Condensed Interim Consolidated Financial Statements

For the Three and Nine months Ended April 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE TO READER

The accompanying condensed interim consolidated financial statements of Komo Plant Based Foods Inc. ("the Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed interim consolidated financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. These condensed interim consolidated financial statements have not been reviewed by the Company's independent auditor.

Condensed Interim Consolidated Statements of Financial Position (Expressed in Canadian Dollars)

| | Notes | April 30, 2024 (Unaudited) | July 31, 2023 |
|---|-------|----------------------------------|------------------|
| | | \$ | \$ |
| ASSETS | | | 0.050 |
| Cash | 7 | - | 2,058 |
| Amounts receivable | 3 | 3,056 | 45,363 |
| Deposits | | 3,000 | 3,000 |
| Current and total assets | | 6,056 | 50,421 |
| LIABILITIES | | | |
| Current liabilities | | | |
| Bank indebtedness | | 791 | _ |
| Accounts payable and accrued liabilities | 4 | 489,514 | 524,683 |
| Convertible debentures | 5 | 1,791,764 | 1,559,506 |
| Derivative liabilities | 5 | - | 43,711 |
| Loans payable | 6 | 120,000 | 120,000 |
| Due to related parties | 4 | 335,166 | 312,331 |
| Current and total liabilities | | 2,737,235 | 2,560,231 |
| | | | |
| SHAREHOLDERS' DEFICIT | | | |
| Share capital | 7 | 12,111,402 | 12,111,402 |
| Share-based payment reserve | 9 | 2,965,063 | 2,965,063 |
| Convertible debenture reserve | 5 | 67,718 | 67,718 |
| Deficit | | (17,875,362) | (17,653,993) |
| Total shareholders' deficit | | (2,731,179) | (2,509,810) |
| Total liabilities and shareholders' deficit | | 6,056 | 50,421 |

Nature of operations and continuance of business (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on July 2, 2024:

<u>/s/ "Daniel Kang"</u> Daniel Kang, Director <u>/s/ "Angelo Rajasooriar"</u> Angelo Rajasooriar, Director

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited)

| | | Three Mont April | | Nine Months April 3 | | |
|--------------------------------------|-------|---------------------|-----------|------------------------|-------------|--|
| | Notes | 2024 | 2023 | 2024 | 2023 | |
| | | | | \$ | \$ | |
| EXPENSES | | | | | | |
| Advertising and promotion | 4 | - | 18,750 | - | 89,600 | |
| Consulting fees | 4 | 6,000 | 35,000 | 12,000 | 209,925 | |
| General and administrative | | 8,085 | 5,911 | 12,924 | 36,384 | |
| Investor relations | | · - | 8,163 | - | 47,329 | |
| Professional fees | | 115 | _ | 58,068 | 44,308 | |
| Share-based compensation | 9 | - | (22,042) | - | 7,748 | |
| Wages | 4 | 90 | 1,572 | 90 | 23,650 | |
| Total expenses | | 14,290 | 47,354 | 83,082 | 458,944 | |
| LOSS BEFORE OTHER INCOME/EXPENSES | | (14,290) | (47,354) | (83,082) | (458,944) | |
| Other income (expenses) | 10 | (9,934) | (41,438) | (109,713) | (109,100) | |
| Net loss from continuing operations | | (24,224) | (88,792) | (192,795) | (568,044) | |
| Loss from discontinued operations | 13 | (8,772) | (186,382) | (28,574) | (590,800) | |
| NET AND COMPREHENSIVE LOSS | | (32,996) | (275,174) | (221,369) | (1,158,844) | |
| Loss per share, basic and diluted | | | | | | |
| from continuing operations | | (0.00) | (0.01) | (0.02) | (0.06) | |
| from discontinued operations | | (0.00) | (0.02) | (0.00) | (0.06) | |
| Loss per share, basic and diluted | | (0.00) | (0.03) | (0.02) | (0.12) | |
| Weighted average shares outstanding, | | (0.00) | (0.00) | (0.02) | (0.12) | |
| - basic and diluted | | 11,662,799 | 9,816,968 | 11,662,799 | 9,742,916 | |

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficit) (Expressed in Canadian Dollars) (Unaudited)

| | Share c | apital | | | | |
|---|---|--|--|---|---|---|
| | Number of shares | Amount | Share-based payment reserve | Convertible debenture reserve | Deficit | Total |
| | | \$ | \$ | \$ | \$ | \$ |
| BALANCE, JULY 31, 2022 Issuance of units for cash Conversion of convertible debentures Shares issued to settle debts Share-based compensation Net loss for the period BALANCE, April 30, 2023 | 9,707,096 766,666 455,704 733,332 - - - 11,662,798 | 11,825,566 115,000 68,812 110,000 - - 12,119,378 | 3,028,305 - - - 25,280 - 3,053,585 | 68,175 - (457) - - - 67,718 | (16,191,235) - - - - (1,158,844) (17,350,079) | (1,269,189) 115,000 68,355 110,000 25,280 (1,158,844) (2,109,398) |
| BALANCE, JULY 31, 2023 Net loss for the period BALANCE, April 30, 2024 | 11,662,799 - 11,662,799 | 12,111,402 - 12,111,402 | 2,965,063 - 2,965,063 | 67,718 - 67,718 | (17,653,993) (221,369) (17,875,362) | (2,509,810) (221,369) (2,731,179) |

Notes to the Condensed Interim Consolidated Financial Statements (Expressed in Canadian Dollars) (Unaudited)

| 2024 2023 OPERATING ACTIVITIES (192,795) (568,044) Items not involving cash: (192,795) (568,044) Accretion of discount on convertible debentures 119,382 217,182 Gain on settlement of debt (95,868) (64,058) Interest expense on convertible debentures 112,876 116,386 Interest expense on loans/lease liabilities - 1,634 Gain on change in fair value of derivative liabilities (43,711) (184,436) Share-based compensation - 7,747 Changes in non-cash operating working capital: 41,571 60,639 Prepaid expenses and deposits - (10,052) Due to related parties (7,165) 55,830 Bank indebtedness 791 - Accounts payable and accrued liabilities 135,251 361,326 |
|--|
| Net loss from continuing operations (192,795) (568,044) Items not involving cash: Accretion of discount on convertible debentures 119,382 217,182 Gain on settlement of debt (95,868) (64,058) Interest expense on convertible debentures 112,876 116,386 Interest expense on loans/lease liabilities - 1,634 Gain on change in fair value of derivative liabilities (43,711) (184,436) Share-based compensation - 7,747 Changes in non-cash operating working capital: Amounts receivable 41,571 60,639 Prepaid expenses and deposits - (10,052) Due to related parties (7,165) 55,830 Bank indebtedness 791 - |
| Items not involving cash: Accretion of discount on convertible debentures Gain on settlement of debt (95,868) (64,058) Interest expense on convertible debentures Interest expense on convertible debentures Interest expense on loans/lease liabilities Interest expense on loans/lease liab |
| Accretion of discount on convertible debentures Gain on settlement of debt (95,868) (64,058) Interest expense on convertible debentures Interest expense on loans/lease liabilities Interest expense on loans/lease liabilities Gain on change in fair value of derivative liabilities (43,711) (184,436) Share-based compensation Share-based compensation Thanges in non-cash operating working capital: Amounts receivable Prepaid expenses and deposits Due to related parties Bank indebtedness Telepatric (7,165) The settlement of debt (95,868) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (64,058) (10,038) (10,038) (184,436) (7,747) (184,436) (184,436) (7,747) (194,436) (195,868) (10,038) (10,038) (10,038) (10,038) (10,039) (10,052) (10,052) (10,052) (10,052) (10,052) |
| Gain on settlement of debt Interest expense on convertible debentures Interest expense on loans/lease liabilities Interest expense on loans/lease liabilit |
| Interest expense on convertible debentures Interest expense on loans/lease liabilities Interest expense on loans/lease liabilities Gain on change in fair value of derivative liabilities (43,711) (184,436) Share-based compensation - 7,747 Changes in non-cash operating working capital: Amounts receivable Prepaid expenses and deposits - (10,052) Due to related parties (7,165) Bank indebtedness 791 - |
| Interest expense on loans/lease liabilities - 1,634 Gain on change in fair value of derivative liabilities (43,711) (184,436) Share-based compensation - 7,747 Changes in non-cash operating working capital: Amounts receivable 41,571 60,639 Prepaid expenses and deposits - (10,052) Due to related parties (7,165) 55,830 Bank indebtedness 791 - |
| Gain on change in fair value of derivative liabilities Share-based compensation Changes in non-cash operating working capital: Amounts receivable Prepaid expenses and deposits Due to related parties Bank indebtedness (184,436) (43,711) (184,436) (60,639) (7,1457) (10,052) (7,165) (7,165) (7,165) (7,165) |
| Share-based compensation - 7,747 Changes in non-cash operating working capital: Amounts receivable 41,571 60,639 Prepaid expenses and deposits - (10,052) Due to related parties (7,165) 55,830 Bank indebtedness 791 - |
| Changes in non-cash operating working capital:Amounts receivable41,57160,639Prepaid expenses and deposits-(10,052)Due to related parties(7,165)55,830Bank indebtedness791- |
| Amounts receivable41,57160,639Prepaid expenses and deposits- (10,052)Due to related parties(7,165)55,830Bank indebtedness791- |
| Prepaid expenses and deposits - (10,052) Due to related parties (7,165) 55,830 Bank indebtedness 791 - |
| Due to related parties (7,165) 55,830 Bank indebtedness 791 - |
| Bank indebtedness 791 - |
| |
| Accounts payable and accrued liabilities 175 951 761 700 |
| Accounts payable and accrued liabilities 135,251 361,326 |
| Net cash used in operating activities from continuing operations 70,332 (5,846) |
| Net cash used in operating activities from discontinued operations (72,390) (303,860) |
| FINANCING ACTIVITIES |
| Proceeds from issuance of units issued in private placement - 115,000 |
| Payment of convertible debentures interest - (3,536) |
| Net cash provided by financing activities from continuing operations - 111,464 |
| CHANGE IN CASH (2,058) (198,242) |
| Cash, beginning of the period 2,058 224,344 |
| CASH, END OF THE PERIOD 0 26,102 |

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

Nature of Operations and Continuance of Business

Komo Plant Based Foods Inc. (the "Company") was incorporated under the laws of the province of British Columbia, Canada, on December 3, 2010. On May 31, 2021, the Company changed its name to Komo Plant Based Foods Inc. The Company previously researched, developed, manufactured, marketed and sold plant-based frozen food products through ecommerce and retail. In May 2023, the Company discontinued its operations. The Company is currently in search of new business.

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern. During the period ended April 30, 2024, the Company had no revenue and incurred a net loss from continuing operations of \$192,795. As at April 30, 2024, the Company has a working capital deficit of \$2,731,179 and an accumulated deficit of \$17,875,362. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs, and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Significant Accounting Policies

(a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to interim financial information, as outlined in International Accounting Standard ("IAS") 34, "Interim Financial Reporting" and using the accounting policies consistent with those in the audited financial statements as at and for the year ended July 31, 2023.

Basis of Presentation

These consolidated financial statements include the accounts of the Company and its wholly-owned Canadian subsidiaries, Komo Plant Based Comfort Foods Inc. ("Comfort"), Fasttask Inc., and 10758914 Canada Inc. All intercompany balances and transactions have been eliminated on consolidation.

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for the cash flow information. The presentation and functional currency of the Company and its Canadian subsidiaries is the Canadian dollar. In the opinion of the Company's management, all adjustments considered necessary for a fair presentation have been included.

(b) Significant Accounting Estimates and Judgments

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

2. Significant Accounting Policies (continued)

(c) Significant Accounting Estimates and Judgments (continued)

Significant areas requiring the use of estimates include the collectability of amounts receivable, fair value of share-based compensation, discount rates used for convertible debentures, revenue recognition, and measurement of unrecognized deferred income tax assets.

Judgments include the factors that are used in determining the application of the going concern assumption which requires management to consider all available information about the future, which is at least but not limited to, 12 months from the year end of the reporting period, factors used in determining the discount rate for the carrying value of convertible debentures.

(k) Reclassifications

Certain financial statement items have been reclassified for consistency with the current period presentation. These reclassifications related to the presentation of discontinued operations (Note 18) and had no material effects on the consolidated financial statements.

(I) Accounting Standards Issued But Not Yet Effective

Certain pronouncements have been issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning on or after August 1, 2023 or later years. Management does not believe the adoption of these future standards will have a material impact on the Company's financial statements.

3. Amounts Receivable

| | April 30, | July 31, |
|---------------------------------|-----------|----------|
| | 2024 | 2023 |
| | \$ | \$ |
| Accounts receivable | 53,394 | 70,776 |
| Allowance for doubtful accounts | (53,394) | (52,658) |
| GST receivable | 3,056 | 27,245 |
| | 3,056 | 45,363 |

4. Related Party Transactions

During the three and nine months ended April 30, 2024 and 2023, compensation of key management personnel and related parties were as follows:

| | Three mont | Three months ended | | Nine months ended | | |
|--------------------------|------------|--------------------|--------|-------------------|--|--|
| | April | April 30, | | 30, | | |
| | 2024 | 2023 | 2024 | 2023 | | |
| | \$ | \$ | \$ | \$ | | |
| Wages | _ | - | - | 34,434 | | |
| Consulting fees | 9,000 | 30,000 | 29,000 | 90,000 | | |
| Share-based compensation | - | (26,703) | - | 3,324 | | |
| Total | 9,000 | 3,297 | 29,000 | 127,758 | | |

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

4. Related Party Transactions (continued)

- (a) As at April 30, 2024, the Company owed \$302,394 (July 31, 2023 \$279,351) to the CEO of the Company. The amount is unsecured, due on demand, and non-interest bearing.
- (b) As at April 30, 2024, the Company owed \$40,950 (July 31, 2023- \$10,500) to the CFO of the Company, which is recorded in accounts payable and accrued liabilities. The amount is unsecured, due on demand, and non-interest bearing.
- (c) As at April 30, 2024, the Company owed \$69,410 (July 31, 2023 \$69,410) to Better Plant Sciences Inc. ("BPS"), an associated company, of which \$37,056 (2023 \$nil) is recorded in accounts payable and accrued liabilities. The balance owing is unsecured, non-interest bearing, and due on demand. During the three and nine months ended April 30, 2024, the Company incurred operating expenses of \$nil (2023 \$nil and \$37,500) to BPS for shared services.

5. Convertible Debentures

(a) During the year ended July 31, 2022, the Company closed a non-brokered private placement of 1,000 units at \$1,000 per unit for gross proceeds of \$1,000,000. The private placement closed in two tranches, with the first 500 units closing on September 29, 2021, and the next 500 units closing on October 8, 2021. Each unit consisted of one convertible unsecured debenture (the "Debentures") and 700 common share purchase warrants of the Company (the "Warrants"). The Debentures bear interest at a rate of 10% per annum on an accrual basis from issuance, calculated and payable semi-annually in arrears on January 31 and July 31 of each year with such payment having commenced on January 31, 2022 with a redemption date that is 24 months from issuance. The Debentures are convertible in full or in part, at the holders' option, into common shares in the capital of the Company at a price of \$1.40 per common share, at any time prior to their redemption. Each Warrant will entitle the holder to acquire one common share of the Company at a price of \$1.60 per share for a period of 36 months from the date of issue.

In connection with the issuance of the Debentures, the Company paid \$80,000 of finder's fees to registered brokers and issued 57,143 warrants exercisable at a price of \$1.40 per share for a period of 24 months from the date of issue (the "Broker Warrants") with a fair value of \$118,137. The shares underlying the Warrants, the Broker Warrants and the Debentures are subject to a statutory hold period expiring four months and one day from issuance of the underlying securities. The fair value associated with the Broker Warrants granted was determined using the Black-Scholes pricing model with the following weighted average assumptions: stock price at grant date \$2.40; volatility of 199%; an expected life of 2 years; a dividend yield of 0%; an expected forfeiture rate of 0%; and a risk-free rate of 0.61%.

During the year ended July 31, 2022, the Company issued 28,571 common shares to a debenture holder upon an election of early conversion. The convertible debenture liability of \$40,000 and convertible debenture reserve of \$1,827 were transferred to share capital.

During the year ended July 31, 2023, the Company issued 66,667 common shares to debenture holders upon an election of early conversion. The convertible debenture liability of \$10,000 and convertible debenture reserve of \$457 were transferred to share capital.

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

5. Convertible Debentures (continued)

(b) On June 21, 2022, the Company closed a non-brokered private placement of 593.87 units at \$1,000 per unit for gross proceeds of \$502,000 and settlement of accounts payable of \$91,875. Each unit consisted of one convertible unsecured debenture (the "Debentures") and 1600 common share purchase warrants of the Company (the "Warrants"). The debentures bear interest at a rate of 10% per annum on an accrual basis from issuance, calculated and payable semi-annually in arrears on May 31 and November 30 of each year with each such payment commencing on November 30, 2022 with a redemption date that is 24 months from issuance (the "Maturity Date"). The Debentures are convertible in full or in part, at the holders' option, into common shares in the capital of the Company at a 15% discount to the 30-day moving average as at the Maturity Date, subject to CSE regulations, at a price not less than \$0.50 per share, at any time prior to their redemption. Each Warrant will entitle the holder to acquire one common share of the Company at a price of \$0.70 per share for 36 months from the date of issue. As at July 31, 2023, the Company recorded derivative liabilities of \$43,711 using a binomial option model assuming expected life of 0.92 years, volatility of 212%, risk-free rate of 5.4%, exercise price of \$0.50 per share, and no expected dividends.

In connection with the issuance of the Debentures, the Company paid \$36,000 of finder's fees to registered brokers and issued 72,000 warrants with a fair value of \$20,079 exercisable at a price of \$0.50 per share for a period of 24 months from the date of issue (the "Broker Warrants"). The fair value associated with the Broker Warrants granted was determined using the Black-Scholes pricing model with the following weighted average assumptions: stock price at grant date \$0.40; volatility of 153%; an expected life of 2 years; a dividend yield of 0%; an expected forfeiture rate of 0%; and a risk-free rate of 3.31%. The shares underlying the Warrants, the Broker Warrants and the Debentures are subject to a statutory hold period expiring four months and one day from issuance of the underlying securities.

During the year ended July 31, 2023, the Company issued 389,037 common shares to a debenture holder upon an election of early conversion. Convertible debenture liability of \$52,000 was transferred to share capital.

The following is a summary of changes in convertible debentures including accrued interest:

| | Issuance Date | | | |
|-----------------------------------|----------------------|--------------------|------------------|-----------|
| | September 28 2021 | October 8, 2021 | June 21, 2022 | Total |
| | \$ | \$ | \$ | \$ |
| Carrying amount at July 31, 2023 | 510,813 | 538,736 | 509,957 | 1,559,506 |
| Accretion | 16,111 | 26,841 | 76,430 | 119,382 |
| Accrued interest | 33,624 | 38,611 | 40,641 | 112,876 |
| Carrying amount at April 30, 2024 | 560,549 | 604,187 | 627,027 | 1,791,764 |

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

6. Loans Payable

During the year ended July 31, 2021, the Company received a total of \$60,000 from the Government of Canada sponsored Canada Emergency Business Account ("CEBA"). On May 31, 2021, the Company assumed an additional CEBA loan of \$60,000 upon acquisition of Fasttask, in which the present value of the forgivable portion was \$10,334. These loans are interest free until January 18, 2024. If the Company repays the CEBA loans on or before January 18, 2024, a total of \$40,000 of the principal balance will be forgiven. Any unpaid principal portion of the CEBA loans after January 18, 2024 will be converted into three-year loans at annual interest rate of 5% per annum.

| | \$ |
|--|---------|
| Loan payable, July 31, 2022 | 112,784 |
| Accreted interest | 7,216 |
| Loan payable, July 31 and April 30, 2024 | 120,000 |

7. Share Capital

Authorized: unlimited number of common shares without par value

On January 30, 2023, the Company effected a 10:1 share consolidation. All share and per share amounts in these consolidated financial statements have been adjusted for the share consolidation.

- (a) On April 26, 2023, the Company closed a non-brokered private placement, issuing an aggregate of 766,666 share units at a price of \$0.15 per unit for proceeds of \$115,000. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing.
- (b) On April 26, 2023, the Company issued 455,704 units at \$0.15 per unit for the conversion of \$62,000 of convertible debentures and \$6,355 of accrued interest. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing.
- (c) On April 26, 2023, the Company issued 733,332 units with the fair value of \$110,000to settle \$102,500 of accounts payable, including 350,000 units with a fair value of \$52,500 to a company controlled by the CFO of the Company for services rendered. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing.

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

8. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

| | Number of | Weight average exercise |
|-------------------------|-----------|-------------------------|
| | warrants | price |
| | | \$ |
| Balance, July 31, 2023 | 4,607,844 | 1.44 |
| - | (000.040) | 7.5/ |
| Expired | (929,942) | 3.54 |
| Balance, April 30, 2024 | 3,677,902 | 0.60 |

As at April 30, 2024, the following share purchase warrants were outstanding:

| Warrants | Exercise | Expiry |
|-------------|----------|--------------------|
| outstanding | price | date |
| | \$ | |
| 72,000 | 0.50 | June 21, 2024 |
| 350,000 | 1.60 | September 29, 2024 |
| 350,000 | 1.60 | October 8, 2024 |
| 950,200 | 0.70 | June 21, 2025 |
| 1,955,702 | 0.20 | April 26, 2026 |
| 3,677,902 | | |

9. Stock Options

The Company's Board of Directors approved a stock incentive plan in accordance with the policies of the Canadian Securities Exchange (the "Exchange"). The Board of Directors is authorized to grant options to directors, officers, consultants or employees to acquire up to 20% of the issued and outstanding common shares of the Company. The exercise price will not be less than \$1.00 per share and, in the event that the Company is listed on the Exchange, the market price of the common shares on the trading day immediately preceding the date of the grant, less applicable discounts permitted by the Exchange. The options that may be granted under this plan must be exercisable for over a period of not exceeding 5 years.

The following table summarizes the continuity of the Company's stock options:

| | Number of | Weighted |
|---|-----------|----------------|
| | options | average |
| | | exercise price |
| | | \$ |
| Outstanding, July 31, 2023 | 692,150 | 1.39 |
| Expired | (141,400) | 1.32 |
| Outstanding and exercisable, April 30, 2024 | 550,750 | 1.35 |

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

9. Stock Options (continued)

Additional information regarding stock options outstanding as at April 30, 2024 is as follows:

| Range of exercise prices | Stock options outstanding | Stock options exercisable | Weighted average remaining contracted life (years) |
|--------------------------|---|---------------------------|--|
| \$ | <u>, , , , , , , , , , , , , , , , , , , </u> | | , |
| 1.00- 1.20 | 507,000 | 507,000 | 2.12 |
| 4.00 | 38,750 | 38,750 | 0.50 |
| 8.00 | 5,000 | 5,000 | 1.46 |
| | 550,750 | 550,750 | |

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the three and nine months ended April 30, 2024, the Company recognized share-based compensation expenses of \$nil (2023 -recovery of \$22,042 and expense of \$7,748).

Weighted average assumptions used in calculating the fair value of share-based compensation expense for the prior year are as follows:

| | 2024 2023 | | |
|-------------------------|-----------|-------|--|
| Risk-free interest rate | = | 3.64% | |
| Dividend yield | = | 0% | |
| Expected volatility | - | 150% | |
| Expected life (years) | - | 3.75 | |
| Forfeiture rate | = | 0% | |

As at April 30, 2024, there was \$nil (2023- \$2,436) of unrecognized share-based compensation related to unvested stock options.

10. Other Income (Expenses)

Other income (expense) is comprised of the following:

| | Three months ended April 30, | | Nine months ended April 30, | |
|--|---------------------------------|----------|--------------------------------|-----------|
| | | | | |
| | 2024 | 2023 | 2024 | 2023 |
| | \$ | \$ | \$ | \$ |
| Accretion of discounts on convertible debentures | (25,143) | (81,922) | (119,382) | (217,182) |
| Write of of expired payables/bad debt recovery | 95,868 | 70,176 | 95,868 | 70,176 |
| Foreign exchange gain (loss) | - | 576 | - | (306) |
| Gain on change in fair value of derivative liability | 894 | 17,450 | 43,711 | 184,436 |
| Interest expense on debentures | (77,110) | (38,690) | (125,467) | (137,197) |
| Other expense | (4,443) | (9,028) | (4,443) | (9,027) |
| | (9,934) | (41,438) | (109,713) | (109,100) |

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

11. Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the general operations of the Company and facilitate the liquidity needs of its operations. The Board of Directors does not establish quantitative return on capital criteria for management but relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its working capital position, share capital, share-based payment reserves, and convertible debenture reserve. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three and nine months ended April 30, 2024. The Company is not subject to externally imposed capital requirements.

12. Financial Instruments and Risk Management

(a) Fair Values

Derivative liabilities of \$\partial (2023 - \$43,711) is classified as a Level 2 financial instrument. The fair values of other financial instruments, which includes cash, bank indebtedness, amounts due to related parties, accounts payable and accrued liabilities, convertible debentures, and loans payable approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash.

(c) Foreign Exchange Rate Risk

Currency risk is the risk that the fair value of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company is exposed to significant foreign currency risks.

(d) Interest Rate Risk

The Company's exposure to interest rate risk is limited as it does not carry any commercial loans with variable interest rates.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

(f) Price Risk

The Company is not exposed to material price risks.

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

13. Discontinued Operations

During the year ended July 31, 2023, management made the decision to cease its plant-based comfort food business ("Comfort") due to adverse market conditions. Efforts were being made to sell the business and its related assets. Comfort met the criteria to be classified as discontinued operations. The results of operations of Comfort for all periods have been classified as discontinued operations on the consolidated statements of operations and comprehensive loss. The carrying amounts of the major classes of assets of Comfort have been impaired as at July 31, 2023.

Net Loss from Discontinued Operations:

| | Three months ended April 30, | | Nine mon Apri | ths ended I 30, |
|----------------------------|------------------------------|-----------|------------------|--------------------|
| | 2024 | 2023 | 2024 | 2023 |
| | \$ | \$ | \$ | \$ |
| BEVELUE | | 050.000 | | 000 000 |
| REVENUE | - | 252,900 | - | 898,627 |
| Cost of revenue | | 146,479 | - | 556,429 |
| Gross profit | | 106,421 | - | 342,198 |
| EXPENSES | | | | |
| Advertising and promotion | _ | 17,842 | 600 | 39,302 |
| Consulting fees | _ | 10,018 | 17,000 | 15,918 |
| Depreciation | - | 3,418 | · = | 10,486 |
| Fulfilment | - | 2,936 | - | 89,466 |
| General and administrative | 7,068 | 68,048 | 9,295 | 158,297 |
| Investor relations | - | 1,491 | - | 5,184 |
| Professional fees | - | 23,216 | - | 77,216 |
| Research and development | - | 774 | - | 7,990 |
| Selling costs | - | 54,060 | - | 221,392 |
| Share-based compensation | - | - | - | 17,533 |
| Travel | - | 2,312 | - | 8,139 |
| Wages | - | 115,619 | - | 282,075 |
| Total expenses | 7,068 | 299,734 | 26,895 | 932,998 |
| LOSS BEFORE OTHER EXPENSES | (7,068) | (193,313) | (26,895) | (590,800) |
| | | | | |
| Other income (expenses) | (1,704) | 6,931 | (1,679) | _ |
| NET LOSS | (8,772) | (186,382) | (28,574) | (590,800) |

Notes to the Condensed Interim Consolidated Financial Statements Three and Nine Months Ended April 30, 2024 and 2023 (Expressed in Canadian Dollars) (Unaudited)

13. Discontinued Operations (continued)

Cash flows from Discontinued Operations:

| | Nine Months Ended | | |
|--|-------------------|-----------|--|
| | April 30, 2024 | | |
| | 2024 | 2023 | |
| Net Loss from discontinued operations | (28,574) | (590,800) | |
| Items not involving cash: | | | |
| Loss on AR writen off | 736 | 5,454 | |
| Depreciation | - | 10,486 | |
| Interest expense on loans | - | 5,582 | |
| Share-based compensation | - | 17,533 | |
| Changes in non-cash operating working capital: | | | |
| Inventory | _ | (65,705) | |
| Prepaid expenses & other assets | _ | 106,986 | |
| Amounts receivable | - | 80,579 | |
| Due to related parties | - | 131,713 | |
| Accounts payable and accrued liabilities | (44,552) | (5,689) | |
| Net cash used in operating activities from discontinued operations | (72,390) | (303,860) | |