PLANT & CO. BRANDS LTD.

CONSOLIDATED FINANCIAL STATEMENTS
AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Plant & Co. Brands Ltd.

Opinion
We have audited the consolidated financial statements of Plant & Co. Brands Ltd. (formerly Eurolife Brands Inc.) (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 20210 and 201920, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion
We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern
We draw attention to Note 1 to the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information
Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Otto Ehinger.

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
May 2, 2022

PLANT& CO. BRANDS LTD
Consolidated Statements of Financial Position

As At	Note	December 31, 2021	December 31, 2020
(Canadian dollars)		**$**	$
ASSETS			
Current assets			
Cash and cash equivalents		**936,167**	4,136,250
Accounts receivable		**100,499**	88,669
Equity investments	5	**75,171**	-
Inventory	6	**140,583**	18,590
Prepaids		**59,918**	487,862
HST recoverable		**15,845**	76,820
		1,328,183	4,808,191
Property and equipment	7	**550,754**	278,942
Licenses and other intangible assets	8	**456,980**	204,000
Goodwill	9	**1,331,701**	-
TOTAL ASSETS		**3,667,618**	5,291,133
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	14	**246,289**	604,274
Deferred revenue	15	**-**	104,745
Lease obligations	10	**59,873**	50,048
Other liabilities		**8,400**	20,000
TOTAL CURRENT LIABILITIES		**314,562**	779,067
Canada Emergency Business Account (CEBA) Loan	11	**90,614**	20,175
Lease obligations	10	**187,533**	-
TOTAL LIABILITIES		**592,709**	799,242
SHAREHOLDERS' EQUITY			
Share capital	12	**35,466,818**	18,300,070
Share subscriptions receivable	12	**(63,845)**	(339,552)
Contributed surplus	12	**11,283,229**	3,565,293
Deficit		**(43,634,931)**	(17,033,920)
Non-controlling interest		**23,638**	-
TOTAL SHAREHOLDERS' EQUITY		**3,074,909**	4,491,891
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**3,667,618**	5,291,133

Nature and continuance of operations (Note 1)
Commitments (Note 16)
Subsequent events (Note 20)

PLANT & CO. BRANDS LTD.
Consolidated Statements of Loss and Comprehensive Loss

(Canadian dollars)	Notes	Year Ended December 31, **2021**	2020
		$	$
Product sales		**1,203,088**	-
Cost of sales		**596,522**	-
Gross profit		**606,566**	-
Consulting revenue		**46,265**	102,125
Expenses			
Compliance and regulatory		**323,068**	91,671
Depreciation and amortization	7,8	**531,174**	105,405
Financing costs	10,11	**47,000**	4,596
General and administrative	17	**4,429,131**	2,530,292
Platform development		**139,442**	387,817
Share-based compensation	12,13	**6,540,303**	1,109,824
Total expenses		**12,010,118**	4,229,605
Loss before other items		**(11,357,287)**	(4,127,480)
Other items			
Impairment of inventory, equipment, intangibles and goodwill	6,7,8,9	**(15,216,053)**	(415,433)
Realized gain on equity investments	5,15	**79,035**	57,736
Unrealized loss on equity investment	5	**(50,893)**	-
Foreign exchange gain		**4,869**	-
Gain on settlement of liability	12	**-**	77,963
Grant income	11	**62,956**	22,435
Bad debt expense		**(100,000)**	-
Other income		**-**	5,113
Total comprehensive loss		**(26,577,373)**	(4,379,666)
Per Share Information			
Net loss per share – basic and diluted		**$(0.27)**	$(0.11)
Weighted average number of common shares outstanding – basic and diluted		**98,839,936**	41,688,635

PLANT & CO. BRANDS LTD.
Consolidated Statement of Changes in Shareholders' Equity

(Canadian dollars)	Notes	Common shares number	Common shares amount	Contributed surplus	Share subscriptions receivable	Accumulate d Deficit	Non-Controlling Interest	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	12	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	12	2,209,267	486,025	-	-	-	-	486,025
Issuance of common shares upon exercise of options	12	210,000	163,750	(58,750)	(100,000)	-	-	5,000
Issuance of common shares upon exercise of warrants	12	158,800	79,400		-	-	-	79,400
Cancellation of common shares issued upon milestone achievement	12	(250,000)	-	-	-	-	-	-
Share based compensation	12	-	-	1,109,824	-	-	-	1,109,824
Cancellation of shares returned to treasury	12	(193,076)	-	-	-	-	-	-
Share exchange for licenses	8	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	**12**	**3,000,000**	**600,000**	**-**	**-**	**-**	**-**	**600,000**
Issuance of common shares for debt and services	**12**	**109,589**	**85,479**	**-**	**-**	**-**	**-**	**85,479**
Issuance of common shares upon exercise of options	**12**	**1,577,000**	**890,285**	**(359,035)**	**(208,000)**	**-**	**-**	**323,250**
Issuance of common shares upon exercise of warrants	**12**	**2,212,590**	**632,337**	**(64,190)**	**-**	**-**	**-**	**568,147**
Share exchange -corporate acquisitions	**4**	**29,644,828**	**15,058,647**	**1,600,857**	**-**	**-**	**-**	**16,659,504**
Cancellation of shares returned to treasury		**(200,000)**	**(100,000)**	**-**	**-**	**-**	**-**	**(100,000)**
Share based compensation	**12,13**	**-**	**-**	**6,540,304**	**-**	**-**	**-**	**6,540,304**
Debts settled		**-**	**-**	**-**	**483,707**	**-**	**-**	**483,707**
Dividends	**8**	**-**	**-**	**-**	**-**	**(23,638)**	**23,638**	**-**
Net and comprehensive loss		**-**	**-**	**-**	**-**	**(26,577,373)**	**-**	**(26,577,373)**
Balance at **December 31, 2021**		**104,157,421**	**35,466,818**	**11,283,229**	**(63,845)**	**(43,634,931)**	**23,638**	**3,074,909**

PLANT & CO. BRANDS LTD.
Consolidated Statements of Cash Flows

(*Canadian dollars*)	Notes	Year Ended December 31, **2021**	2020
		$	$
Operating Activities			
Net loss		**(26,577,373)**	(4,379,666)
Items not affecting cash and cash equivalents:			
Amortization	7,8	**531,174**	105,405
Financing costs	10,11	**42,570**	4,596
Impairment	6,7,8,9	**15,216,053**	415,433
Bad debts expense		**100,000**	-
Share based compensation	12,13	**6,540,303**	1,109,824
Shares issued for services		**85,479**	-
Gain on settlement of debt		**-**	(77,963)
Gain on sale of equity investment	5,15	**(28,141)**	(57,736)
Grant income	11	**(3,146)**	(22,435)
		(4,093,081)	(2,902,542)
Accounts receivable		**16,731**	(61,069)
Inventory	6	**(35,289)**	-
Prepaid expenses		**442,240**	(170,265)
HST recoverable		**56,786**	426,382
Accounts payable and accrued liabilities	14	**(441,248)**	921,789
Other liabilities		**(17,972)**	-
Deferred revenue	15	**(104,745)**	745
Net change in non-cash working capital related to operations		**(83,497)**	1,117,582
Cash flows used in operating activities		**(4,176,578)**	(1,784,960)
Investing Activities			
Property and equipment expenditures	7	**(4,495)**	(13,151)
Purchase of equity investments	5	**(326,064)**	-
Acquired cash	4	**156,970**	-
Corporate acquisition	4	**(770,000)**	-
Proceeds from sale of equity investment	**5,15**	**279,035**	157,736
Cash flows from (used in) investing activities		**(664,554)**	144,585
Financing Activities			
Proceeds from the issuance of shares (net of issuance costs)	12	**600,000**	5,329,199
Proceeds from government loan	11	**10,000**	40,000
Proceeds from option exercises	12	**323,250**	5,000
Proceeds from warrant exercises	12	**568,147**	79,400
Lease liabilities settled	10	**(124,055)**	-
Share subscriptions settled		**283,707**	-
Obligation to issue shares		**(20,000)**	20,000
Cash flows from financing activities		**1,641,049**	5,473,599
Increase in cash		**(3,200,083)**	3,833,224
Cash, beginning of year		**4,136,250**	303,026
Cash, end of year		**936,167**	4,136,250
Cash and cash equivalents consist of:			
Cash		**876,167**	4,136,250
Cash equivalents		**60,000**	-

(Expressed in Canadian Dollars)

1. NATURE AND GOING CONCERN

Plant & Co. Brands Ltd. (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.

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 of the Company are as follows:

	December 31, 2021	December 31, 2020
	$	$
Deficit	**(43,634,931)**	(17,033,920)
Working Capital	**1,013,621**	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.

On March 10, 2020, the World Health Organization declared the Coronavirus disease (COVID-19) 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 year 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 2022.

2. BASIS OF PREPARATION

Statement of Compliance

These consolidated financial statements for the years ended December 31, 2021, and 2020 were 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). As part of this preparation, management is required to make estimates and assumptions under IFRS. These estimates and assumptions affect the reported amounts of assets and liabilities, disclosure of contingent amounts and the reported amounts of revenues and expenses. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results ultimately may differ from those estimates. The areas involving a higher degree of judgement and complexity or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed within the notes.

These consolidated financial statements were reviewed by the Audit Committee and authorized for issuance by the Board of Directors as of May 2, 2022.

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. Intercompany balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing these consolidated financial statements.

These consolidated financial statements include the accounts of the Company and its subsidiaries as follows:

Subsidiary Name	Jurisdiction	Ownership interest
Plant & Company Brands Group Inc.	British Columbia, Canada	100%
Holy Crap Foods Inc.	British Columbia, Canada	100%
JBD Innovations Ltd	Ontario, Canada	100%
2574578 Ontario Inc.	Ontario, Canada	100%
Blackwell Intelligence Inc.	British Columbia, Canada	50%

Presentation and functional currency

The functional currency of the parent company and all its subsidiaries is the Canadian dollar, which is also the presentation currency of the consolidated financial statements.

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 year-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 these consolidated 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 year 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.

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

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification of financial assets and liabilities under IFRS 9:

Cash and cash equivalents	FVTPL
Equity investments	FVTPL
Accounts receivable	amortized cost
Accounts payable, and other liabilities	amortized cost
Canada Emergency Business Account Loan	amortized cost

Measurement
Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive loss.

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in the statement of loss and comprehensive loss.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition
Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other loss and comprehensive loss.

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of loss and comprehensive loss.

Cash

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Inventory

Inventory is measured at the lower of cost and net realizable value. The cost of inventories includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present condition. Inventory is comprised of raw materials, work in progress, and finished goods. The cost of inventory is determined using the weighted average method.

Net realizable value is calculated as the difference between the estimated selling price and estimated costs to complete processing into a saleable form. Inventory is written down to net realizable value when the cost of inventory is estimated to be unrecoverable due to obsolescence, damage or declining selling prices. When the circumstances that previously caused inventory to be written down below cost no longer exist, the amount of write-down previously recorded is reversed.

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. Assets acquired and liabilities assumed are measured at their fair value as at the acquisition date. Acquisition costs are expensed in the period incurred.

Any contingent consideration to be transferred by the Company will be recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is determined to be an asset or liability will be recognized in accordance with IFRS 9 – Financial Instruments, either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it should not be re-measured until it is finally settled within equity.

Goodwill is initially measured at cost, being the excess of the fair value of consideration transferred over the fair value of the net identifiable assets acquired in a business combination. Any negative difference is considered a bargain purchase and is recognized directly in the consolidated statements of loss and comprehensive loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to the cash-generating unit ("CGU"), which is expected to benefit from the synergies of the business combination.

Goodwill is tested annually for impairment or more frequently when there is an indication that goodwill may be impaired. Impairment is determined for goodwill by assessing if the carrying value of a CGU, including the allocated goodwill, exceeds its recoverable amount determined as the greater of the estimated fair value less costs to sell and the value in use. Impairment losses recognized in respect of a CGU are first allocated to the carrying value of goodwill and any excess is allocated to the carrying amount of other assets in the CGU on a pro rata basis. Goodwill impairment is recorded in the consolidated statements of loss and comprehensive loss in the period of impairment. Impairment losses on goodwill are not reversed in subsequent periods. The Company completes its annual impairment test as at December 31.

Property and equipment

Property and equipment is stated at historical cost less accumulated amortization and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the consolidated statement of loss and comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the consolidated statement of loss and comprehensive loss.

Amortization is calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. The amortization rates applicable to each category of property and equipment are as follows:

Class of property, plant and equipment	Amortization rate
Computer equipment	33%
Furniture and fixtures	20%
Vehicles	20%
Leasehold improvements	Term of lease
Right-of-use assets	Term of lease

When assets are derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset, the costs and related accumulated depreciation are eliminated from the accounts and any resulting gain or loss is recognized in profit or loss.

Intangible Assets

Intangible assets are initially recognized at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated depreciation and any accumulated impairment losses. The intangible assets are amortized on a straight-line basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The estimated useful lives and depreciation methods are reviewed annually, with any changes in estimate accounted for prospectively.

Intangible assets are amortized on a straight-line basis over the estimated useful lives of the related assets as follows:

Class of intangible asset	Amortization rate
Licenses	10 years
Brand names	3 years
Recipe, processes and formulas	3 years
Distribution relationships	2 years

Impairment

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the consolidated statement of loss and comprehensive loss for the year.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized in the consolidated statement of loss and comprehensive loss for the year.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received or given up is not readily determinable, the fair market value of the shares is used to record the transaction. The fair market value of the shares is based on the trading price of those shares on the appropriate stock exchange on the date of the agreement to issue or receive shares.

The proceeds from the exercise of share options and warrant and issuance of shares from treasury are recorded as share capital in the amount for which the option, warrant, or treasury share enabled the holder to purchase a share in the Company. Share capital issued for non-monetary consideration is recorded at an amount based on fair market value on the date the shares are issued.

The proceeds from the issue of units consisting of a common share and a share purchase warrant is allocated between common shares and common share purchase warrants on a pro-rata basis on a relative fair value basis, wherein, the fair value of the common shares is based on the market closing price on the date the units are issued; and the fair value of the common share purchase warrants is determined using the Black-Scholes Option Pricing Model.

In the event there is a change to the warrant terms (price or exercise date), no change is made to the initial value recognized for the warrant.

Revenue

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of returns, trade discounts and volume rebates. Sales revenue is recognized when persuasive evidence exists, usually in the form of an executed sales agreement, that the significant risks and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involved with the goods, and the amount of revenue can be measured reliably. The transfer of risks and rewards occurs when the product is received by the customer.

Revenue from services is recognized when the services are rendered, using the percentage of completion method based on the actual service provided as a proportion of the total services to be performed. Payment received in advance of revenue recognition is recorded as deferred revenue.

Share-based payment transactions

The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Where the share options are awarded to employees, the fair value is measured at grant date, and each tranche is recognized on the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes Option Pricing Model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Where share options are granted to non-employees, fair value is measured at grant date at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

All share-based payments are reflected in reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in reserves is credited to share capital, adjusted for any consideration paid.

Income taxes

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the liability method, providing for unused tax loss carry forwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit; and differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is more likely than not that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company presents basic and diluted earnings (loss) per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the income attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

Right of use assets and lease liability

At inception of a contract the Company assesses whether a contract conveys the right to control the use of an identified assets for a period in exchange for consideration, in which case it is classified as a lease. The Company recognized a right-of-use assets (lease asset) and a lease liability at the lease commencement date. The asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to restore the underlying asset, less any lease incentives received. The lease asset is subsequently depreciated using the straight-line method from the commencement date to the end of the useful life of the right-of-use asset, considered to be indicated by the lease term. The lease asset is periodically adjusted for certain remeasurements of the lease liability and impairment losses, if any.

The lease liability is initially measured at the present value of outstanding lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method and is remeasured when there is a change in future lease payments arising from a change in an index or rate if the Company changes its assessment of whether it will exercise a purchase, extension, or termination option. A corresponding adjustment is made to the carrying amount of the right-of-use asset with any excess over the carrying amount of the asset being recognized in profit or loss. The Company also has the right to elect to not recognize short-term leases (leases with a term of 12 months or less) and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Government grants

Government grants are recognized in the consolidated statement of loss and comprehensive loss over the periods in which the entity recognizes expenses for the related costs for which the grants are intended to compensate. Government grants are recognized only when there is reasonable assurance that the Company will comply with the condition attached to the grant and that the grant will be received.

Investment tax credits related to the research and development expenditures are accrued as an offset to the expense when there is reasonable assurance that the credits will be realized. Investment tax credits under the Scientific Research and Experimental Development Incentive Programs are subject to government approval.

The Company accounts for a forgivable loan from the government as a government grant when there is reasonable assurance that the Company will meet the terms for the forgiveness of the loan. The Company records the government loan at its estimated fair value at the date in which the payments are recorded. The estimated fair value of the loan is determined using the effective interest rate method. The difference between the fair value and the proceeds of the interest free loans is a benefit and is also accounted for as a government grant. The benefit is accreted to the loan over the term of the loan.

Segment reporting

The Company has two operating segments: Yamchops (note 4) and Holy Crap (note 4) In identifying these operating segments, management generally follows the Group's service lines representing its main products and services (see note 19).

Each of these operating segments is managed separately as each requires different technologies, marketing approaches and other resources. All inter-segment transfers are carried out at arm's length prices based on prices charged to unrelated customers in stand-alone sales of identical goods or services.

Holy Crap
Holy Crap produces and sells breakfast cereal and related food products. The company offers its products under the brand Holy Crap, which is a gluten-free, organic, kosher, plant-based, and non-gmo project verified cereal. It markets its products through retailers as well as through online retailers and its own website.

YamChops
YamChops operates as a plant-based butcher shop. Its products are produced for vegan, vegetarian, and flexitarian eaters and offer meat-free, dairy-free, and gluten-free choices to its customers.

In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment. This primarily applies to the Group's headquarters

Future Accounting Pronouncements

Certain new or amended standards or interpretations issued by the International Accounting Standards Board (IASB) or IFRS Interpretations Committee (IFRIC) do not have to be early adopted in the current year.

The standards issued, but not yet effective, are described below.

- IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to (i) clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period; (ii) clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and (iii) make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and are to be applied retrospectively. Earlier adoption is permitted.

- IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8") was amended in February 2021 to introduce the definition of an accounting estimate and include other amendments to IAS 8 to help entities distinguish changes in accounting estimates from changes in accounting policies. The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier adoption is permitted.

- IAS 16 – Property, Plant and Equipment ("IAS 16") was amended in May 2020 to prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognize such sales proceeds and related cost in profit or loss. The amendments are effective for annual periods beginning on or after January 1, 2022. Earlier adoption is permitted.

- IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets ("IAS 37") was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – i.e. a full-cost approach. Such costs include both the incremental costs of the contract (i.e. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – e.g. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

The Company will adopt these amendments as of their effective dates and is currently assessing their impacts on adoption. There are no other standards or interpretations issued, but not yet effective, that the Company anticipates may have a material effect on the consolidated financial statements once adopted.

4. ACQUISTIONS

Holy Crap 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 ") whereby the Company issued 29,300,000 common shares to the current Holy Crap shareholders and 4,000,000 share purchase warrants entitling the current 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 $1,600,857 using the Black-Scholes Option Pricing Model with the following inputs: expected price volatility of 160%, risk free interest rates of 0.12%, expected life of 1.22 years and no dividend yield. The common share were discounted by 12.9% due to the resale restrictions of the shares.

(Expressed in Canadian Dollars)

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

Fair value of net asset acquired, and liabilities assumed	$
Working capital	212,661
Property and equipment	202,679
Brand name	260,416
Distributor relationship	246,699
Right of use ("ROU") - Lease	(151,047)
Note payable	(28,123)
Goodwill	15,671,553
	16,414,838

Consideration	
Shares issued (29,300,000)	14,813,981
Share purchase warrants (4,000,000)	1,600,857
	16,414,838

If the Holy Crap acquisition had been effective on January 1, 2021, the proforma results of the revenue and net income for the year ended December 31, 2021 would have been as follows:

	Year ended December 31, 2021		
	As stated	**Amounts prior to acquisition**	**Pro Forma**
	$	**$**	**$**
Revenue (unaudited)	1,249,353	87,382	1,336,735
Net Income/(loss) (unaudited)	(26,577,373)	(87,154)	(26,664,527)

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 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 Common shares issued were discounted by 9% due to the resale restrictions of the shares. The Company issued an additional 109,589 common shares as a finder's fee, which was expensed.

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

Fair value of net asset acquired, and liabilities assumed	$
Working capital	(21,302)
PP&E	482,195
Brand name	110,163
Recipe, Processes and Formulas	86,465
Right of use ("ROU") - Lease	(142,740)
Notes payable	(20,518)
Goodwill	520,402
	1,014,665

Consideration	
Cash	770,000
Shares issued (344,828)	244,665
	1,014,665

If the Yamchops acquisition had been effective on January 1, 2021, the proforma results of the revenue and net income for the year ended December 31, 2021 would have been as follows:

	Year ended December 31, 2021		
	As stated **$**	**Amounts prior to acquisition** **$**	**Pro Forma** **$**
Revenue (unaudited)	1,249,353	24,357	1,273,710
Net Income/(loss) (unaudited)	(26,577,373)	(12,503)	(26,589,876)

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 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

During the year ended December 31, 2021 due to Covid-19 related shutdowns in Ontario, Marche was not able to reopen to the public. The Company has decided to not to renew the lease and closed the location permanently in December 2021.The remaining property and equipment and inventory were impaired down to the disposition value of $6,000 which was received subsequent to year-end (note 6 and 7).

(Expressed in Canadian Dollars)

5. EQUITY INVESTMENTS

The Company invests its excess cash in various equity investments. Throughout the year the Company reported a realized gain on equity investments of $79,035 (2020 - $57,736). As at December 31, 2021 the Company had an unrealized loss on equity investments of $50,893 (2020 - $nil).

The fair value of the Company's equity investments as at December 31, 2021 are as follows:

	Valuation method	**December 31 2021**	December 31 2020
		$	$
Investment in publicly traded companies	Level 1	**29,167**	-
Investment in private companies	Level 3	**35,638**	-
Warrants of publicly traded companies	Level 3	**10,366**	-
		75,171	-

6. INVENTORY

Inventories on hand consist of raw ingredients and finished goods. Inventory is valued at the lower of cost and net realizable value:

	Raw Ingredients	**Finished Goods**	**Total**
	($)	**($)**	**($)**
Cost			
At December 31, 2019	-	-	-
Change in year	-	18,590	18,590
At December 31, 2020	-	18,590	18,590
Change in year	**95,670**	**26,323**	**121,993**
At December 31, 2021	**95,670**	**44,913**	**140,583**

Due to the closure of the Marche location the Company recorded an inventory write-down of $18,654.

7. 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	**-**	**139,433**	**225,000**	**26,653**	**293,787**	**684,873**
Additions	**3,996**	**499**	**-**	**-**	**-**	**4,495**
December 31, 2021	**47,136**	**372,186**	**272,355**	**26,653**	**403,989**	**1,122,319**
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
Impairment	**-**	**155,812**	**-**	**-**	**-**	**155,812**
Amortization	**6,919**	**70,592**	**65,853**	**5,331**	**113,049**	**261,744**
December 31, 2021	**33,089**	**245,632**	**113,208**	**5,331**	**174,305**	**571,565**
Net book value						
December 31, 2020	16,970	213,026	-	-	48,946	278,942
December 31, 2021	**14,047**	**126,554**	**159,147**	**21,322**	**229,684**	**550,754**

8. INTANGIBLE ASSETS

(Expressed in Canadian Dollars)

Intangible assets	Licences	Brand Names	Distribution Relationships	Recipe, processes and formulas	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	**-**	**370,579**	**246,699**	**86,465**	**703,743**
Amortization	**(22,667)**	**(111,066)**	**(108,395)**	**(27,302)**	**(269,430)**
Impairment expense	**(181,333)**	**-**	**-**	**-**	**(181,333)**
December 31, 2021	**-**	**259,513**	**138,304**	**59,163**	**456,980**

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 was 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.

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.

On December 31, 2021, the Company transferred its cannabis business related licenses with a book value of $nil at December 31, 2021 (2020- $204,000), accounts receivable of $47,275 and all cannabis related websites and domain names valued at $nil in consideration for 20,000,000 common shares of Blackwell Intelligence Inc. of which 10,000,000 shares valued at $23,637 were distributed as a dividend to the Company's shareholders.

9. GOODWILL

The movements in the net carrying amount of goodwill are as follows:

Gross carrying amount	**2021**	2020
	$	$
Opening balance	**-**	-
Acquired through business combinations	**16,191,955**	-
Closing balance	**16,191,955**	-
Accumulated Impairment		
Opening balance	**-**	-
Impairment loss recognized	**(14,860,254)**	-
Closing balance	**(14,860,254)**	-
Carrying amount at December 31	**1,331,701**	-

(Expressed in Canadian Dollars)

Impairment testing

The Company identified a number of indicators of impairment of goodwill, most significantly income statement losses incurred in the year, both at the corporate and at the individual segment level. Therefore, the Company performed an impairment test of its goodwill balance.

For the purpose of annual impairment testing, goodwill is allocated to the operating segments expected to benefit from the synergies of the business combinations in which the goodwill arises as set out below, and is compared to its recoverable value:

Goodwill allocated to operating segments	December 31 2021	December 31 2020
	$	$
HolyCrap	905,239	-
Yamchops	426,462	-
	1,331,701	-

The recoverable amount of each segment was determined based on value-in-use calculations, covering a detailed five-year forecast, followed by an extrapolation of expected cash flows for the remaining useful lives. The present value of the expected cash flows of each segment is determined by applying a suitable discount rate reflecting current market assessments of the time value of money and risks specific to the segment.

Recoverable amount of each operating segment	2021	2020
	$	$
HolyCrap	1,384,000	-
Yamchops	763,000	-

	Growth rates		Discount rates	
	2021	2020	2021	2020
HolyCrap	2%-15%	-	15%	-
Yamchops	2%-47%	-	15%	-

Growth rates

Discount rates
The discount rates reflect appropriate adjustments relating to market risk and specific risk factors of each segment.

Cashflow assumptions
When calculating the discounted cash flow of each segment, management made the following assumptions:

- Holy Crap and YamChops have been valued assuming they will continue to be operated as a going concern;
- There is a history of revenue, although future revenue is expected to grow from current levels;
- The CGUs historically have not generated material positive EBITDA, although management expects positive earnings in the future; and
- Management has applied revenue and cost of goods sold growth assumptions based on review of analyst expectations of these figures from somewhat comparable public companies engaged in food and beverage production and distribution (with a focus on natural, vegan, or plant-based foods).
- A long-term growth rate of 2.0% was selected based on consideration of the Bank of Canada long-term inflation target rate.

Yamchops
The impairment calculation results in an impairment loss of $93,940 on the Yamchops segment and has been included in the loss for the year ended December 31, 2021.

The estimate of recoverable amounts for the Yamchops segment is particularly sensitive to the discount rate. If the discount rate used is increased by 5%, an equivalent goodwill impairment of $319,325 would be recognized.

(Expressed in Canadian Dollars)

Holy Crap
The impairment calculation results in an impairment loss of $14,766,314 on the Holy Crap segment and has been included in the loss for the year ended December 31, 2021.

The estimate of recoverable amounts for the Holy Crap segment is particularly sensitive to the discount rate. If the discount rate used is increased by 5%, a further impairment loss of $210,358 would be recognized.

10. 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 expired 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 acquisitions, the Company acquired two additional leases. The Yamchops retail space lease expires May 31, 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 lease for its manufacturing facility expires on October 31, 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 year ended December 31, 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	**293,787**
Lease payments	**(124,055)**
Finance charges	**27,626**
Balance at **December 31, 2021**	**247,406**
Current portion	**59,873**
Long term portion	**187,533**

11. CANADA EMERGENCY BUSINESS ACCOUNT LOAN

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

In the first quarter of 2021, the Company received an interest free loan of $20,000 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, 2021

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 consolidated 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.

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 consolidated statements of loss and comprehensive loss.

(Expressed in Canadian Dollars)

The changes in the Company's loan for the year ended December 31, 2021 are as follows:

	$
Recognition of CEBA loan	17,566
Accretion	2,609
Balance at December 31, 2020	20,175
Loans acquired	**55,495**
Accretion	**14,944**
Balance at December 31, 2021	**90,614**

12. SHARE CAPITAL

a) Common shares

Authorized:
Unlimited number of common shares without par value.

Issued:
As at December 31, 2021 the Company has 104,157,421 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 8).

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.

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.

(Expressed in Canadian Dollars)

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 the share purchase agreement entered into with 2574578 Ontario Inc. and JDB Innovations Ltd. (previously defined as Yamchops) and each of the shareholders of Yamchops (note 4).

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

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 (note 4).

During the year ended December 31, 2021, the Company issued 1,577,000 common shares pursuant to option exercises for total proceeds of $323,250.

During the year ended December 31, 2021, the Company issued 2,212,590 common shares pursuant to warrant exercises for total proceeds of $568,147.

During the year ended December 31, 2021, the Company cancelled 200,000 common shares.

On June 18, 2021, the Company closed a 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. Each unit consisted of one common share of the Company and one common share purchase warrant entitling 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

A continuity of the share purchase warrants is summarized as follows:

	December 31, 2021		December 31, 2020	
	Number of Warrants	**Weighted average exercise price $**	Number of Warrants	Weighted average exercise price $
Warrants outstanding, beginning of year	**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/forfeited	**(4,186,900)**	**0.75**	(1,595,792)	1.25
Warrants outstanding, end of year	**54,832,660**	**0.25**	27,232,150	0.35

The Company's weighted average share price for the year ended December 31, 2021 was $0.36.

(Expressed in Canadian Dollars)

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. 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 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 June 2021 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, the CEO, President and CFO of the Company, have agreed to enter into lock-up agreements preventing the sale and transfer of any securities of the Company. 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.

The Company recognized $3,174,062 in share-based compensation on the issuance on the Advisory Warrants. The warrants were valued using 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. A Monte Carlo probability model was applied to the various vesting trigger points resulting in probabilities of between 13% and 56% which were applied to the five unvested tranches.

As at December 31, 2021, the Company had outstanding warrants as follows:

Expiry date	**Exercise price**	**Remaining life(years)**	**Warrants outstanding**	**Warrants exercisable**
January 14, 2022	0.75	0.29	1,211,000	1,211,000
March 11, 2023	0.75	1.44	200,000	200,000
December 14, 2022	0.25	1.21	19,521,660	19,521,660
May 2, 2022	0.40	0.59	3,900,000	3,900,000
June 18, 2024	0.20	2.72	3,000,000	3,000,000
June 28, 2026	0.20	4.75	27,000,000	5,200,000
	0.25		54,832,660	33,032,660

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.

(Expressed in Canadian Dollars)

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

	December 31, 2021		December 31, 2020	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
Options outstanding, beginning of year	**4,670,091**	**0.33**	2,345,900	0.71
Granted	**12,145,000**	**0.36**	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/ forfeited	**(5,348,091)**	**0.51**	(1,351,009)	0.81
Options outstanding, end of year	**9,870,000**	**0.27**	4,670,091	0.33
Options exercisable, end of year	**9,870,000**	**0.27**	4,670,091	0.33

The share options outstanding as at December 31, 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
July 21, 2021	95,000	0.30	July 21, 2022
	9,870,000	0.27	

The Company recognized $3,366,241 (2020 - $444,126) in share-based compensation on options during the year ended December 31, 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	0.30%	183%	2	0.17
May 10, 2021	0.29%	184%	2	0.18
July 21, 2021	0.39%	163%	1	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.

(Expressed in Canadian Dollars)

13. RELATED PARTY TRANSACTIONS

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

	Year ended December 31, 2021	Year ended December 31, 2020
	$	$
Consulting and other fees	**546,742**	177,266
Stock-based compensation (note 12)	**5,005,609**	97,479
	5,552,351	274,745

As at December 31, 2021, the Company had no outstanding payables or receivables with its related parties. As at December 31, 2020, the Company owed the CEO and related companies $49,115, and the CFO $20,000.

14. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at December 31, 2021, the Company has total accounts payable of $171,289 (2020 - $506,325). and accrued liabilities of $75,000 (2020 - $97,949).

15. 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 December 31, 2021, the Company had deferred revenues of $Nil (December 31, 2020 - $104,746). The Company has sold the Empower shares resulting in a realized gain of $57,736 in 2020.

16. 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.

Equity investments where the shares are publicly traded are revalued using level 1 inputs. Non-publicly traded shares and warrants are measured using level 3 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.

(Expressed in Canadian Dollars)

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 December 31, 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 December 31, 2021, cash outflows of those obligations are estimated and summarized as follows:

Payment Due by Year	**2022**	**2023**	**2024 and beyond**	**Total**
	$	$	$	$
Accounts payable and accrued liabilities	246,289	-	-	246,289
CEBA loans	-	110,000	-	110,000
Lease obligations	81,676	82,876	140,233	304,785
	327,965	192,876	140,233	661,074

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.

(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 year. The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian Dollars)

17. GENERAL AND ADMINISTRATIVE EXPENSES

The following table provides a breakdown of general and administrative expense for year-end December 31:

	2021	2020
	$	$
Accounting and legal	**355,491**	150,625
Advertising and marketing	**244,202**	875,600
Investor relations	**1,851,295**	99,510
Consulting (note 13)	**450,396**	401,900
Management fees (note 13)	**497,212**	-
Office and sundry	**181,369**	186,887
Business development	**435,227**	815,770
Salaries and wages	**413,939**	-
	4,429,131	2,530,292

18. INCOME TAXES

A reconciliation of income tax expense (recovery) at statutory rates with the reported income taxes (recovered) is as follows:

	2021	2020
	$	$
Income/(Loss) before income taxes	**(26,577,373)**	(4,379,666)
Combined statutory tax rate	**27.0%**	27.0%
Expected tax/(recovery) at statutory rate	**(7,175,891)**	(1,182,510)
Non-deductible items and other	**5,557,381**	276,797
Change in unrecognized deferred tax asset	**1,618,510**	905,712
	-	-

Estimated unrecognized deductible temporary (taxable) differences (tax pools) at December 31, are as follows:

	2021	2020
	$	$
Non-capital losses	**15,809,685**	8,900,192
Share issuance costs	**311,740**	131,133
Equipment	**169,808**	45,397
Other items	**387,760**	902,666
	16,678,993	9,979,388

As at December 31, 2021, the Company had accumulated Canadian non-capital losses of approximately $15.8 million expiring between 2035 and 2041.

(Expressed in Canadian Dollars)

19. SEGMENTED INFORMATION

Year ended				**December 31, 2021**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
	$	**$**	**$**	**$**
Revenue	**658,508**	**544,580**	**46,265**	**1,249,353**
Cost of goods sold	**364,797**	**231,725**	**-**	**596,522**
General and administrative	**362,206**	**509,771**	**3,557,154**	**4,429,131**
Impairment	**14,766,314**	**93,940**	**355,799**	**15,216,053**
Other (Income)/expense	**280,761**	**18,320**	**7,285,939**	**7,585,020**
Net loss	**(15,115,570)**	**(309,176)**	**(11,152,627)**	**(26,577,373)**

Year ended				**December 31, 2020**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
	$	$	$	$
Revenue	-	-	102,125	102,125
General and administrative	-	-	2,530,292	2,530,292
Impairment of goodwill	-	-	415,433	415,433
Other (Income)/expense	-	-	1,536,066	1,536,066
Net loss	-	-	(4,379,666)	(4,379,666)

As at				**December 31, 2021**
	Holy Crap	**Yamchops**	**Corporate and Other**	**Consolidated**
	$	**$**	**$**	**$**
Current assets	**227,328**	**49,973**	**1,050,882**	**1,328,183**
Property, plant and equipment	**170,426**	**351,672**	**28,656**	**550,754**
Intangible assets	**322,438**	**134,542**	**-**	**456,980**
Goodwill	**905,239**	**426,462**	**-**	**1,331,701**
Total assets	**1,625,431**	**962,649**	**1,079,538**	**3,667,618**
Current liabilities	**70,889**	**79,206**	**164,467**	**314,562**
Long term liabilities	**152,152**	**101,394**	**24,601**	**278,147**
Total liabilities	**223,041**	**180,600**	**189,068**	**592,709**

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
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

20. SUBSEQUENT EVENTS

Lumber Heads Food Co. Acquisition

On February 1, 2022, pursuant to a share purchase agreement, the Company acquired 51% of the issued and outstanding common shares of Lumber Heads Food Co. in exchange for providing an interest free loan of $75,000 to Lumber Heads Food Co. Lumber Heads Food Co. is a boutique plant-based snack food manufacturer based in Ontario, Canada. The acquisition will be accounted for as a business combination under IFRS 3.

Canada Emergency Business Account Loan

Subsequent to year end, in response to the surge of COVID-19 cases, the Federal Government has extended the deadline for repayment of the Canada Emergency Business Account (CEBA) loans to qualify for partial loan forgiveness from December 31, 2022, to December 31, 2023, for eligible borrowers in good standing. The Company intends to take advantage of this extension.

Warrant and option expiries

Subsequent to year end, on January 14, 2022 1,211,000 warrants expired unexercised and on April 28, 2022 75,000 options expired unexercised.