



PLANT & CO. BRANDS LTD.

**INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

AS AT AND FOR THE THREE MONTHS ENDED MARCH 31, 2022

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

As At	Note	March 31, 2022	December 31, 2021
(Canadian dollars)		\$	\$
ASSETS			
Current assets			
Cash and cash equivalents		628,069	936,167
Accounts receivable		120,852	100,499
Equity investments	5	79,337	75,171
Inventory	6	148,700	140,583
Prepays		48,427	59,918
HST recoverable		34,312	15,845
		1,059,697	1,328,183
Property and equipment	7	504,934	550,754
Licenses and other intangible assets	8	388,056	456,980
Goodwill	9	1,331,701	1,331,701
TOTAL ASSETS		3,284,388	3,667,618
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	14	268,492	246,289
Lease obligations	10	61,685	59,873
Other liabilities		42,318	8,400
TOTAL CURRENT LIABILITIES		372,495	314,562
Canada Emergency Business Account (CEBA) Loan	11	78,036	90,614
Lease obligations	10	171,480	187,533
TOTAL LIABILITIES		622,011	592,709
SHAREHOLDERS' EQUITY			
Share capital	12	35,466,818	35,466,818
Share subscriptions receivable	12	(63,845)	(63,845)
Contributed surplus	12	11,285,346	11,283,229
Deficit		(44,049,360)	(43,634,931)
Non-controlling interest		23,418	23,638
TOTAL SHAREHOLDERS' EQUITY		2,662,377	3,074,909
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,284,388	3,667,618

Nature and continuance of operations (Note 1)

Commitments (Note 15)

Subsequent events (Note 18)

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

<i>(Canadian dollars)</i>	Notes	Three months ended March 31,	
		2022	2021
		\$	\$
Product sales		324,682	230,341
Cost of sales		171,547	125,502
Gross profit		153,135	104,839
Consulting revenue		-	31,594
Expenses			
Compliance and regulatory		17,183	55,212
Depreciation and amortization	7,8	112,764	75,677
Financing costs	10,11	10,346	10,908
General and administrative	17	440,687	2,384,427
Platform development		4,808	33,373
Share-based compensation	12,13	2,117	2,197,449
Total expenses		587,905	4,757,046
Loss before other items		(434,770)	(4,620,613)
Other items			
Unrealized loss on equity investment	5	4,167	506,667
Foreign exchange gain		(349)	5,946
Grant income	11	16,303	21,173
Other income		-	16,397
Total comprehensive loss		(414,649)	(4,070,430)
Per Share Information			
Net loss per share – basic and diluted		\$(0.00)	\$(0.05)
Weighted average number of common shares outstanding – basic and diluted		104,157,421	83,923,248

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

(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, 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
Share based compensation		-	-	2,117	-	-	-	2,117
Non-controlling interest		-	-	-	-	220	(220)	-
Net and comprehensive loss		-	-	-	-	(414,649)	-	(414,649)
Balance at March 31, 2022		104,157,421	35,466,818	11,285,346	(63,845)	(44,049,360)	23,418	2,662,377

PLANT & CO. BRANDS LTD.
Interim Condensed Consolidated Statements of Cash Flows (Unaudited)

<i>(Canadian dollars)</i>	Notes	Three months ended March 31,	
		2022	2021
		\$	\$
Operating Activities			
Net loss		(414,649)	(4,070,430)
Items not affecting cash and cash equivalents:			
Amortization	7,8	112,764	75,677
Financing costs	10,11	9,728	8,731
Share based compensation	12,13	2,117	2,197,449
Shares issued for services		-	21,918
Gain on sale of equity investment	5	(4,167)	(506,667)
Grant income	11	(16,303)	(3,146)
		(310,510)	(2,276,468)
Accounts receivable		(20,353)	42,652
Inventory	6	(8,116)	(7,443)
Prepaid expenses		11,492	195,216
HST recoverable		(18,467)	(22,439)
Accounts payable and accrued liabilities	14	22,203	(53,750)
Other liabilities		33,917	(10,280)
Deferred revenue	15	-	(25,534)
Net change in non-cash working capital related to operations		20,676	118,422
Cash flows used in operating activities		(289,834)	(2,158,046)
Investing Activities			
Property and equipment expenditures	7	(4,020)	-
Property and equipment dispositions	7	6,000	-
Purchase of equity investments	5	-	(325,000)
Acquired cash	4	-	156,970
Corporate acquisition	4	-	(770,000)
Cash flows from (used in) investing activities		1,980	(938,030)
Financing Activities			
Proceeds from government loan	11	-	10,000
Proceeds from option exercises	12	-	168,250
Proceeds from warrant exercises	12	-	45,250
Lease liabilities settled	10	(20,244)	(23,923)
Share subscriptions settled		-	27,361
Cash flows from financing activities		(20,244)	226,938
Increase in cash		(308,098)	(2,869,138)
Cash, beginning of period		936,167	4,136,250
Cash, end of period		628,069	1,267,112
Cash and cash equivalents consist of:			
Cash		568,069	1,207,112
Cash equivalents		60,000	60,000

PLANT & CO. BRANDS LTD.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

For the three months ended March 31, 2022

(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 interim condensed 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:

	March 31, 2022	December 31, 2021
	\$	\$
Deficit	(44,049,580)	(43,634,931)
Working Capital	687,202	1,013,621

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 interim condensed 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 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 2022.

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, 2021 and 2020 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 May 27, 2022.

PLANT & CO. BRANDS LTD.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

For the three months ended March 31, 2022

(Expressed in Canadian Dollars)

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 interim condensed 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%
1000061911 Ontario Inc.	Ontario, Canada	51%

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 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 these interim condensed 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 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 period: 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

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.

PLANT & CO. BRANDS LTD.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

For the three months ended March 31, 2022

(Expressed in Canadian Dollars)

4. ACQUISITIONS

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.

If the Lumber Heads acquisition had been effective on January 1, 2022, the proforma results of the revenue and net income for the period ended March 31, 2022 would have been as follows:

	Period ended March 31, 2022		
	As stated,	Amounts prior to acquisition	Pro Forma
Revenue	324,682	7,260	331,942
Net Income/(loss)	(414,649)	(225)	(414,874)

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, 2022. 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 subsequent periods.

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.

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

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.

PLANT & CO. BRANDS LTD.
Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)
For the three months ended March 31, 2022
(Expressed in Canadian Dollars)

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.

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

5. EQUITY INVESTMENTS

The Company invests its excess cash in various equity investments. As at March 31, 2022 the Company had an unrealized loss on equity investments of \$4,167 (2021 - \$506,667).

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

		Mach 31 2022	December 31 2021
Valuation method		\$	\$
Investment in publicly traded companies	Level 1	33,333	29,167
Investment in private companies	Level 3	35,638	35,638
Warrants of publicly traded companies	Level 3	10,366	10,366
		79,337	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, 2020	-	18,590	18,590
Change in year	95,670	26,323	121,993
At December 31, 2021	95,670	44,913	140,583
Change in period	16,484	(8,367)	8,117
At March 31, 2022	112,154	36,546	148,700

PLANT & CO. BRANDS LTD.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

For the three months ended March 31, 2022

(Expressed in Canadian Dollars)

7. PROPERTY AND EQUIPMENT

	Computer equipment	Furniture and fixtures	Leasehold improvements	Vehicles	ROU assets	Total
Cost	\$	\$	\$	\$	\$	\$
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
Dispositions	-	(6,000)	-	-	-	(6,000)
Additions	1,520	2,500	-	-	-	4,020
March 31, 2022	48,656	368,686	272,355	26,653	403,989	1,120,339
Accumulated amortization						
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
Amortization	1,284	13,819	11,645	1,066	16,026	43,840
March 31, 2022	34,373	259,451	124,853	6,397	190,331	615,405
Net book value						
December 31, 2021	14,047	126,554	159,147	21,322	229,684	550,754
March 31, 2022	14,283	109,235	147,502	20,256	213,658	504,934

8. INTANGIBLE ASSETS

Intangible assets	Licences	Brand Names	Distribution Relationships	Recipe, processes and formulas	Total
	\$	\$	\$	\$	\$
December 31, 2020	204,000	-	-	-	204,000
Corporate acquisition	-	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
Amortization	-	(30,882)	(30,837)	(7,205)	(68,924)
March 31, 2022	-	228,631	107,467	51,958	388,056

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

PLANT & CO. BRANDS LTD.**Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)****For the three months ended March 31, 2022**

(Expressed in Canadian Dollars)

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	2022	2021
	\$	\$
Opening balance	16,191,955	-
Acquired through business combinations	-	16,191,955
Closing balance	16,191,955	16,191,955
Accumulated Impairment		
Opening balance	(14,860,254)	-
Impairment loss recognized	-	(14,860,254)
Closing balance	(14,860,254)	(14,860,254)
Carrying amount at December 31	1,331,701	1,331,701

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 period ended March 31, 2022 are as follows:

	\$
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
Lease payments	(20,244)
Finance charges	6,003
Balance at March 31, 2022	233,165
Current portion	61,685
Long term portion	171,480

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

PLANT & CO. BRANDS LTD.**Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)****For the three months ended March 31, 2022**

(Expressed in Canadian Dollars)

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.

In the first quarter of 2022, 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. The Company recognized \$16,303 of grant income on this change in the loan repayment schedule resulted.

The changes in the Company's loan for the period ended March 31, 2022 are as follows:

	\$
Balance at December 31, 2020	20,175
Loans acquired	48,641
New loan recognized	6,854
Accretion	14,944
Balance at December 31, 2021	90,614
Extension of repayment period	(16,303)
Accretion	3,725
Balance at March 31, 2022	78,036

12. SHARE CAPITAL**a) Common shares****Authorized:**

Unlimited number of common shares without par value.

Issued:

As at March 31, 2022 the Company has 104,157,421 shares issued and outstanding (December 31, 2021 – 104,157,421).

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

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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.

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.

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b) Share Purchase Warrants

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

	March 31, 2022		December 31, 2021	
	Number of Warrants	Weighted average exercise price \$	Number of Warrants	Weighted average exercise price \$
Warrants outstanding, beginning of period	54,832,660	0.25	27,232,150	0.35
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
Expired/forfeited	(1,211,000)	0.75	(4,186,900)	0.75
Warrants outstanding, end of period	53,621,660	0.23	54,832,660	0.25

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

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 March 31, 2022, the Company had outstanding warrants as follows:

Expiry date	Exercise price	Remaining life(years)	Warrants outstanding	Warrants exercisable
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
	0.23		53,621,660	31,821,660

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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.

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

	March 31, 2022		December 31, 2021	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of period	9,870,000	0.27	4,670,091	0.33
Granted	145,000	0.41	12,145,000	0.36
Exercised	-	-	(1,577,000)	0.34
Expired	-	-	(20,000)	0.50
Cancelled/ forfeited	-	-	(5,348,091)	0.51
Options outstanding, end of period	10,015,000	0.27	9,870,000	0.27

The share options outstanding as at March 31, 2022 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
April 1, 2022	50,000	0.50	April 1, 2023
April 1, 2022	75,000	0.40	April 1, 2023
April 1, 2022	20,000	0.25	April 1, 2024
	9,870,000	0.27	

The Company recognized \$2,117 (2021 - \$2,197,449) in share-based compensation on options during the period ended March 31, 2022.

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
April 1, 2022	2.24%	83%	1	0.00
April 1, 2022	2.24%	83%	1	0.01
April 1, 2022	2.34%	155%	2	0.07

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

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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.

13. RELATED PARTY TRANSACTIONS

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

	Period ended March 31, 2022	Period ended March 31, 2021
	\$	\$
Consulting and other fees	75,200	185,927
Stock-based compensation (note 12)	-	1,639,088
	75,200	1,825,015

As at March 31, 2022, the Company had no outstanding payables or receivables with its related parties. As at December 31, 2021, the Company had no outstanding payables or receivables with its related parties.

14. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at March 31, 2022, the Company has total accounts payable of \$193,493 (2021 - \$171,289). and accrued liabilities of 75,000 (2021 - \$75,000).

15. 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.

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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 March 31, 2022 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	268,492	-	-	268,492
CEBA loans	-	110,000	-	110,000
Lease obligations	61,432	82,876	140,233	284,541
	329,924	192,876	140,233	663,033

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

PLANT & CO. BRANDS LTD.**Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)****For the three months ended March 31, 2022**

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16. GENERAL AND ADMINISTRATIVE EXPENSES

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

	2022	2021
	\$	\$
Accounting and legal	47,640	77,285
Advertising and marketing	30,542	1,464,668
Investor relations	3,000	172,348
Consulting	41,457	315,677
Management fees	118,343	-
Office and sundry	88,012	27,936
Business development	2,237	257,026
Salaries and wages	109,456	69,487
	440,687	2,384,427

17. SEGMENTED INFORMATION

Period ended	March 31, 2022			
	Holy Crap	Yamchops	Corporate and Other	Consolidated
	\$	\$	\$	\$
Revenue	184,761	125,396	14,525	324,682
Cost of goods sold	109,482	55,606	6,459	171,547
General and administrative	81,721	121,434	237,532	440,687
Other (Income)/expense	104,996	2,041	20,060	127,097
Net loss	(111,438)	(53,685)	(249,526)	(414,649)

Period ended	March 31, 2021			
	Holy Crap	Yamchops	Corporate and Other	Consolidated
	\$	\$	\$	\$
Revenue	109,140	121,201	31,594	261,935
Cost of goods sold	69,889	55,613	-	125,502
General and administrative	32,731	92,440	2,259,256	2,384,427
Other (Income)/expense	(16,282)	(13,146)	1,851,864	1,822,436
Net loss	22,802	(13,706)	(4,079,526)	(4,070,430)

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As at	March 31, 2021			
	Holy Crap	Yamchops	Corporate and Other	Consolidated
	\$	\$	\$	\$
Current assets	214,008	57,199	788,490	1,059,697
Property, plant and equipment	162,759	325,005	17,170	504,934
Intangible assets	269,900	118,156	-	388,056
Goodwill	905,239	426,462	-	1,331,701
Total assets	1,551,906	926,822	805,660	3,284,388
Current liabilities	52,444	80,584	239,467	372,495
Long term liabilities	142,692	85,638	21,186	249,516
Total liabilities	195,136	166,222	260,653	622,011

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

18. SUBSEQUENT EVENTS**Warrant and option expiries**

Subsequent to quarter end, on April 28, 2022, 75,000 options expired unexercised.

Heal Wellness Quick Serve Restaurants Acquisition

Subsequent to quarter end, on May 9, 2022, the Company closed on acquiring a controlling interest in Heal Lifestyle Inc. ("Heal Wellness"), which operates three Heal Wellness Plant-Based Quick Serve Restaurants in Southern Ontario.

Plant&Co. entered into a share exchange agreement (the "Agreement") on May 5, 2022 with Heal Wellness, the shareholders of the Heal Wellness ("Vendors") and 1000193142 Ontario Inc., ("JVCo"). Pursuant to the Agreement, and effective May 5, 2022,

JVCo acquired all of the issued and outstanding securities in the capital of Heal Wellness (the "Heal Wellness Shares") from the Vendors, in exchange for 200 common shares (the "JVCo Shares") of

Plant&Co. subscribed for 200 JVCo Shares in exchange for 2,777,777 common shares in the capital of the Plant&Co. (the "VEGN Shares"), with each VEGN Share valued at \$0.09, representing a subscription value for the 200 JVCo Shares of \$250,000;

the Vendors, Plant&Co. and JVCo entered into a shareholders agreement (the "Shareholders Agreement") providing, among other things, Plant&Co the right to appoint three (3) of five (5) directors of JVCo, and the Vendors the right to appoint two (2) of five (5) directors of JVCo; and

JVCo issued a non-interest-bearing promissory note (the "Promissory Note") to Plant&Co. in the aggregate amount of \$163,269, representing the debt and accrued interest of Heal Wellness as at closing date (collectively, the "Acquisition").

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Upon closing of the Acquisition, Heal Wellness is a wholly-owned subsidiary of JVCo, which is in turn owned 50% by Plant&Co. and 50% by the Vendors. As a result of the Shareholders Agreement, the board of directors of JVCo is controlled by Plant&Co., subject to certain limited corporate actions that require unanimous consent of the JVCo board.

With this acquisition of a controlling interest in Heal Wellness, the Company anticipates immediate organic growth through existing and new locations being established throughout 2022 and 2023. The sourcing of suitable new Heal Wellness locations by the Company is currently underway, and Plant&Co has already entered into discussions with respect to the potential of expanding the Heal Wellness stores via corporate and franchise locations.