

Juva Life Inc.

Condensed Consolidated Interim Financial Statements

As at and for the nine months ended September 30, 2022

(Unaudited - Expressed in US Dollars)

NOTICE OF NO AUDITOR REVIEW
OF
INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Juva Life Inc.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in US dollars)

	Note		<u>September 30, 2022</u>		<u>December 31, 2021</u>
ASSETS					
Current assets					
Cash	13	\$	3,531,483	\$	2,681,269
Accounts receivable			97,000		127,658
Inventory	8		214,682		320,596
Biological assets	8		484,829		367,671
Other receivables	5		-		350,000
Prepaid expenses			203,019		243,973
Total current assets			<u>4,531,013</u>		<u>4,091,167</u>
Non-current assets					
Deposits	7		303,248		327,248
Right of use assets	12		311,525		3,716,626
Property and equipment	6		16,283,979		12,551,547
Total non-current assets			<u>16,898,752</u>		<u>16,595,421</u>
Total assets			<u><u>21,429,765</u></u>		<u><u>20,686,588</u></u>
LIABILITIES					
Accounts payable and accrued liabilities	7		1,662,981		1,882,456
Income taxes payable			194,000		90,500
Warrant liability	9		136		73,717
Current portion of lease liabilities	12		241,742		328,731
			<u>2,098,859</u>		<u>2,375,404</u>
Non-current liability					
Lease liabilities	12		-		3,977,032
Note payable	13		11,162,174		-
			<u>13,261,033</u>		<u>6,352,436</u>
SHAREHOLDERS' EQUITY					
Share capital	4		49,567,593		49,567,593
Share proceeds receivable			(770,677)		(770,677)
Reserves	4		7,105,277		5,501,876
Other comprehensive loss			108,139		(19,506)
Deficit			(47,841,600)		(39,945,134)
Total shareholders' equity			<u>8,168,732</u>		<u>14,334,152</u>
Total liabilities and shareholders' equity		\$	<u><u>21,429,765</u></u>	\$	<u><u>20,686,588</u></u>

Nature of operations (Note 1)
Going concern (Note 2)
Commitments and contingencies (Note 14)

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 28, 2022.

Approved by the Board of Directors:

"Doug Chloupek" Director "Kari Gothie" Director

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

Juva Life Inc.**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss****(Unaudited - Expressed in US dollars)**

	Note	For the three months ended September 30, 2022	For the three months ended September 30, 2021	For the nine months ended September 30, 2022	For the nine months ended September 30, 2021
Sales		\$ 1,248,054	\$ 1,192,194	\$ 4,187,780	\$ 2,506,998
Cost of goods sold		1,367,018	651,083	3,741,393	2,111,353
Gross profit before unrealized items		(118,964)	541,111	446,387	395,645
Unrealized fair value change on biological assets	8	243,733	(27,175)	117,158	64,638
Gross profit		124,769	513,936	563,545	460,283
Expenses					
Depreciation	6,12	755,897	281,361	1,146,494	816,020
Interest expense on lease liabilities	12	430,199	54,736	828,207	190,918
Marketing and promotion		76,063	159,457	322,671	1,926,114
Office and administration		443,153	361,666	1,291,492	1,153,417
Permits		128,940	66,049	256,294	209,228
Professional fees		108,928	109,170	526,701	845,369
Rent	7	10,141	(2,417)	223,991	35,494
Research and development		37,223	121,593	136,942	181,335
Salaries and benefits	7	805,370	795,238	2,601,853	2,047,802
Share-based payments	4,7	192,044	564,264	1,603,401	1,831,265
Transfer agent fees		7,626	38,269	57,407	160,238
Operating expenses		2,995,584	2,549,386	8,995,453	9,397,200
Other Items:					
Change in fair value of warrant liability	9	311	739,560	65,445	(515,603)
Gain in disposition		6,356	(8,250)	727,692	678,880
Foreign exchange loss		(50)	(250,561)	(152,330)	(982,009)
Loss before taxes		(2,864,198)	(1,554,701)	(7,791,101)	(9,755,649)
Income tax expense					
Current income tax expense (recovery)		41,502	(40,000)	105,365	70,000
Net loss for the period		\$ (2,905,700)	\$ (1,514,701)	\$ (7,896,466)	\$ (9,825,649)
Other comprehensive gain					
Foreign currency translation adjustment		292,700	-	127,645	16,517
Total comprehensive loss for the period		\$ (2,613,000)	\$ (1,514,701)	\$ (7,768,821)	\$ (9,809,132)
Basic and diluted loss per common share		\$ (0.02)	\$ (0.01)	\$ (0.05)	\$ (0.06)
Weighted average number of common shares outstanding		164,016,223	163,867,228	164,016,223	157,725,352

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

Juva Life Inc.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - Expressed in US dollars)

	For the nine months ended September 30, 2022	For the nine months ended September 30, 2021
OPERATING ACTIVITIES		
Loss	\$ (7,896,466)	\$ (9,825,649)
Items not involving cash:		
Change in fair value of warrant liability	(73,581)	515,603
Depreciation	1,540,481	1,475,387
Interest expense	330,598	183,832
Share-based payments	1,603,401	1,831,265
Unrealized fair value change on biological assets	(117,158)	(64,638)
Foreign exchange	127,646	-
Gain in disposition	(721,336)	(678,880)
Changes in non-cash working capital items:		
Accounts receivable	30,658	89,834
Inventory	105,914	(557,906)
Biological assets	-	(20,160)
Other receivables	350,000	-
Prepaid expenses	40,954	(163,746)
Deposits	-	-
Accounts payable and accrued liabilities	(219,475)	(518,049)
Taxes payable	103,500	50,000
Cash used in operating activities	(4,794,864)	(7,683,107)
INVESTING ACTIVITIES		
Purchase of property and equipment	(4,946,930)	(1,427,528)
Deposits paid	24,000	-
Proceeds received on disposal of equipment	-	390,930
Cash used in investing activities	(4,922,930)	(1,036,598)
FINANCING ACTIVITIES		
Proceeds from issuance of note	11,162,174	-
Repayment of lease liability	(594,166)	(684,222)
Proceeds from special warrant financing	-	8,075,718
Proceeds from exercise of warrants	-	4,641,606
Share issuance costs	-	(642,524)
Cash provided by financing activities	10,568,008	11,390,578
Foreign exchange effect on cash	-	16,517
Increase in cash	850,214	2,687,390
Cash, beginning of the period	2,681,269	2,158,694
Cash, end of the period	\$ 3,531,483	\$ 4,846,084

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Juva Life Inc.
Condensed Consolidated interim Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in US dollars)

Share Capital

	Note	Number	Amount	Share Proceeds Receivable	Share Subscriptions Received in Advance	Reserves	Other Comprehensive Loss	Deficit	Total Shareholders' Equity (Deficiency)
			\$	\$	\$	\$	\$	\$	\$
December 31, 2020		134,673,018	30,208,234	(770,677)	110,648	5,758,510	(16,517)	(28,586,844)	6,703,354
Special warrant financing		9,528,578	8,075,718	-	-	-	-	-	8,075,718
Warrant liability		-	(9,084,166)	-	-	-	-	-	(9,084,166)
Share issuance costs		-	(1,280,509)	-	-	637,985	-	-	(642,524)
Shares issued on exercise of warrants		9,233,610	4,752,254	-	(110,648)	-	-	-	4,641,606
Reclassification of warrant liability		-	5,910,052	-	-	-	-	-	5,910,052
Shares issued on vesting of restricted stock units		10,442,381	2,802,568	-	-	(2,802,568)	-	-	-
Share-based payments		-	.	-	-	1,831,265	-	-	1,831,265
Foreign currency translation adjustment		-	-	-	-	-	16,517	-	16,517
Loss and comprehensive loss for the period		-	-	-	-	-	-	(9,825,649)	(9,825,649)
Balance, September 30, 2021		163,877,587	41,384,151	(770,677)	-	5,425,192	-	(38,412,493)	7,626,173
December 31, 2021		164,016,223	49,567,593	(770,677)	-	5,501,876	(19,506)	(39,945,134)	14,334,152
Share-based payments	4	-	.	-	-	1,603,401	-	-	1,603,401
Foreign currency translation adjustment		-	-	-	-	-	127,645	-	127,645
Loss and comprehensive loss for the period		-	-	-	-	-	-	(7,896,466)	(7,896,466)
Balance, September 30, 2022		164,016,223	49,567,593	(770,677)	-	7,105,277	108,139	(47,841,600)	8,168,732

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

Juva Life Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2022

(Unaudited - Expressed in US dollars)

1. NATURE OF OPERATIONS

Juva Life Inc. (the “Company”) was incorporated under the laws of British Columbia on April 3, 2019. The principal business of the Company is to acquire, own, and operate various cannabis business in the state of California. The Company’s registered office is 1055 West Georgia Street, 1500 Royal Centre, P.O. Box 11117, Vancouver, BC V6E 4N7. The Company’s common shares are listed on the Canadian Securities Exchange under the trading symbol JUVA.

The Company operates in the medical and recreational cannabis sectors in California, USA. As at September 30, 2022 and December 31, 2021, the Company operates in one reportable segment, being the cannabis operations. All non-current assets of the Company are located in the USA. While some states in the United States have authorized the use and sale of marijuana, it remains illegal under federal law and the approach to enforcement of U.S. federal laws against marijuana is subject to change. Because the Company is engaged in marijuana-related activities in the US, it assumes certain risks due to conflicting state and federal laws. The federal law relating to marijuana could be enforced at any time and this would put the Company at risk of being prosecuted and having its assets seized.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations at this time.

2. GOING CONCERN

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. The Company incurred a net loss of \$7,896,466 during the nine months ended September 30, 2022 (September 30, 2021 - \$9,825,649). Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company’s ability to continue as a going concern.

3. BASIS OF PRESENTATION

These condensed consolidated interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”), applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. The condensed interim consolidated financial statements do not include all of the disclosures required for a complete set of annual financial statements and should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2021, which have been prepared in accordance with IFRS as issued by the IASB.

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

These condensed consolidated interim financial statements are presented in US dollars and all financial amounts, other than per-share amounts, are rounded to the nearest dollar. The functional currency of the Company and all of its US subsidiaries is the US dollar. The functional currency of the Canadian subsidiary is the Canadian dollar.

The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and effective as of September 30, 2022.

3.1. Basis of measurement

These condensed consolidated interim financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, revenue and expense.

3.2. Significant judgments, estimates and assumptions

The preparation of the Company's condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated interim financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions 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. Actual results could differ from these estimates.

Critical adjustments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are as follows:

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions within the reporting entity.

Going concern

The preparation of the condensed consolidated interim financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 2.

Impairment of long-lived assets

The Company performs impairment testing annually for long-lived assets as well as when circumstances indicate that there may be impairment for these assets. Management judgement is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying cash generating unit ("CGU") for the purpose of impairment testing.

Juva Life Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2022

(Unaudited - Expressed in US dollars)

The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The determination of the recoverable amount involves management judgement and estimation. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change.

Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

Depreciation and amortization

The Company's equipment and finite-life intangible assets are depreciated and amortized using a straight-line method over the estimated useful lives of the assets and residual values. Leasehold improvements are amortized over the lease term. Changes to these estimates may affect the carrying value of these assets, net earnings, and comprehensive income (loss) in future periods.

Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

Valuation of share-based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Inventory

The Company reviews the net realizable value of, and demand for, its inventory regularly to provide assurance that recorded inventory is stated at the lower of cost or net realizable value. Factors that could impact estimated demand and selling prices include competitor actions, supplier prices and economic trends.

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

Biological assets and inventory

In calculating the value of the biological assets and inventory, management is required to make several estimates, including estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, average or expected selling prices and list prices, expected yields for the cannabis plants. In calculating final inventory values, management compares the inventory costs to estimated realizable value.

3.3 Basis of consolidation

These condensed consolidated interim financial statements incorporate the financial statements of the Company and its wholly controlled subsidiaries, Juva Life, Inc. (“Juva US”) Precision Apothecary Inc. (“Precision”), Juva RWC Inc., Juva Stockton Inc., RWC Retail, and San Juan, LLC, all of which were incorporated in the state of California and 1177988 B.C. Ltd., a company incorporated in British Columbia, Canada. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The condensed consolidated interim financial statements include the accounts of the Company and its direct wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

Where the Company’s interest is less than 100%, the interest attributable to outside shareholders is reflected in non-controlling interest. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Company’s equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling interests’ share of changes in equity since the date of the combination.

4. EQUITY

4.1 Authorized Share Capital

Unlimited number of common shares with no par value.

4.2 Shares Issued

Shares issued and outstanding as at September 30, 2022 are 164,016,223 Class A common shares. As at September 30, 2022, 17,987,628 shares are held in escrow.

There were no share issuances during the nine months ended September 30, 2022.

During the year ended December 31, 2021, the Company:

- i) Issued 10,506,017 common shares upon the vesting of 10,506,017 restricted stock units (“RSUs”). The Company reallocated \$2,859,909 from share-based payment reserve to share capital upon vesting of the RSUs;

Juva Life Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2022

(Unaudited - Expressed in US dollars)

- ii) On February 18, 2021, the Company closed a private placement by issuing 9,528,578 Special Warrants at CAD\$1.05 per Special Warrant for gross proceeds of CAD\$10,005,007. Each Special Warrant is automatically exercisable, for no additional consideration, into one unit of the Company (each, a “Unit”) on the date (the “Automatic Exercise Date”) that is the earlier of: (i) as soon as reasonably practical, but in any event, no later than the date that is the third business days following the date on which the Company obtains a receipt from the applicable securities regulatory authorities (the “Securities Commissions”) for a (final) prospectus qualifying distribution of the Units (the “Qualifying Prospectus”), and (ii) the date that is four months and one day after the closing of the Offering (the “Qualification Date”). Each Unit consists of one common share of the Company (a “Unit Share”) and one-half of one common share purchase warrant (each full warrant, a “Warrant”). Each Warrant is exercisable at \$1.35 and expires 24 months from the closing date. In connection with the private placement, the Company paid CAD\$815,620 in cash share issuance costs, which included CAD\$731,269 of cash commission fees and issued 666,999 broker warrants valued at \$637,984 using the Black-Scholes option pricing model; and
- iii) Issued 9,308,610 common shares upon the exercise of 9,308,610 warrants for gross proceeds of \$4,402,884. Upon exercise, the Company transferred \$5,875,265 from warrant liability to share capital;

4.3 Stock Options

The Company adopted a Stock Option Plan (the “Plan”) whereby the maximum number of shares reserved for issue under the plan shall not exceed 20% of the issued and outstanding shares. Under the Plan, the Board of Directors may from time to time authorize the grant of options to directors, employees, and consultants of the Company. Under the terms of the Plan, options will be exercisable for periods up to ten years and must have an exercise price not less than the fair market value of a share on the grant date. The term of the options granted to a 10% shareholder shall not exceed ten years. Vesting provision is determined by the Board of Directors at the grant date.

A summary of the changes in stock options is presented below:

	Number of options	Weighted average exercise price CAD \$
Balance, December 31, 2020	3,490,000	0.67
Granted	275,000	0.50
Cancelled	(590,000)	0.67
Balance, December 31, 2021	3,175,000	0.65
Granted	17,220,000	0.32
Cancelled	(3,175,000)	0.50
Balance, September 30, 2022	17,220,000	0.65

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

The following stock options were outstanding as at September 30, 2022:

Outstanding	Exercisable		Exercise Price	Expiry Date	Weighted average remaining life (in years)
17,220,000	7,305,876	CAD\$	\$ 0.32	March 25, 2032	9.49

4.4 Share Purchase Warrants

A summary of the changes in warrants is presented below:

	Number of warrants	Weighted average exercise price
		CDN \$
Balance, December 31, 2020	36,716,025	0.80
Granted	5,431,288	1.31
Exercised	(9,310,610)	0.60
Expired	(17,175,413)	0.93
Balance, December 31, 2021	15,661,290	0.86
Cancelled	(10,000,000)	0.67
Expired	(230,002)	0.05
Balance, September 30, 2022	5,431,288	1.05

The following share purchase warrants were outstanding as at September 30, 2022:

Outstanding	Exercisable		Exercise Price	Expiry Date
5,431,288	5,431,288	CDN \$	1.05	February 18, 2023

4.5 Restricted Share Unit Award Plan

In 2019, the Company adopted an Equity Incentive Plan (“the Plan”) whereby the aggregate number of common shares issuable pursuant to the Plan combined with all of the Company’s other security based compensation arrangements, including the Company’s Stock Option Plan, shall not exceed 20% of the Company’s outstanding shares.

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
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During the year ended December 31, 2021, the Company granted 200,000 restricted stock units (“RSUs”) to an officer of the Company with a fair value of \$82,000. Of the 200,000, 81,820 remain unvested as at September 30, 2022.

4.6 Share-based payment expense and reserves

Pursuant to vesting schedules, the share-based payment expense for the stock options that were granted during the nine months ended September 30, 2022 was \$1,603,401 (September 30, 2021 – \$1,831,265) and was recorded in the condensed consolidated interim statements of loss and comprehensive loss using the following weighted average assumptions:

	<u>2022</u>	<u>2021</u>
Risk-free interest rate	0.30%	1.46%
Expected stock price volatility	100%	100%
Expected dividend yield	0.0%	0.0%
Expected option life in years	10.0	10.0

The fair value of stock options granted were CAD\$0.28 per option (September 30, 2021 - \$0.45).

5. OTHER RECEIVABLES

During the year ended December 31, 2018, the Company entered into a letter of intent (the “LOI”) to acquire KindRub Collective (“Kind”). As part of the LOI, the Company paid \$150,000 on deposit and loaned Kind \$39,090 as part of a separate management agreement. During the year ended December 31, 2019, the LOI was terminated. \$7,915 was repaid by Kind during the year ended December 31, 2019.

On May 14, 2021, the Company reached a favorable settlement with Kind whereby Kind is ordered to pay the Company \$200,000 as follows:

- i) May 31, 2021 - \$6,000 (received)
- ii) July 5, 2021 - \$6,000 (received)
- iii) August 2, 2021 - \$6,000 (received)
- iv) September 6, 2021 - \$6,000 (received)
- v) October 4, 2021 - \$6,000 (received)
- vi) November 1, 2021 - \$6,000 (received)
- vii) December 6, 2021 - \$6,000 (received)
- viii) January 10, 2022 - \$158,000 (received)

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
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6. PROPERTY AND EQUIPMENT

Cost	Automotive	Equipment	Furniture and Office Equipment	Leasehold Improvements	Building	Total
Balance, December 31, 2020	\$ 154,910	\$ 1,906,796	\$ 96,394	\$ 8,927,251	\$ -	\$ 11,085,351
Additions	47,239	1,115,213	41,751	1,356,090	-	2,560,293
Disposals	(14,576)	-	-	(377,572)	-	(392,148)
Balance, December 31, 2021	187,573	3,022,009	138,145	9,905,769	-	13,253,496
Additions	83,269	38,663	167,421	842,521	4,017,872	5,149,746
Disposals	(25,546)	(202,420)	-	(7,040)	-	(235,006)
Balance, September 30, 2022	\$ 245,296	\$ 2,858,252	\$ 305,566	\$ 10,741,250	\$ 4,017,872	\$ 18,168,236
Accumulated Amortization						
Balance, December 31, 2020	\$ 24,778	\$ 8,417	\$ 2,705	\$ 35,869	\$ -	\$ 71,769
Additions	53,744	192,701	41,320	343,630	-	631,395
Disposals	(1,215)	-	-	-	-	(1,215)
Balance, December 31, 2021	77,307	201,118	44,025	379,499	-	701,949
Additions	52,506	248,837	58,009	298,927	556,219	1,214,498
Disposals	(8,040)	(8,079)	-	(16,071)	-	(32,190)
Balance, September 30, 2022	\$ 121,773	\$ 441,876	\$ 102,034	\$ 662,355	\$ 556,219	\$ 1,884,257
Net Book Value						
Balance, December 31, 2021	\$ 110,266	\$ 2,820,891	\$ 94,120	\$ 9,526,270	\$ -	\$ 12,551,547
Balance, September 30, 2022	\$ 123,523	\$ 2,416,376	\$ 203,532	\$ 10,078,895	\$ 3,461,653	\$ 16,283,979

Included in cost of goods sold is depreciation of \$393,987 (2021 - \$336,277). During the period ended September 30, 2022, the Company paid \$Nil relating to advances on equipment purchases (2021 - \$100,183).

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

7. RELATED PARTY TRANSACTIONS AND BALANCES

Relationships	Nature of the relationship
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, VP Finance, VP Cultivation, and the directors of the Company.

During the nine months ended September 30, 2022 and 2021, key management compensation included the following:

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
	\$	\$
Management compensation	762,798	773,175
Share-based payments	386,203	54,613
Total	<u>1,149,000</u>	<u>827,788</u>

During the nine months ended September 30, 2022, the Company had the following related party transactions:

- a) The Company paid \$615,748 (September 30, 2021 - \$443,130) in lease payments to Best Leasing Services, Inc., a company 100% owned by the CEO and a shareholder of the Company; and
- b) The Company paid \$117,000 (September 30, 2021 - \$102,000) to a company minority owned by a director of the Company.

Included in accounts payable and accrued liabilities as of September 30, 2022 is \$422,537 (2021 - \$212,769) owed to officers of the Company.

Included in deposits as of September 30, 2022 and December 31, 2021 is \$24,000 with Best Leasing Services, Inc.

8. INVENTORY AND BIOLOGICAL ASSETS

The Company maintains three classes of inventory: merchandise and cannabis-derived products for resale (2022 - \$175,828; 2021 - \$218,365), work in process (“WIP”) (2022 - \$38,854; 2021 - \$102,231) and dried trim/flowers (2022 - \$Nil; 2021 - \$Nil). For the nine months ended September 30, 2022, the amount included in cost of goods sold was \$3,741,393 (September 30, 2021 - \$2,111,353).

While the Company’s biological assets are within the scope of IAS 41 Agriculture, the direct and indirect costs of biological assets are determined using an approach that is similar to the capitalization criteria outlined in IAS 2 Inventories. They include the direct cost of seeds and growing materials as well as other indirect costs such as utilities and supplies and labor used in the growing process.

Juva Life Inc.

Notes to the Condensed Consolidated Interim Financial Statements For the nine months ended September 30, 2022 (Unaudited - Expressed in US dollars)

Balance, December 31, 2021	\$	367,761
Fair value change due to biological transformation		117,158
Production costs capitalized		-
Transferred to inventory upon harvest		-
		<hr/>
Balance, September 30, 2022	\$	<u>484,829</u>

Biological assets are measured at their fair value less costs to sell in the consolidated statement of financial position. The Company's method of accounting for biological assets attributes value accretion on a straight-line basis throughout the life of the biological asset from initial vegetative state to the point of harvest. All direct and indirect costs of biological assets are capitalized as they are incurred, and they are all subsequently recorded within the line item 'cost of finished cannabis inventory sold' on the consolidated statement of loss and comprehensive loss in the period that the related product is sold. Unrealized fair value gains/losses on the growth of biological assets are recorded in a separate line in the consolidated statement of loss and comprehensive loss.

The following significant unobservable inputs, all of which are classified as level 3 on the fair value hierarchy and are subject to volatility and several uncontrollable factors which could significantly affect the fair value of biological assets in future periods, were used by management as part of this model:

- Growth cycle - the average growing cycle is 120 days from propagation to harvest;
- Stage of growth – represents the weighted average number of days out of the 81.6-day growing cycle that biological assets have reached as at the measurement date;
- Yield by plant – represents the expected number of grams of finished cannabis inventory which are expected to be obtained from each harvested cannabis plant. The average harvest yield of whole flower used is 77 grams per plant
- Survival rate – the estimated survival rate of cannabis plants as they move from one stage of growth to the next (from germination to vegetative to flowering) based on the Company's historical results. As plants mature at each stage, their survival rate increases;
- Wholesale selling price – the average price used is \$1.72 per gram
- Post harvest costs – calculated as the cost per gram of harvested cannabis to complete the sale of cannabis plants after harvest, consisting of the cost of direct and indirect materials and labor related to labelling and packaging. The Company expenses such subsequent expenditures directly to cost of goods sold.

The following quantifies each significant unobservable input, and also provides the impact a 10% increase/decrease in each input would have on the reported fair value of biological assets:

	September 30, 2022	September 30, 2021	10% change as at September 30, 2022	September 30, 2021
Stage of growth	80%	-	8,224	-
Yield by plant (grams)	77.22	-	68,237	-
Survival rate	90%	-	16,545	-
Sale price	\$ 1.72	-	67,314	-

Juva Life Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2022

(Unaudited - Expressed in US dollars)

9. WARRANT LIABILITY

In connection with the special warrant financing that was completed during the year ended December 31, 2021, the Company issued a total of 4,764,289 warrants exercisable at a price of CDN\$1.05 per share. These warrants were assigned a fair value of \$410,240 using the Black-Scholes Pricing Model. As at September 30, 2022, there were 4,764,289 of these warrants remaining.

The fair value allocated to the remaining warrants at September 30, 2022 was \$136 (2021 - \$73,717) and is recorded as a derivative financial liability as these warrants are exercisable in Canadian dollars, differing from the Company's functional currency. The change in fair value resulted in a gain of \$65,445 (September 30, 2021 – loss of \$515,603) and is recognized in the condensed consolidated interim statements of loss and comprehensive loss for the nine months ended September 30, 2022.

The Company used the following weighted average assumptions to estimate the fair value of the warrant liability as at September 30, 2022 and December 31, 2021:

	2022	2021
Risk-free interest rate	0.91%	0.30%
Expected stock price volatility	100%	100%
Dividend payment during life of warrant	Nil	Nil
Expected forfeiture rate	Nil	Nil
Expected dividend yield	0.0%	0.0%
Expected warrant life in years	0.39	1.12
Weighted average exercise price	\$1.35 (CDN)	\$1.03 (CDN)
Weighted average share price	\$0.18 (CDN)	\$0.23 (CDN)

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

10. MANAGEMENT OF CAPITAL

The Company defines the capital that it manages as components within its shareholders' equity.

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficit.

The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to any externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended September 30, 2022.

11. RISK MANAGEMENT

11.1 Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a) Capital Risk

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain operations. The capital structure of the Company consists of items in shareholders' equity.

b) Credit Risk

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company is exposed to credit risk with respect to the final payment receivable as part of the Kind settlement (Note 5).

c) Liquidity Risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at September 30, 2022, the Company had working capital of \$2,432,290 (excluding the warrant liability) (2021 -\$1,789,480). The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2022, the Company had cash of \$3,531,483 (2021 - \$2,681,269) and accounts payable and accrued liabilities of \$1,662,981 (2021 - \$1,882,456).

Juva Life Inc.

Notes to the Condensed Consolidated Interim Financial Statements

For the nine months ended September 30, 2022

(Unaudited - Expressed in US dollars)

d) Market Risk

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is not exposed to these risks.

11.2 Fair Values

The carrying values of cash, receivables, accounts payable and accrued liabilities, and note payable approximate their fair values due to their short-term to maturity.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The fair value of warrant liability is based on level 2 inputs of the fair value hierarchy.

Juva Life Inc.**Notes to the Condensed Consolidated Interim Financial Statements****For the nine months ended September 30, 2022****(Unaudited - Expressed in US dollars)****12. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES**

	Property Leases
	\$
Cost:	
At December 31, 2020	3,138,853
Additions	2,705,120
Disposals	(482,463)
At December 31, 2021	5,361,510
Disposals	(3,249,549)
At September 30, 2022	2,111,961
Depreciation:	
At December 31, 2020	1,433,648
Charge for the year	448,083
Less: accumulated depreciation	(236,847)
At December 31, 2021	1,644,884
Charge for the period	328,983
Disposals	(173,431)
At September 30, 2022	1,800,436
Net Book Value:	
At December 31, 2021	3,716,626
At September 30, 2022	311,525
	\$
Lease liabilities at December 31, 2020	2,172,538
Additions	2,705,120
Derecognition of lease liability	(297,345)
Lease payments made	(953,360)
Interest expense on lease liabilities	678,810
	4,305,763
Less: current portion	328,731
At December 31, 2021	3,977,032
Lease liabilities at December 31, 2021	4,305,763
Lease payments made	(594,166)
Interest expense on lease liabilities	330,598
Disposals	(3,800,453)
	241,742
Less: current portion	241,742
At September 30, 2022	-

Depreciation of right-of-use assets is calculated using the straight-line method of the remaining lease term.

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

13. NOTE PAYABLE

On June 15, 2022, the Company issued a note payable for gross proceeds of \$11,827,000. The note payable is secured by the assets of the Company. The note payable bears a variable interest rate of 11.5% plus SOFR (minimum of 1.5%) over the 36-month term of the note payable. It also includes the issuance of 2,500,000 warrants, each convertible into one common share of the Company, exercisable at CAD\$0.18 per share for a period of 3 years post loan maturity. Additional terms include holdbacks for interest, build-out of the Company's facilities, and research and development projects. Included in the Company's cash balance is \$1,804,195 held for reserve. The Company incurred cash costs of \$731,421, which have been capitalized against the balance of the note payable on the condensed consolidated interim statement of financial position.

14. COMMITMENTS AND CONTINGENCIES

a) The Company has entered into the following agreements:

The commercial premises from which the Company carries out its operations are leased from multiple groups, some of which are related parties (see note 7). The minimum rent payable under the leases are as follows:

		Total
Within one year	\$	241,742
Between two and five years		-
	\$	241,742

b) The Company is involved in various claims and legal actions in the ordinary course of business. In the opinion of management, the ultimate disposition of these matters will not have a material adverse effect on the Company.

15. SEGMENTED INFORMATION

Reportable segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources, and in assessing performance.

During the nine months ended September 30, 2022 the Company operates in two reportable segments, being cultivation and sale of dried trim/flowers and resale of merchandise and cannabis-derived products in the United States within the State of California. All of the Company's revenue were generated through sales in the State of California, and all of the Company's non-current assets are located in California.

Juva Life Inc.
Notes to the Condensed Consolidated Interim Financial Statements
For the nine months ended September 30, 2022
(Unaudited - Expressed in US dollars)

Information by segment is as follows:

	Resale of merchandise and cannabis-derived products		Cultivation and sale of trim and flowers		Total	
	Nine months ended September 30, 2022	Nine months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
	\$	\$	\$	\$	\$	\$
Sales	2,702,592	2,206,010	1,485,188	300,988	4,187,780	2,506,998
Cost of goods sold	1,433,567	1,213,778	2,307,826	897,575	3,741,393	2,111,353
Gross margin before fair value changes on biological assets	1,269,025	992,232	(822,638)	(596,587)	446,387	395,645
Net change in fair value less costs to sell due to biological transformation	-	-	(117,158)	(64,638)	(117,158)	(64,638)
Gross profit	1,269,025	992,232	(705,480)	(531,949)	563,545	460,283

September 30, 2022	Cannabis	Corporate	Total
	\$	\$	\$
Sales	4,187,780	-	4,187,780
Cost of goods sold	(3,741,393)	-	(3,741,393)
Gross profit	446,387	-	446,387
Net loss	(6,618,546)	(1,277,920)	(7,896,466)
Non-current assets:			
Deposits	303,248	-	303,248
Right of use assets	311,525	-	311,525
Property and equipment	16,283,979	-	16,283,979

December 31, 2021	Cannabis	Corporate	Total
	\$	\$	\$
Sales	3,867,610	-	3,867,610
Cost of goods sold	(2,616,867)	-	(2,616,867)
Gross profit	1,250,743	-	1,250,743
Net loss	(6,544,945)	(4,813,345)	(11,358,290)
Non-current assets:			
Deposits	327,248	-	327,248
Right of use assets	3,716,626	-	3,716,626
Property and equipment	12,551,547	-	12,551,547
Property and equipment	11,013,582	-	11,013,582