111**	**72,912**
Amortization	**(11,334)**	**(5,107)**	**(3,927)**	**(2,083)**	**(22,451)**
June 30, 2021	**192,666**	**35,750**	**17,017**	**9,028**	**254,461**

(Expressed in Canadian Dollars)

7. LEASE LIABILITY

In conjunction with the acquisition of the Marche assets in 2020, the Company assumed the lease of a commercial space in Toronto, Ontario which expires in December 2021. This lease was identified as a right-of-use asset with a corresponding lease liability, which was discounted using a 10% incremental borrowing rate (Note 4).

In conjunction with the Yamchops and Holy Crap Brands acquisitions the Company acquired two additional leases. The Yamchops retail space lease expires May 2024, this lease was identified as a right-of-use asset with a corresponding lease liability, which was discounted using a 10% incremental borrowing rate (Note 4). The Holy Crap Brands lease for its manufacturing facility expires in October 2027, this lease was identified as a right-of-use asset with a corresponding lease liability, which was discounted using a 10% incremental borrowing rate (Note 4).

The changes in the Company's lease liability for the period ended June 30, 2021 are as follows:

	$
Recognition of lease	65,261
Lease payments	(17,200)
Finance charges	1,987
Balance at December 31, 2020	50,048
Acquired leases	**294,076**
Lease payments	**(55,929)**
Finance charges	**12,603**
Balance at June 30, 2021	**300,798**

8. CANADA EMERGENCY BUSINESS ACCOUNT LOAN

As part of the Yamchops and Holy Crap Brands acquisitions the Company assumed the liability for a total of $100,000 of CEBA loans. Repaying the balance of the loan on or before December 31, 2022 will result in loan forgiveness of $30,000, which has been recognized as income by Yamchops and Holy Crap Brands prior to acquisition.

In the first quarter of 2021, the Company received an interest free loan of $20,000 through the Canada Emergency Business Account ("CEBA"). Effective January 1, 2023, any outstanding balance on the term loan shall bear interest at a rate of 5% per annum. The term loan matures on December 31, 2025. Repaying the balance of the loan on or before December 31, 2022 will result in loan forgiveness of $10,000. The forgivable portion of the loan has been recognized as grant income for the year ended December 31, 2020

Pursuant to IAS 20 Accounting for Government Grants and Disclosure of Government Assistance, the benefit of a government loan at below-market rate is treated as a government grant and measured in accordance with IFRS 9 Financial Instruments: the benefit of below-market rate shall be measured as the difference between the initial carrying value of the loan (being the present value of a similar loan at market rates) and the proceeds received. The Company has estimated the initial carrying value of this CEBA Loan at $6,854, using a discount rate of 20%. The difference of $3,146 was recognized as grant income and will be accreted to the loan liability over the term of the CEBA Loan and offset to other income on the statements of loss and comprehensive loss.

During 2020, the Company received an interest free loan of $40,000 through the CEBA. Effective January 1, 2023, any outstanding balance on the term loan shall bear interest at a rate of 5% per annum. The term loan matures on December 31, 2025. Repaying the balance of the loan on or before December 31, 2022 will result in loan forgiveness of $10,000. The forgivable portion of the loan has been recognized as grant income for the year ended December 31, 2020

Pursuant to IAS 20 Accounting for Government Grants and Disclosure of Government Assistance, the benefit of a government loan at below-market rate is treated as a government grant and measured in accordance with IFRS 9 Financial Instruments: the benefit of below-market rate shall be measured as the difference between the initial carrying value of the loan (being the present value of a similar loan at market rates) and the proceeds received. The Company has estimated the initial carrying value of this CEBA Loan at $17,565, using a discount rate of 20%. The difference of $12,435 was recognized as grant income and will be accreted to the loan liability over the term of the CEBA Loan and offset to other income on the statements of loss and comprehensive loss.

9. SHARE CAPITAL

a) Common shares

Authorized:
Unlimited number of common shares without par value.

Issued:
As at June 30, 2021 the Company has 104,357,421 shares issued and outstanding (2020 – 67,813,414).

On July 3, 2020 the Company completed a 10:1 share consolidation. All share numbers have been retroactively restated to reflect the consolidation.

On January 10, 2020, the Company issued 566,667 common shares with a fair value of $226,667 to acquire intellectual property (note 6).

On January 15, 2020, the Company issued 1,211,000 units at $0.50 per unit for gross proceeds of $605,500. Each unit consisted of one common share of the Company and one transferable common share purchase warrant exercisable at $0.75 per warrant for 2 years. A value of $60,550 was allocated to the warrants under the residual value method.

On January 24, 2020, the Company cancelled an aggregate of 193,076 common shares for nil consideration.

On March 10, 2020, the Company issued 200,000 units of the Company at a price of $0.50 per unit for gross proceeds of $100,000. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.75 per share, expiring 2 years from the date of grant. A value of $30,000 was allocated to the warrants under the residual value method.

On March 11, 2020, the Company issued 519,750 common shares to consultants of the Company to settle debt in the amount of $259,875 and recognized a gain on settlement of $77,963.

On April 14, 2020, the Company issued 158,800 common shares on the exercise of warrants for settlement of $79,400 of debt.

On May 12, 2020, the Company issued 200,000 common shares on exercise of options for total proceeds of $100,000.

On May 13, 2020, the Company cancelled 250,000 shares returned by a director and officer of the company, previously issued for milestone achievements.

On August 10, 2020, the Company issued 5,979,999 common shares of the Company at a price of $0.18 per share for a total value of $1,076,400. Of this total, 1,606,184 common shares with a fair value of $289,113 were issued.

On November 6, 2020, the Company issued 2,536,000 common shares with a fair value of $227,830 pursuant to an asset acquisition agreement (note 4) and 83,333 common shares with a fair value of $15,000 pursuant to a consulting agreement entered into with a director of the Company.

On December 14, 2020, the Company issued 21,002,500 units of the Company at a price of $0.20 per unit pursuant to a non-brokered private placement raising total proceeds of $4,200,500. Each unit consists of one common share and one transferable common share purchase warrant with an exercise price of $0.25 per share, expiring 2 years from the date of grant. As part of this private placement an additional 631,750 finders' warrants were issued and valued at $406,543 using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 185%, risk free interest rates of 0.25%, expected life of 2 years and no dividend yield. The Company also paid cash finders fees of $113,640 in connection with the private placement.

On December 22, 2020, the Company issued 10,000 common shares at $0.50 per common share pursuant to an option exercise for total proceeds of $5,000.

On January 18, 2021, the Company issued 344,828 common shares pursuant to a definitive share purchase agreement entered into with 2574578 Ontario Inc. and JDB Innovations Ltd. (previously defined as Yamchops) and each of the shareholders of Yamchops. See note 4.

On January 18, 2021, the Company issued 109,589 common shares to a finder in connection with the Yamchops transaction. See note 4.

(Expressed in Canadian Dollars)

On February 12, 2021, the Company issued 29,300,000 common shares pursuant to an amalgamation agreement dated November 25, 2020 among the Company, Plant & Company Brands Group Inc., a wholly-owned subsidiary of the Company, and Holy Crap Brands. See note 4.

On May 7, 2021, the Company issued 1,000,000 common shares at $0.255 per common share pursuant to an option exercise for total proceeds of $255,000.

On June 18, 2021, the Company closed its non-brokered private placement for total gross proceeds of $600,000. The Company issued 3,000,000 units at a price of $0.20 per unit, where each unit consisted of one common share of the company and one common share purchase warrant of the company, where each warrant entitles the holder to purchase one common share within three years of the closing date at a price of $0.20 per common share.

b) Share Purchase Warrants

The issuances of the share purchase warrants are summarized as follows:

	June 30, 2021		December 31, 2020	
	Number of Warrants	**Weighted average exercise price**	Number of Warrants	Weighted average exercise price
Warrants outstanding, beginning of period	**27,232,150**	**0.35**	5,941,492	0.89
Issued January 15, 2020	**-**	**-**	1,211,000	0.75
Issued March 10, 2020	**-**	**-**	200,000	0.75
Issued December 14, 2020	**-**	**-**	21,634,250	0.25
Issued February 12, 2021	**4,000,000**	**0.40**	-	-
Issued June 18, 2021	**3,000,000**	**0.20**	-	-
Issued June 18, 2021	**27,000,000**	**0.20**	-	-
Exercised	**(2,212,590)**	**0.26**	(158,800)	1.09
Expired	**-**	**-**	(1,595,792)	1.25
Warrants outstanding, end of period	**59,019,560**	**0.28**	27,232,150	0.35

On June 1, 2021, the Company entered into a strategic advisory agreement (the "**Advisory Agreement**") with Maricom Inc. and 2085086 Ontario Inc. (the "**Advisors**") represented by Sean Black, Mark Rechichi and Alex Rechichi to assist with the Private Placement and to arrange for Alex Rechichi, Mark Rechichi and Kevin Cole to join the board of directors of the Company (the "**Board**"). In consideration for the assistance with the Private Placement and the arrangement of strategic appointments to the Board (the "**Strategic Board Appointments**"), the Company agreed to issue an aggregate of 27,000,000 non-transferrable share purchase warrants ("**Advisory Warrants**") to the Advisors. Each Advisory Warrant entitles the holder to acquire one Share at a price of $0.20 for a period of five (5) years from their date of issue and vest upon the occurrence of the vesting triggers noted below:

Number of Advisory Warrants Vested	**Vesting Trigger**
5,200,000	Closing of the Private Placement
2,700,000	$0.50(1)
2,750,000	$0.75(1)
5,400,000	$1.00(1)
5,450,000	$1.50(1)
5,500,000	$2.00(1)

Note: (1) Closing price of the Common Shares on the Canadian Securities Exchange (or any other stock exchange that the Common Shares may trade) required to trigger vesting of Advisory Warrants.

Pursuant to the Advisory Agreement, Shawn Moniz, CEO, Secretary and a director of the Company, Donna Reddy, President of the Company and Dean Callaway, CFO of the Company, have agreed to enter into lock-up agreements preventing the sale and transfer of any securities of the Company.

In connection with the Closing and the Strategic Board Appointments, the Company issued the Advisory Warrants effective June 18, 2021. The Advisory Warrants and any securities issued upon exercise thereof are subject to a four month hold period pursuant to the policies of the Canadian Securities Exchange.

(Expressed in Canadian Dollars)

The Company recognized $7,806,009 in share-based compensation on the issuance on the Advisory Warrants. The warrants were valued the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 179%, risk free interest rates of 0.97%, expected life of 5 years and no dividend yield.

As at December 31, 2020, the Company had outstanding warrants as follows:

Expiry date	**Exercise price**	**Remaining life (years)**	**Warrants outstanding**
July 16, 2021	0.75	0.04	1,968,000
July 24, 2021	0.75	0.07	1,028,900
July 26, 2021	0.75	0.07	1,190,000
January 14, 2022	0.75	0.54	1,211,000
March 11, 2023	0.75	1.70	200,000
December 14, 2022	0.25	1.46	19,521,660
May 2, 2022	0.40	0.84	3,900,000
June 18, 2024	0.20	2.97	3,000,000
June 18, 2026	0.20	5.00	27,000,000
	0.28		59,019,560

c) Stock options

The Company has adopted an incentive stock option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, and consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company's issued and outstanding common shares.

On April 7, 2021 the Company cancelled an aggregate of 4,848,091 incentive stock options with prices ranging from $0.46 to $0.78.

On April 30, 2021, the Company granted 5,625,000 incentive stock options to various directors, officers and consultants of the Company. The options are exercisable at $0.25 per common share for a period of 2 years.

On May 10, 2021, the Company granted a further 1,275,000 incentive stock options to various directors, officers, and consultants of the Company. The options are exercisable at $0.255 per common share for a period of 2 years.

A summary of the Company's stock option transactions is presented below:

	June 30, 2021		December 31, 2020	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
Options outstanding, beginning of period	**4,670,091**	**0.33**	2,345,900	0.71
Granted	**12,050,000**	**0.51**	4,700,000	0.50
Exercised	**(1,577,000)**	**0.34**	(210,000)	0.50
Expired	**(20,000)**	**0.50**	(814,800)	0.58
Cancelled	**(5,348,091)**	**0.51**	(1,351,009)	0.81
Options outstanding, end of period	**9,775,000**	**0.27**	4,670,091	0.33
Options exercisable, end of period	**9,775,000**	**0.27**	4,670,091	0.33

The share options outstanding as at June 30, 2021 are as follows:

Grant date	**Number of options outstanding**	**Exercise price**	**Expiry date**
April 28, 2020	75,000	0.50	April 28, 2022
November 23, 2020	2,250,000	0.26	November 22, 2022
January 5, 2021	350,000	0.45	January 5, 2023
January 19, 2021	200,000	0.78	January 19, 2023
April 30, 2021	5,625,000	0.25	April 30, 2023
May 10, 2021	1,275,000	0.26	May 10, 2023
	9,775,000	0.27	

(Expressed in Canadian Dollars)

The Company recognized $3,355,349 (2020 - $437,571) in share-based compensation on options during the period ended June 30, 2021.

The fair value of options was estimated using the Black-Scholes Option Pricing Model based on the date of grant and using the following assumptions:

Grant date	Risk-free interest rate	Expected stock price volatility	Expected life	Fair value Option price (post consolidation)
April 28, 2020	0.34%	150%	2	0.36
November 23, 2020	0.34%	171%	2	0.20
January 5, 2021	0.19%	178%	2	0.36
January 19, 2021	0.15%	180%	2	0.74
April 30, 2021	0.24%	181%	2	0.47
May 10, 2021	0.27%	181%	2	0.36

All option grants have an expended dividend yield of 0% and a forfeiture rate of 0%.

d) Share-based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

10. RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with companies that are controlled by directors and related parties of the Company:

	Period ended June 30, 2021	Year ended December 31, 2020
Consulting and other fees	**254,273**	177,266
Stock-based compensation	**9,637,556**	97,479
	9,891,829	274,745

As at June 30, 2021, the Company had no related party debt. As at December 31, 2020, the Company owed the CEO and related companies $49,115, the CFO $20,000 and a director $500.

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at June 30, 2021, the Company has total accounts payable and accrued liabilities of $306,059 (December 31, 2020 - $604,274). Such costs relate mainly to payables for work fees and general operating expenses.

12. DEFERRED REVENUE

On May 15, 2020, the Company signed a definitive agreement with Empower Clinics Inc. (“Empower”). The agreement grants Empower an exclusive license to the Company’s Cannvas.me cloud based online educational platform in certain international jurisdictions. The agreement includes a three-year term with a three-year renewable option. An annual licensing fee of $70,000 will be paid over the life of the proposed agreement. In 2020, the Company received 2,500,000 common shares with a fair value of $100,000 of Empower as part of its licencing agreement. As at June 30, 2021, the Company had deferred revenues of $35,124 (December 31, 2020 - $104,746). The Company has sold the Empower shares resulting in a realized gain of $57,736 in 2020.

(Expressed in Canadian Dollars)

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial instruments

The carrying values of cash, accounts receivables, trade payables, and other liabilities approximate their carrying values due to the immediate or short-term nature of these instruments.

IFRS 13, establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- 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's cash is measured using level 1 inputs.

Financial risk management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist primarily of cash. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments and with the business development. The Company manages liquidity risk by maintaining adequate cash balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing and revenue generation. Cash on hand at June 30, 2021 and expected cash flows for the next 12 months are sufficient to fund the Company's ongoing operational needs. The Company may need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof. Liquidity risk is assessed as high.

Based on the contractual obligations of the Company as at June 30, 2021, cash outflows of those obligations are estimated and summarized as follows:

Payment Due by Year	2021	2022	2023 and beyond	Total
Accounts payable and accrued liabilities	306,059	-	-	306,059
Notes payable	-	110,000	-	110,000
Right-to-use obligations	66,888	81,676	223,109	371,673
	372,947	191,676	223,109	787,732

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

(Expressed in Canadian Dollars)

(b) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. Foreign currency risk is assessed as low as the Company has no material expenses denominated in foreign currencies.

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

14. GENERAL AND ADMINISTRATIVE EXPENSES

The following table provides a breakdown of general and administrative expense for the three months ended June 30:

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2021	2020	**2021**	2020
Accounting and legal	**129,954**	23,160	**207,239**	49,958
Advertising and marketing	**338,681**	36,818	**1,803,349**	399,804
Investor relations	**62,662**	6,500	**235,010**	23,260
Consulting	**265,637**	84,095	**581,314**	182,296
Office and sundry	**28,862**	11,455	**56,798**	131,928
Business development	**146,801**	30,287	**403,827**	157,795
Salaries and wages	**139,149**	-	**208,636**	-
Total General and Administrative	**1,111,746**	192,315	**3,496,173**	945,041

15. SEGMENTED INFORMATION

Three months ended				**June 30, 2021**
	HolyCrap	**Yamchops**	**Corporate and Other**	**Consolidated**
Revenue	**217,872**	**175,127**	**50,146**	**443,145**
Cost of goods sold	**133,213**	**73,068**	**-**	**206,281**
General and administrative	**115,098**	**153,094**	**843,554**	**1,111,746**
Impairment of goodwill	**11,134,000**	**200,000**	**-**	**11,334,000**
Other (Income)/expense	**(9,783)**	**-**	**9,583,220**	**9,573,437**
Net loss	**(11,154,656)**	**(251,035)**	**(10,376,628)**	**(21,782,319)**

Three months ended				**June 30, 2020**
	HolyCrap	**Yamchops**	**Corporate and Other**	**Consolidated**
Revenue	-	-	46,333	46,333
Cost of goods sold	-	-	-	-
General and administrative	-	-	192,315	192,315
Impairment of goodwill	-	-	-	-
Other (Income)/expense	-	-	94,119	94,119
Net loss	-	-	(240,101)	(240,101)

(Expressed in Canadian Dollars)

Six months ended				**June 30, 2021**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
Revenue	**327,012**	**296,328**	**81,740**	**705,080**
Cost of goods sold	**203,102**	**128,681**	**-**	**331,783**
General and administrative	**147,829**	**245,534**	**3,102,810**	**3,496,173**
Impairment of goodwill	**11,134,000**	**200,000**	**-**	**11,334,000**
Other (Income)/expense	**(26,065)**	**(13,146)**	**11,435,084**	**11,395,873**
Net loss	**(11,131,854)**	**(264,741)**	**(14,456,154)**	**(25,852,749)**

Six months ended				**June 30, 2020**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
Revenue	-	-	94,583	94,583
Cost of goods sold	-	-	-	-
General and administrative	-	-	945,041	945,041
Impairment of goodwill	-	-	-	-
Other (Income)/expense	-	-	607,135	607,135
Net loss	-	-	(1,457,593)	(1,457,593)

As at				**June 30, 2021**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
Current assets	**259,101**	**71,159**	**2,133,675**	**2,463,935**
Property, plant and equipment	**186,353**	**438,817**	**233,701**	**858,871**
Intangible assets	**61,794**	**-**	**192,667**	**254,461**
Goodwill	**7,454,257**	**528,157**	**-**	**7,982,414**
Total assets	**7,961,505**	**1,038,133**	**2,560,043**	**11,559,681**
Current liabilities	**109,777**	**95,101**	**242,653**	**447,532**
Long term liabilities	**158,337**	**120,185**	**22,261**	**300,783**
Total liabilities	**268,114**	**215,287**	**264,914**	**748,315**

As at				**December 31, 2020**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
Current assets	-	-	4,808,191	4,808,191
Property, plant and equipment	-	-	278,942	278,942
Intangible assets	-	-	204,000	204,000
Goodwill	-	-	-	-
Total assets	-	-	5,291,133	5,291,133
Current liabilities	-	-	779,067	779,067
Long term liabilities	-	-	20,175	20,175
Total liabilities	-	-	799,242	799,242