OVATION SCIENCE INC.

Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended June 30, 2023 and 2022

Expressed in Canadian dollars
(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed consolidated interim financial statements for Ovation Science Inc. (the "Company") have been prepared by management in accordance with International Financing Reporting Standards ("IFRS"). These condensed consolidated interim financial statements, which are the responsibility of management, are unaudited and have not been reviewed by the Company's auditors. The Company's Audit Committee and Board of Directors have reviewed and approved these condensed consolidated interim financial statements. In accordance with the disclosure requirements of National Instrument 51-102 released by the Canadian Securities Administrators, the Company's independent auditors have not performed a review of these condensed consolidated interim financial statements.

OVATION SCIENCE INC.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	Notes		As at June 30, 2023		As at December 31, 2022
ASSETS					
Current assets					
Cash		$	2,200	$	28,901
Trade and other receivables	3		62,057		60,391
Prepaid expenses	4		12,470		7,775
Inventory	5		34,085		2,315
			110,812		99,382
Equipment	7		3,804		5,504
Total assets		$	114,616	$	104,886
LIABILITIES AND SHAREHOLDERS' DEFICIT					
Current liabilities					
Accounts payable and other liabilities	8, 14	$	470,919	$	146,703
Derivative Liability	9, 14		16,338		-
Promissory note	10, 14		24,482		23,072
Total current liabilities			511,739		169,775
Convertible notes	11, 14		105,097		18,063
Total liabilities			616,836		187,838
Shareholders' deficit					
Share capital	12		4,280,458		4,280,458
Reserves	13		1,402,972		1,400,950
Accumulated other comprehensive income			20,944		14,231
Deficit			(6,206,594)		(5,778,591)
Total shareholders’ deficit			(502,220)		(82,952)
Total liabilities and shareholders’ deficit		$	114,616	$	104,886

Nature of business and going concern (Note 1)

These condensed consolidated interim financial statements were approved by the Board of Directors on August 29, 2023:

“Logan Anderson” Director *“Terry Howlett”* Director

The accompany notes are an integral part of these condensed consolidated interim financial statements.

OVATION SCIENCE INC.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited)

			Three months ended June 30,			Six months ended June 30,
	Notes		**2023**	**2022**		**2023**	**2022**
Revenue							
Product sales		$	2,037	1,278	$	9,007	2,978
Royalty fees			-	28,242		33,721	65,094
	11		2,037	29,520		42,728	68,072
Cost of sales			(1,513)	(194)		(1,513)	(2,173)
Gross margin			524	29,326		41,215	65,899
Operating expenses							
Advertising and promotion			5,306	3,342		7,165	5,107
Depreciation	7		803	2,038		1,604	4,036
Investor relations			-	5,500		-	34,036
Management and director fees	12		84,976	90,626		179,437	180,528
Office and general			80,505	66,107		146,618	119,474
Product development			24,288	15,405		33,041	29,173
Professional fees			57,153	61,640		91,353	113,084
Royalty fees			-	-		-	37
			253,031	244,658		459,218	485,475
Other items							
Interest expense			(5,948)	-		(9,031)	-
Interest income			-	2		-	3
Loss on derivative liability			(3,555)	-		(1,146)	-
Foreign exchange gain (loss)			(33)	1,011		177	(2,830)
Net loss			(262,043)	(214,319)		(428,003)	(422,403)
Foreign currency translation to reporting currency			6,968	1,147		6,713	1,028
Net loss and comprehensive loss		$	(255,075)	(213,172)	$	(421,290)	(421,375)
Loss per share – basic and diluted		$	(0.01)	(0.01)	$	(0.01)	(0.01)
Basic and diluted weighted average number of common shares outstanding			29,374,836	29,374,836		29,374,836	29,374,836

The accompany notes are an integral part of these condensed consolidated interim financial statements.

OVATION SCIENCE INC.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian dollars)
(Unaudited)

	Share capital										
	Number		**Amount**		**Reserves**		**Accumulated Other Comprehensive Loss**		**Deficit**		**Total shareholders' equity (deficit)**
Balance at December 31, 2021	29,374,836	$	4,280,458	$	1,398,848	$	11,388	$	(4,984,539)	$	706,155
Foreign currency translation adjustment	-		-		-		1,028		-		1,028
Net loss for the period	-		-		-		-		(422,403)		(422,403)
Balance at June 30, 2022	**29,374,836**	**$**	**4,280,458**	**$**	**1,398,848**	**$**	**12,416**	**$**	**(5,406,942)**	**$**	**284,780**
Balance at December 31, 2022	**29,374,836**	**$**	**4,280,458**	**$**	**1,400,950**	**$**	**14,231**	**$**	**(5,778,591)**	**$**	**(82,952)**
Convertible note issuance (Note 11)	-		-		2,022		-		-		2,022
Foreign currency translation adjustment	-		-		-		6,713		-		6,713
Net loss for the period	-		-		-		-		(428,003)		(428,003)
Balance at June 30, 2023	**29,374,836**	**$**	**4,280,458**	**$**	**1,402,972**	**$**	**20,944**	**$**	**(6,206,594)**	**$**	**(502,220)**

The accompany notes are an integral part of these condensed consolidated interim financial statements.

OVATION SCIENCE INC.
Condensed Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

		Six months ended June 30, 2023		Six months ended June 30, 2022
OPERATING ACTIVITIES				
Net loss for the period	$	(428,004)	$	(422,403)
Adjustments for non-cash items:				
Unrealized foreign exchange gain		(1,324)		(1,761)
Depreciation		1,604		4,036
Gain on derivative liability		1,820		-
Interest expense		2,760		-
Changes in working capital items:				
Trade and other receivables		(340)		61,511
Inventory		(32,392)		588
Prepaid expense		(4,812)		(14,658)
Accounts payable and other liabilities		333,581		45,941
Cash flows used in operating activities		**(127,107)**		**(326,746)**
FINANCING ACTIVITIES				
Proceeds received for convertible note		101,987		-
Cash flows provided by investing activities		**101,987**		**-**
Effect of foreign exchange		(1,581)		864
Change in cash		(26,701)		(325,882)
Cash, beginning		28,901		647,561
Cash, ending	$	**2,220**	**$**	**321,679**

The accompany notes are an integral part of these condensed consolidated interim financial statements.

1. NATURE OF BUSINESS AND GOING CONCERN

Ovation Science Inc. (the "Company") was incorporated in the Province of British Columbia on July 18, 2017, under the Business Corporations Act of British Columbia. The Company is in the business of providing topical and transdermal cannabis products under the "Ovation" brand label utilizing patented "Invisicare" delivery technology which it acquired for exclusive use for cannabis formulated products from Skinvisible Pharmaceuticals, Inc. ("Skinvisible"). On February 3, 2020, the Company acquired the exclusive world-wide rights to a DermSafe® Hand Sanitizer, the Company's first non-cannabis product. The Company's shares are traded on the Canadian Securities Exchange under the symbol "OVAT" and the US exchange OTCQB under the symbol "OVATF".

The Company's head office is located at Suite 1140 – 625 Howe Street, Vancouver, B.C. V6C 2T6, and its registered office is Suite 704, 595 Howe Street, Vancouver, B.C. V6C 2T5.

The Company's wholly owned subsidiary, Ovation Science USA Inc.'s operations are located in Las Vegas, Nevada.

These condensed consolidated interim 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. As at June 30, 2023 the Company is not able to finance day to day activities through operations and has incurred losses since inception. The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations and generate funds there from. This indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs with loans from directors and companies controlled by directors and/or issuance of common shares. If the Company is unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its consolidated statements of financial position.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 2 to the audited annual consolidated financial statements for the year ended December 31, 2022 and have been consistently followed in the preparation of these condensed consolidated interim financial statements. Except as summarized below, the Company used the same accounting policies and methods of computation as in the audited annual consolidated financial statements for the year ended December 31, 2022.

Basis of preparation

Statement of compliance
These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on August 29, 2023.

Basis of measurement
These condensed consolidated interim financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed consolidated interim financial statements are presented in Canadian dollars, unless otherwise noted.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of consolidation
These condensed consolidated interim financial statements include the amounts of the Company and its wholly-owned subsidiary, Ovation Science USA Inc. All inter-company balances, transactions, income and expenses have been eliminated upon consolidation.

Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an entity, when the Company is exposed, or has rights, to variable returns from the entity and when the Company has the ability to affect those returns through its power over the entity. Subsidiaries are included in the consolidated financial results of the Company from the effective date of acquisition up to the effective date of disposition or loss of control. Where necessary, adjustments are made to the consolidated financial statements of subsidiaries to bring their accounting policies in line with those used by the Company.

Significant estimates and judgments

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

In preparing these condensed consolidated interim financial statements, management has made judgments, estimates and assumptions that affect the applicable of the Company's accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

In preparing these condensed consolidated interim financial statements, the significant estimates and critical judgments were the same as those applied to the consolidated financial statements as at and for the year ended December 31, 2022 except for those noted below:

Embedded Derivative

The Company follows the following accounting policy for embedded derivatives related to convertible debt with a conversion price in a different currency than the company's functional currency. Initially, the company assesses if the conversion feature qualifies as an embedded derivative and separates it from the host contract. The embedded derivative is recognized at fair value on the issuance date. Subsequently, the embedded derivative is measured at fair value at each reporting date, and changes in fair value are recognized in the consolidated statement of loss and comprehensive loss, except when hedge accounting is applied. The fair value of the embedded derivative is disclosed as a non-current liability when the term is over 1 year, along with information about its nature, terms, currency, and fair value determination method. Derecognition of the embedded derivative occurs upon expiration, settlement, or extinguishment, with any gain or loss on derecognition recognized in the consolidated statement of loss and comprehensive loss.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

(Expressed in Canadian dollars)

3. TRADE AND OTHER RECEIVABLES

		June 30, 2023		December 31, 2022
Trade receivables	$	61,247	$	53,241
GST receivable		810		6,941
Due from related party (Note 14)		-		201
	$	**62,057**	**$**	**60,391**

4. PREPAID EXPENSES

		June 30, 2023		December 31, 2022
Prepaid expenses	$	12,470	$	7,775
	$	**12,470**	**$**	**7,775**

5. INVENTORY

		June 30, 2023		December 31, 2022
Raw materials	$	13,275	$	2,315
Finished goods		20,810		-
	$	**34,085**		**2,315**

During the six months ended June 30, 2023, the Company incurred $1,513 (2022 - $2,173) in costs of sales related to inventory.

6. LICENSES

On February 3, 2020, the Company entered into a License Agreement (the "License Agreement"), with Skinvisible, whereby Skinvisible granted the Company rights to Skinvisible's hand sanitizer with the brand name "DermSafe" or DermSafe PC ("DermSafe"). The License Agreement provides the Company with the right to extend the License and patent the DermSafe sanitizer by paying a renewal fee of $135,183 (USD$100,000) in two payments over three and a half years from the date of the License Agreement.

On June 10, 2020, the Company entered into a License Renewal Agreement (the "Renewal Agreement") with Skinvisible, whereby Company shall accelerate the renewal payments to June 10, 2020, totaling $135,183 (USD$100,000), in exchange for the DermSafe Health Canada Drug Identification numbers, trademarks, clinical data and certain rights to patent to the Company.

On August 25, 2022, the Company entered into a License Agreement with Stash House Distribution ("Stash House"), whereby the Company granted to Stash House an exclusive license to use its trademarks, formulations, and polymer in connection with the manufacturing, packaging, distribution, promotion, and sale of the Dispensary Products for Licensed marijuana dispensaries in Oklahoma, Missouri, New Mexico and Mississippi. As part of the consideration related to this agreement, the Company will receive a quarterly minimum packaging fee for each state within the territory beginning twelve months following the date of the first commercial sale of the product in each state. To June 30, 2023, the Company has recognized $Nil of revenue in connection with this agreement. On August 1st, 2023 the Company and Stash House mutually agreed to amend the definition of Territory in the Stash House License Agreement by removing the state of Missouri. The other three states that remain part of the Territory are Oklahoma, New Mexico and Mississippi.
As at June 30, 2023, $Nil (December 31, 2022 - $Nil) was recognized in relation to these Licenses.
On July 1st, the Company sent a letter with 30 days notice of cancellation of the License Agreement for the state of Nevada with Lighthouse Strategies, LLC for breach of contract. That Agreement was then subsequently cancelled.

(Expressed in Canadian dollars)

7. EQUIPMENT

		Furniture		Computer equipment		Total
Cost:						
Balance, December 31, 2021	**$**	**15,214**	**$**	**15,214**	**$**	**30,428**
Foreign translation impact		1,039		1,039		2,078
At December 31, 2022		**16,253**		**16,253**		**32,506**
Foreign translation impact		(365)		(365)		(730)
At June 30, 2023	**$**	**15,888**	**$**	**15,888**	**$**	**31,776**
Accumulated amortization:						
At December 31, 2021	**$**	**7,020**	**$**	**11,699**	**$**	**18,719**
Depreciation		3,123		3,608		6,731
Foreign translation impact		606		946		1,552
At December 31, 2022		**10,749**		**16,253**		**27,002**
Depreciation		1,605		-		1,605
Foreign translation impact		(270)		(365)		(635)
At June 30, 2023	**$**	**12,084**	**$**	**15,888**	**$**	**27,972**
Net book value						
At December 31, 2022	$	5,504	$	-	$	5,504
At June 30, 2023	**$**	**3,804**	**$**	**-**	**$**	**3,804**

8. ACCOUNTS PAYABLE AND OTHER LIABILITIES

		June 30, 2023		December 31, 2022
Accounts payable	$	291,457	$	23,816
Accrued liabilities		24,464		22,389
Due to related parties (Note 14)		154,998		100,498
	$	**470,919**	**$**	**146,703**

9. DERIVATIVE LIABILITY

During the six months ended June 30, 2023, the Company issued certain convertible debt with a conversion feature that is exercisable in a currency that is different that the currency of the convertible debt (Note 11). The conversion features were classified as derivatives liabilities, carried at fair value and revalued at each reporting date.

The fair value of the conversion features were determined using the Black-Scholes Option Pricing Model using the assumptions set out as follows:

	At June 30, 2023	At initial recognition
CAD/USD exchange rate	0.7553	0.7381 - 0.7512
Risk-free interest rate	4.54%	3.79% - 4.25%
Expected volatility	159% - 198.49%	156% - 157%
Dividend yield	0%	0%
Expected life	1.34 – 1.5 years	1.50 years

(Expressed in Canadian dollars)

DERIVATIVE LIABILITY (Continued)

A continuity schedule of the Company's derivative liabilities is as follows:

		Derivative Liability
Balance at December 31, 2022	**$**	**-**
Amount allocated to derivative liability		15,441
Fair value change on derivative liability		(1,820)
Foreign exchange loss		2,717
Balance at June 30, 2023	**$**	**16,338**

10. PROMISSORY NOTE

On December 20, 2022, the Company issued an unsecured promissory note to the Chief Operating Officer ("COO") and director for $27,242 (USD$20,000). The promissory note is non-interest bearing and due on December 20, 2023. As the promissory note is non-interest bearing, the initial fair value was estimated at $23,086 (USD$16,949) using a market discount rate of 18%. The promissory note is amortized over the term using the effective interest rate method. As at June 30, 2023, the note remains outstanding and interest expense related to the promissory note recorded was $1,948 for the six months ended June 30, 2023. At initial recognition, a gain on the discount of the promissory note of $4,156 was recorded.

The following table summarizes the continuity of the liability component of the Company's promissory note:

		Promissory note
Balance at December 31, 2021	**$**	**-**
Proceeds from issuance of promissory notes		27,242
Discount of promissory notes		(4,156)
Foreign exchange loss		(131)
Interest expense		117
Balance at December 31, 2022		**23,072**
Accrued interest expense		1,948
Foreign exchange gain		(538)
Balance at June 30, 2023	**$**	**24,482**

11. CONVERTIBLE NOTES

On November 16, 2022, the Company issued an unsecured convertible note to the COO and director for $20,000. The convertible note bears interest at 10% per annum and is due on May 16, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. The convertible note includes both a liability component for the contractual cash flows and an equity component for the conversion feature. The liability component was valued first based on the present value of contractual cash flows using a discount rate of 18%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature. The equity component of $2,102 was measured based on the residual value of the compound instrument as a whole after deducting the amount determined separately for the liability component.

11. CONVERTIBLE NOTES (Continued)

On February 2, 2023, the Company issued an unsecured convertible note to the COO and director for $13,312 (USD$10,000). $6,656 (USD$5,000) of the proceeds were received on February 2, 2023 and the remaining $6,656 (USD$5,000) of proceeds were received on February 16, 2023. The convertible note bears interest at 10% per annum and is due on August 2, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. As the note is issued in a currency different from the currency of the conversion feature, the conversion feature is treated as a derivative liability and recorded at fair value. The value of the derivative liability was calculated first, with the remaining face value of the loan attributed to the debt host component. The value of the derivative liability was calculated as $4,619.

On February 23, 2023, the Company issued an unsecured convertible note to the COO and director for $17,306 (USD$13,000). The convertible note bears interest at 10% per annum and is due on August 23, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. As the note is issued in a currency different from the currency of the conversion feature, the conversion feature is treated as a derivative liability and recorded at fair value. The value of the derivative liability was calculated first, with the remaining face value of the loan attributed to the debt host component. The value of the derivative liability was calculated as $3,527.

On March 6, 2023, the Company issued an unsecured convertible note to a Company controlled by the Chief Financial Officer (“CFO”) and director for $14,000. The convertible note bears interest at 10% per annum and is due on March 6, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. The convertible note includes both a liability component for the contractual cash flows and an equity component for the conversion feature. The liability component was valued first based on the present value of contractual cash flows using a discount rate of 18%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature. The equity component of $971 was measured based on the residual value of the compound instrument as a whole after deducting the amount determined separately for the liability component.

On April 26, 2023, the Company issued an unsecured convertible note to the COO and director for $34,058 (USD$25,000). The convertible note bears interest at 10% per annum and is due on October 26, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. As the note is issued in a currency different from the currency of the conversion feature, the conversion feature is treated as a derivative liability and recorded at fair value. The value of the derivative liability was calculated first, with the remaining face value of the loan attributed to the debt host component. The value of the derivative liability was calculated as $4,745.

On May 23, 2023, the Company issued an unsecured convertible note to a Company controlled by the Chief Financial Officer (“CFO”) and director for $10,000. The convertible note bears interest at 10% per annum and is due on November 23, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. The convertible note includes both a liability component for the contractual cash flows and an equity component for the conversion feature. The liability component was valued first based on the present value of contractual cash flows using a discount rate of 18%, which is the estimated rate that would have been charged for a similar instrument without a conversion feature. The equity component of $1,051 was measured based on the residual value of the compound instrument as a whole after deducting the amount determined separately for the liability component.

On May 31, 2023, the Company issued an unsecured convertible note to the COO and director for $13,312 (USD$10,000). The convertible note bears interest at 10% per annum and is due on November 30, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. As the note is issued in a currency different from the currency of

(Expressed in Canadian dollars)

12. CONVERTIBLE NOTES (Continued)

the conversion feature, the conversion feature is treated as a derivative liability and recorded at fair value. The value of the derivative liability was calculated first, with the remaining face value of the loan attributed to the debt host component. The value of the derivative liability was calculated as $2,513.

The following table summarizes the continuity of the liability component of the Company's convertible note issued:

		Convertible notes
Balance at December 31, 2022	**$**	**-**
Proceeds from issuance of convertible note		20,000
Amount allocated to conversion feature – equity		(2,102)
Accrued interest expense		165
Balance at December 31, 2022		**18,063**
Proceeds from issuance of convertible note		101,987
Amount allocated to conversion feature – equity		(2,022)
Amount allocated to conversion feature – liability		(15,404)
Foreign Exchange		(1,011)
Accrued interest expense		3,484
Balance at June 30, 2023	**$**	**105,097**

13. SHARE CAPITAL

Authorized share capital
Unlimited number of common shares without par value
Unlimited number of preferred shares without par value

Common shares

During the six months ended June 30, 2023:

There was no share capital activity during the six months ended June 30, 2023.

During the year ended December 31, 2022:

There was no share capital activity during the year ended December 31, 2022.

14. RESERVES

Stock option plan
The Directors of the Company adopted a stock option plan on April 10, 2018 (the "Plan"). The Plan provides that, subject to the requirements of the Canadian Securities Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's Common Shares issued and outstanding at the time such options are granted. The Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares, if the individual is a director, officer, employee or consultant, or 1% of the issued Common Shares, if the individual is engaged in providing investor relations services, on a yearly basis. All options granted under the Plan will expire not later than the date that is ten years from the date that such options are granted. Options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) one year from the date of death or disability.

(Expressed in Canadian dollars)

15. RESERVES (Continued)

Stock options

A summary of stock option activity is as follows:

	Options		Weighted average exercise price
Outstanding and exercisable, December 31, 2021	1,375,000	$	0.40
Expired	(1,375,000)		0.40
Outstanding and exercisable, December 31, 2022 and June 30, 2023	**-**	**$**	**-**

Warrants

During the six months ended June 30, 2023 and the year ended December 31, 2022 there were no warrants outstanding and no activity related to warrants.

16. SEGMENTED INFORMATION

The Company primarily operates in one reportable operating segment, the sub-licensing and sales of cannabis products that utilize Invisicare®, a patented polymer-based technology for topical and transdermal skin care products. As the operations comprise a single reporting segment, amounts disclosed in the condensed consolidated interim financial statements also represent segment amounts.

The operating segment of the Company is defined as a component of the Company for which separate financial information is available and is evaluated regularly by the chief operating decision maker in allocating resources and assessing performance. The chief operating decision maker of the Company is the Chief Executive Officer.

The Company has one group of similar products due to having similar underlying technology, class of customers, and economic characteristics.

Revenue

		Three months ended June 30,			**Six months ended June 30,**	
		2023	**2022**		**2023**	**2022**
Canada	$	-	129	$	21	1,000
United States		2,037	29,391		42,707	67,072
Mexico		-	-		-	-
	$	2,037	29,520	$	42,728	68,072

Total Long-Lived Assets

		June 30, 2023		**December 31, 2022**
United States	$	3,804	$	5,504
	$	3,804	$	5,504

During the six months ended June 30, 2023, one customer individually accounted for 79% (June 30, 2022 – 96%) of the Company's total revenue and is located in the United States.

(Expressed in Canadian dollars)

17. RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel is as follows:

		Three months ended June 30,			Six months ended June 30,	
		2023	**2022**		**2023**	**2022**
Management fees	$	82,976	88,626	$	175,437	176,528
Director fees		2,000	2,000		4,000	4,000
	$	84,976	90,626	$	179,437	180,528

Related party transactions and balances

As at June 30, 2023, trade and other payables consists of $154,998 (December 31, 2022 - $100,498) in directors fees, royalties, consulting fees, expense reimbursements, accrued interest and rent expense owed to related parties. These amounts are unsecured and due on demand.

During the three and six months ended June 30, 2023, the Company incurred $2,500 and $5,500 respectively (2022 - $4,000 and $7,000) in consulting fees to a Company owned by the CFO's spouse. As at June 30, 2023, the Company owed $8,275 (December 31, 2022 - $3,150) to this related party.

During the three and six months ended June 30, 2023, the Company incurred $6,300 and $14,910 respectively (2022 - $6,300 and $12,500) in rent expenses to a Company controlled by a director and CFO of the Company. As at June 30, 2023, the Company owed $9,765 (December 31, 2022 - $3,150) to this related party.

During the three and six months ended June 30, 2023, the Company incurred $53,465 and $32,356 (2022 - $Nil and $Nil) in rent expense, and $Nil and $Nil respectively (2022 - $37 and $37) in royalties to a Company with a common CEO and director. As at June 30, 2023, the Company owed $67,769 (December 31, 2022 - $3,150) to this related party.

On November 16, 2022, the Company issued an unsecured convertible note to the COO and director for $20,000 (Note 11). The convertible note bears interest at 10% per annum and is due on May 16, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $992 (2022 - $Nil) in interest expense in relation to the convertible note. At June 30, 2023, the Company owed $18,738 (December 31, 2022 - $18,063) for the convertible note and $1,238 (December 31, 2022 - $247) for accrued interest to the COO and director.

On December 20, 2022, the Company issued an unsecured promissory note to the COO and director for $27,242 (USD$20,000) (Note 10). The promissory note is non-interest bearing and due on December 20, 2023. During the six months ended June 30, 2023, the Company recorded $1,948 (2022 - $Nil) in interest expense. At June 30, 2023, the Company owed $24,482 (December 31, 2022 - $23,072) to the COO and director for the promissory note.

On February 2, 2023, the Company issued an unsecured convertible note to the COO and director for $13,312 (USD$10,000) (Note 11). $6,656 (USD$5,000) of the proceeds were received on February 2, 2023 and the remaining $6,656 (USD$5,000) of proceeds were received on February 16, 2023. The convertible note bears interest at 10% per annum and is due on August 2, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $537 (2022 - $Nil) in interest expense in relation to

18. RELATED PARTY TRANSACTIONS (Continued)

the convertible note. At June 30, 2023, the Company owed $9,703 (December 31, 2022 - $Nil) for the convertible note which includes $537 (December 31, 2022 - $Nil) for accrued interest to the COO and director.

On February 23, 2023, the Company issued an unsecured convertible note to the COO and director for $17,306 (USD$13,000) (Note 11). The convertible note bears interest at 10% per annum and is due on August 23, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $599 (2022 - $Nil) in interest expense in relation to the convertible note. At June 30, 2023, the Company owed $14,449 (December 31, 2022 - $Nil) for the convertible note which included $599 (December 31, 2022 - $Nil) for accrued interest to the COO and director.

On March 6, 2023, the Company issued an unsecured convertible note to a company controlled by the CFO and director for $14,000 (Note 11). The convertible note bears interest at 10% per annum and is due on March 6, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $445 (2022 - $Nil) in interest expense in relation to the convertible note. At June 30, 2023, the Company owed $13,329 (December 31, 2022 - $Nil) for the convertible note, which included $445 (December 31, 2022 - $Nil) for accrued interest to the company controlled by the CFO and director.

On April 26, 2023, the Company issued an unsecured convertible note to the COO and director for $34,058 (USD$25,000). The convertible note bears interest at 10% per annum and is due on October 26, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $589 (2022 - $Nil) in interest expense in relation to the convertible note. At June 30, 2023, the Company owed $28,997 (December 31, 2022 - $Nil) for the convertible note, which included $589 (December 31, 2022 - $Nil) for accrued interest to the company controlled by the CFO and director.

On May 23, 2023, the Company issued an unsecured convertible note to a Company controlled by the Chief Financial Officer ("CFO") and director for $10,000. The convertible note bears interest at 10% per annum and is due on November 23, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $104 (2022 - $Nil) in interest expense in relation to the convertible note. At June 30, 2023, the Company owed $9,016 (December 31, 2022 - $Nil) for the convertible note, which included $104 (December 31, 2022 - $Nil) for accrued interest to the company controlled by the CFO and director.

On May 31, 2023, the Company issued an unsecured convertible note to the COO and director for $13,312 (USD$10,000). The convertible note bears interest at 10% per annum and is due on November 30, 2024. At any time after issuance, the holder is entitled to convert, at their sole discretion, all or a portion of the principal amount into common shares of the Company at a deemed price of $0.05 per common share. During the six months ended June 30, 2023, the Company recorded $194 (2022 - $Nil) in interest expense in relation to the convertible note. At June 30, 2023, the Company owed $10,864 (December 31, 2022 - $Nil) for the convertible note, which included $109 (December 31, 2022 - $Nil) for accrued interest to the company controlled by the CFO and director.

19. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue its operations and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company considers its capital for this purpose to be its promissory notes, convertible notes and shareholders' equity.

The Company's primary source of capital is through the issuance of convertible notes and equity. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control. There are no external restrictions on the management of capital.

20. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include interest rate risk, credit risk, liquidity risk, and currency risk and price risk.

a) Interest rate risk: Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As at June 30, 2023, the Company is not exposed to any significant interest rate risk.

b) Credit risk: Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk exposure is primarily related to its liquid financial assets including cash and accounts receivable. The Company limits exposure to credit risk on liquid financial assets by maintaining its cash with high credit-quality financial institutions and by actively managing and monitoring its receivables. The Company's cash is held with a major Canadian-based financial institution. Receivables consist of trade receivables from customers and goods and services tax due from the government of Canada. The Company actively monitors defaults of customers and incorporates this information into its credit risk controls. At June 30, 2023, $61,247 (December 31, 2022 - $53,241) is due from one customer of which $34,522 (December 31, 2022 - $32,293) is past due and not provided for.

c) Liquidity risk: Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. As at June 30, 2023, the Company had cash of $2,200 to settle current liabilities of $511,739.

d) Currency risk: Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at June 30, 2023, the Company has cash of CAD$1,421 receivables of CAD$54,408 and accounts payable and accrued liabilities of CAD$308,660 which are denominated in United States dollars. Based on current exposures as at June 30, 2023, and assuming that all other variables remain constant, a 5% depreciation or appreciation of the Canadian dollar against the United States dollar would result in an gain or loss of approximately CAD$18,224 in the Company's consolidated statements of loss and comprehensive loss.

21. FINANCIAL INSTRUMENTS (Continued)

Fair value: Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The carrying value of Company's financial assets and liabilities as at June 30, 2023 approximate their fair value due to their short-term nature.