EAT & BEYOND GLOBAL HOLDINGS INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JANUARY 31, 2024

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

EAT & BEYOND GLOBAL HOLDINGS INC.
Condensed Interim Statements of Financial Position
January 31, 2024 and July 31, 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

		January 31, 2024		July 31, 2023
ASSETS				
Current				
Cash and cash equivalents	$	17,446	$	83,298
Prepaid expenses		5,763		10,291
Notes receivable (Note 3)		79,767		139,300
Investments (Note 3)		2,643,705		2,609,291
	$	2,746,681	$	2,842,180
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 4)	$	847,128	$	978,310
Due to related parties (Note 5)		387,340		227,690
		1,234,468		1,206,000
SHAREHOLDERS' EQUITY				
Share capital (Note 6)		18,905,938		18,229,874
Reserves		3,420,261		3,060,261
Deficit		(20,813,986)		(19,653,955)
		1,512,213		1,636,180
	$	2,746,681	$	2,842,180

Nature of operations and going concern (Note 1)
Subsequent event (Note 9)

These financial statements were approved by the Board of Directors on April 3, 2024.

"Anthony Zelen"	*"Young Bann"*
Anthony Zelen, Director	*Young Bann, Director*

See accompanying notes to the condensed interim financial statements

EAT & BEYOND GLOBAL HOLDINGS INC.
Condensed Interim Statements of Loss and Comprehensive Loss
For the three and six months ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	During the three months ended January 31, 2024	During the three months ended January 31, 2023	During the six months ended January 31, 2024	During the six months ended January 31, 2023
Investment income				
Interest earned	$ 4,274	$ -	$ 7,887	$ -
Loss on disposition of investments (Note 3)	(936)	(13,846)	(936)	(18,855)
Loss on fair value of investments (Note 3)	(831,512)	(4,750,155)	(743,571)	(4,623,781)
Total investment income (loss)	(828,174)	(4,764,001)	(736,620)	(4,642,636)
Operating expenses				
Bad debt	-	40,093	-	40,093
Consulting fees (Note 5)	44,100	31,604	88,200	75,704
Foreign exchange loss (gain)	815	8,762	814	(12,830)
Listing and transfer agent fees	18,435	6,772	30,092	29,870
Interest expense	2,242	-	2,450	-
Investor relations	-	81,000	-	141,120
Office and administration	2,648	13,948	6,185	15,087
Professional fees	39,727	46,980	62,250	108,298
Share-based payments (Notes 5 and 6)	-	24,750	-	53,828
Travel	-	11,652	-	12,533
Wages and benefits (Note 5)	-	112,750	-	221,101
	107,967	378,311	189,991	684,804
Loss before other items:	(936,141)	(5,142,312)	(926,611)	(5,327,440)
Other items				
Expense reimbursement	-	35,439	-	43,430
Impairment on note receivable (Note 3)	(142,420)	(391,155)	(142,420)	(391,155)
Loss on debt settlement (Note 6)	(91,000)	-	(91,000)	-
	(233,420)	(355,716)	(233,420)	(347,725)
Net loss and comprehensive loss for the period	$ (1,169,561)	$ (5,498,028)	$ (1,160,031)	$ (5,675,165)
Basic and diluted loss per common share	$ (0.05)	$ (0.68)	$ (0.05)	$ (0.70)
Weighted average number of common shares outstanding	24,049,926	8,127,514	23,569,068	8,109,180

See accompanying notes to the condensed interim financial statements

EAT & BEYOND GLOBAL HOLDINGS INC.
Condensed Interim Statements of Changes in Shareholders' Equity
For the six months ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Shares	Share Capital	Share Subscriptions Received	Reserve	Deficit	Total Shareholders' Equity
Balance, July 31, 2022	8,090,731	$ 16,534,289	$ -	$ 2,432,824	$ (12,173,444)	$ 6,793,669
At the market financing ("ATM")	110,286	32,895	-	-	-	32,895
Share issue cost	-	(905)	-	-	-	(905)
Share subscriptions received (Note 9)	-	-	2,280	-	-	2,280
Share-based payments – stock options	-	-	-	53,828	-	53,828
Net loss and comprehensive loss for the period	-	-	-	-	(5,675,165)	(5,675,165)
Balance, January 31, 2023	8,201,017	$ 16,566,279	$ 2,280	$ 2,486,652	$ (17,848,609)	$ 1,206,602
Balance, July 31, 2023	17,145,698	$ 18,229,874	$ -	$ 3,060,261	$ (19,653,955)	$ 1,636,180
At the market financing ("ATM")	375,500	29,847	-	-	-	29,847
Share issue cost	-	(1,283)	-	-	-	(1,283)
Shares issued for debt settlement (Note 6)	2,275,000	227,500	-	-	-	227,500
Shares and share purchase warrants issued for investment (Note 3)	6,000,000	420,000	-	360,000	-	780,000
Net loss and comprehensive loss for the period	-	-	-	-	(1,160,031)	(1,160,031)
Balance, January 31, 2024	25,796,198	$ 18,905,938	$ -	$ 3,420,261	$ (20,813,986)	$ 1,512,213

See accompanying notes to the condensed interim financial statements

EAT & BEYOND GLOBAL HOLDINGS INC.
Condensed Interim Statements of Cash Flows
For the six months ended January 31, 2024 and 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	January 31, 2024	January 31, 2023
Operating Activities		
Net loss and comprehensive loss for the period	$ (1,160,031)	$ (5,675,165)
Items not affecting cash:		
Bad debt	-	40,093
Foreign Exchange	-	(12,830)
Impairment of note receivable	142,420	391,155
Interest earned	(7,887)	-
Interest expense	2,450	-
Loss on debt settlement	91,000	-
Loss on disposal of investments	936	18,855
Loss (gain) on fair value of investments	743,571	4,623,781
Share-based payments	-	53,828
Changes in non-cash working capital items related to operations:		
Accounts receivable	-	15,280
Prepaid expenses	4,528	127,036
Accounts payable and accrued liabilities	5,318	361,319
Due to related parties	157,200	-
Proceeds on sale of investments	1,079	32,734
Notes receivable	(75,000)	(76,962)
Cash used in operating activities	(94,416)	(100,876)
Financing Activities		
Shares issued for cash net	28,564	31,990
Share subscriptions received	-	2,280
Cash provided by financing activities	28,564	34,270
Change in cash and cash equivalents during the period	(65,852)	(66,606)
Cash and cash equivalents, beginning of period	83,298	120,725
Cash and cash equivalents, end of the period	$ 17,446	$ 54,119
Supplemental Disclosure of Cash Flow Information:		
Cash paid during the period:		
Interest	$ -	$ -
Income taxes	$ -	$ -
Non-cash Transactions		
Shares issued for debt settlement	$ 227,500	$ -
Shares and share purchase warrants issued for investment	$ 780,000	$ -
Cash and cash equivalents consist of:		
Cash (Bank overdraft)	$ (106)	$ 35,716
Funds in brokerage account	10,560	10,918
Funds held in a trust	6,992	7,485
Cash and cash equivalents	$ 17,446	$ 54,119

See accompanying notes to the condensed interim financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Eat & Beyond Global Holdings Inc. formerly known as Eat Beyond Global Holdings Inc. (the "Company") was incorporated on September 9, 2019, under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) and changed its name from 1222554 B.C. Ltd. to Eat Beyond Global Holdings Inc. on September 17, 2019. The Company's head office and principal address is Suite 1570 – 505 Burrard Street, Vancouver BC, V7X 1M5. The registered and records office is 1500-1055 West Georgia Street, Vancouver, BC, V6E 4N7.

On November 16, 2020, the Company's shares were approved for listing on the Canadian Securities Exchange and is classified as an investment issuer and commenced trading on November 17, 2020 under the trading symbol ("EATS").

On March 29, 2022, the Company changed the name to 'Eat & Beyond Global Holdings Inc.' and changed its year end from December 31, 2021 to July 31, 2022. On March 9, 2023, the Company completed a share consolidation on the basis of one-post consolidation common share for every seven pre-consolidation common shares (the "share consolidation"). The exercise price of the outstanding stock options, RSUs, number of options and RSUs, were proportionately adjusted upon the share consolidation. All historic information presented in the financial statements has been adjusted to reflect the share consolidation. Note 6 has been retroactively restated to reflect the consolidation.

The Company's primary focus is on investments in the plant-based protein and meat alternative food industry. The Company also expanded into the clean tech companies and has invested in Purpose ESG Holdings Inc. ("Purpose ESG") and invested in Goldbloom Enterprises Inc. ("Goldbloom") as part of its portfolio strategy. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, or financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

These 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 January 31, 2024, the Company is not able to finance day to day activities through operations and has an accumulated deficit of $20,813,986 (July 31, 2023 – $19,653,955). The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, relations between NATO and Russian Federation regarding the situation in Ukraine, the escalation of war between Israel and Hamas in Gaza and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

These conditions indicate 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 through the 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 statement of financial position.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

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

The condensed interim financial statements were authorized for issue by the Board of Directors on April 2, 2024.

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

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's 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.

Significant judgements

In accordance with IFRS, the Company is required to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the classification of financial instruments. Determination of investment entity - The preparation of the financial statements requires management to make significant judgments and assumptions in determining how the Company meets the definition of an investment entity. Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at FVTPL in accordance with IFRS 9 rather than to consolidate them. An investment entity is an entity that meets all of the following criteria:

  a) An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
     - The Company's main source of financing since inception had been via funds received from investors.
     - Through ownership of the Company's shares, these investors are provided with investment management services through their right to investment returns via the performance of the Company's investments.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant judgements (continued)

b) An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
   - The Company has communicated to investors via corporate documents that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.

c) An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis
   - Substantially all of the Company's investment portfolio has been carried at fair value since inception.

Based on the analysis above, management has concluded that the Company meets the definition of an investment entity as all of the criteria are met. This will be reassessed on a continuous basis, in case any of the criteria or characteristics change.

Significant estimates

Estimates and assumptions where there is significant risk of material adjustments to the consolidated statement of financial position in future accounting periods include the recoverability and measurement are as follows:

- Fair value of private company investments – Where the fair values of investments in private companies recorded on the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair value and this value may not be indicative of recoverable value.
- Determination of investment entity - The preparation of the financial statements requires management to make significant judgments and assumptions in determining how the Company meets the definition of an investment entity as previously discussed in Note 1. Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at FVTPL in accordance with IFRS 9 rather than to consolidate them. An investment entity is an entity that meets all of the following criteria:

a) An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
   - The Company's main source of financing since inception had been via funds received from investors.
   - Through ownership of the Company's shares, these investors are provided with investment management services through their right to investment returns via the performance of the Company's investments.

b) An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
   - The Company has communicated to investors via corporate documents that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.

c) An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.
   - Substantially all of the Company's investment portfolio has been carried at fair value since inception.

2. SUMMARY SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant estimates (continued)

Based on the analysis above, management has concluded that the Company meets the definition of an investment entity as all of the criteria are met. This will be reassessed on a continuous basis, in case any of the criteria or characteristics change.

Accounting policies

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at July 31, 2023.

Accounting standards and interpretations issued but not yet adopted

Certain pronouncements issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2024, are either not applicable or are not expected to have a significant impact on the Company's financial statements. These updates are not applicable or consequential to the Company and have been omitted from discussion herein.

3. INVESTMENTS

Investments are recorded at their estimated fair value at the end of each reporting period. The fair values of the common shares of the publicly traded companies have been directly referenced to published price quotations in an active market. The fair value of investments in private companies is referenced to the most recent equity financing completed by each private company. The investments in warrants are valued using the Black-Scholes option pricing model, with the following assumptions: risk-free rate of 4.00% (July 31, 2023 – 4.65%); volatility of 100% (July 31, 2023 – 100%), expected life of warrants 1.93 years (July 31, 2023 – 2.43 years) and dividend yield of 0% (July 31, 2023 – 0%). The carrying values are marked to market and the resulting gain or loss from investments are recorded against earnings. A continuity of the Company's investments is as follows:

(Expressed in Canadian dollars)

3. INVESTMENTS (continued)

	Ref.	Note	Number of shares/Units Held	Investment Cost at January 31, 2024	Fair Value at July 31, 2023	Additions (disposition)	Fair value adjustment/ Gain or Loss	Fair Value at January 31, 2024
			#	$	$	$	$	$
Public Companies								
1181718 BC Ltd. (dba Fresh Factory)	a	(i)	50,000	63,500	37,500	-	15,000	52,500
Nabati Foods Inc.	b	(i, ii)	18,003	6,301	90	-	90	180
Zoglo's Incredible Food Corp.	e	(i)	-	-	2,015	(1,079)	(936)	-
Private Companies								
Above Food	f	(i)	25,000	50,000	50,000	-	(50,000)	-
Beyond Moo	g	(iii)	3,792,475	768,447	-	-	-	-
Circular Solutions Inc.	h	(i)	200,000	30,000	-	-	-	-
Daydream Drinks (11270702 Canada Inc.)	i	(i)	50,000	75,000	-	-	99,500	99,500
Eat Just Inc.	j	(i)	7,998	199,927	-	-	-	-
Goldbloom Enterprises Inc.	o	(vi)	75,000	780,000	-	780,000	(780,000)	-
Mylk Brands	k	(iv)	34,791,759	9,288,430	-	-	-	-
Plant Power Restaurant Group LLC	l	(i, ii)	112,107	317,257	59,693	-	(26,368)	33,325
Purpose ESG Holdings Inc.	m	(v)	6,588,000	1,712,137	1,712,137	-	-	1,712,137
TurtleTree Labs Pte. Ltd.	n	(i)	21,923	200,205	736,613	-	-	736,613
Investment in warrants		(i)	NA	-	11,243	-	(1,793)	9,450
Total				13,491,204	2,609,291	778,921	(744,507)	2,643,705

During the six months ended January 31, 2024, the Company sold marketable securities for total proceeds of $1,079, recognized a loss of $926 and recorded an unrealized loss on fair value of investments of $743,571.

During the six months ended January 31, 2023, the Company sold marketable securities for total proceeds of $32,734, recognized a loss of $18,855 and recorded an unrealized loss on fair value of investments of $4,623,781.

(Expressed in Canadian dollars)

3. INVESTMENTS (continued)

	Ref.	Note	Number of shares/Units Held	Investment Cost at July 31, 2023	Fair Value at July 31, 2022	Additions (disposition)	Fair value Adjustment/ Gain or Loss	Foreign exchange	Fair Value at July 31, 2023
			#	$	$	$	$	$	$
Public Companies									
1181718 BC Ltd. (dba Fresh Factory)	a	(i)	50,000	63,500	41,000	-	(3,500)	-	37,500
Nabati Foods Inc.	b	(i, ii)	18,003	6,301	29,920	(29,200)	(630)	-	90
Plantfuel Life Inc. (formerly Sire Biosciences Inc.)	c	(i)	-	-	9,444	(9,444)	-	-	-
The Very Good Food Company Inc.	d	(i)	-	-	7,125	(7,125)	-	-	-
Zoglo's Incredible Food Corp.	e	(i)	403,000	40,300	30,000	(5,820)	(22,165)	-	2,015
Private Companies									
Above Food	f	(i)	25,000	50,000	50,000	-	-	-	50,000
Beyond Moo	g	(iii)	3,792,475	768,447	1,011,326	-	(1,011,326)	-	-
Circular Solutions Inc.	h	(i)	200,000	30,000	30,000	-	(30,000)	-	-
Daydream Drinks (11270702 Canada Inc.)	i	(i)	50,000	75,000	75,000	-	(75,000)	-	-
Eat Just Inc.	j	(i)	7,998	199,927	106,931	-	(110,066)	3,135	-
Mylk Brands	k	(iv)	34,791,759	9,288,430	4,568,000	-	(4,977,160)	409,160	-
Plant Power Restaurant Group LLC	l	(i, ii)	112,107	317,257	102,592	-	(42,899)	-	59,693
Purpose ESG Holdings Inc.	m	(v)	6,588,000	1,712,137	-	1,712,137	-	-	1,712,137
TurtleTree Labs Pte. Ltd.	n	(i)	21,923	200,205	736,613	-	-	-	736,613
Investment in warrants		(i)	NA	-	13,705	-	(2,462)	-	11,243
Total				12,751,504	6,811,656	1,660,548	(6,275,208)	412,295	2,609,291

Notes
(i) The Company owns less than 10% interest in the investee as at January 31, 2024 and July 31, 2023.
(ii) A former director and/or former officer of the Company was a director and/or officer of the investee as at January 31, 2024 and July 31, 2023.
(iii) The Company owns 32% of the outstanding common shares and the former CEO is a director of the investee as at January 31, 2024 and July 31, 2023. There are no contractual arrangements. Refer to Note 2 for details relating to the exemption to consolidating particular subsidiaries and the exemption from accounting for associates using the equity method for investment entities.
(iv) The Company owns 100% interest in the investee as at January 31, 2024 and July 31, 2023.
(v) The Company owns 50% of the outstanding common shares as at January 31, 2024 and July 31, 2023..
(vi) The Company owns 50% of the outstanding common shares as at January 31, 2024.

3. INVESTMENTS (continued)

Public Companies

a) On July 21, 2021, the Company subscribed $63,500 to a non-brokered private placement in 1181718 BC Ltd. (dba Fresh Factory) for 50,000 common shares at a price of $1.27 per share.

b) On September 29, 2020, the Company loaned $250,000 through a convertible note ("Note") to Nabati Foods Inc. ("Nabati"). The Note earns interest at 10% per annum, payable annually, with a five-year maturity. At any time prior to maturity, the Company has the right to convert all or any portion of the Note into fully paid and non-assessable Class A voting shares of Nabati. During the year ended December 31, 2021, the convertible note and its interest receivable totaling $261,801 were converted into 748,003 common shares and 374,002 warrants of Nabati. Each warrant is exercisable for a period expiring two years from the date of issuance at a price of $0.625 per warrant. The warrants have been fair valued using the Black-Scholes with inputs as noted above. During the year ended July 31, 2023, the Company disposed of 730,000 common shares for total proceeds of $10,625 and the warrants expired unexercised.

c) On June 21, 2022, the Company subscribed $50,000 to a non-brokered private placement in Plantfuel Life Inc. (formerly Sire Biosciences Inc.) for 55,555 (333,334 pre-consolidated) common shares at a price of $0.15 per share. During the year ended July 31, 2023, the Company disposed of 55,555 common shares for total proceeds of $9,177.

d) On June 8, 2020, the Company subscribed $50,000 to an initial public offering in The Very Good Food Company Inc. for 200,000 common shares at a price of $0.25 per share. During the year ended December 31, 2021, the Company disposed of 175,000 common shares for total proceeds of $607,957. During the year ended July 31, 2023, the Company disposed of 25,000 common shares for total proceeds of $6,033.

e) On January 6, 2021, the Company subscribed $50,000 to a non-brokered private placement in Zoglo's Incredible Food Corp. for 500,000 common shares at a price of $0.10 per share. During the year ended July 31, 2023, the Company disposed of 97,000 common shares for total proceeds of $6,900. During the six months ended January 31, 2024, the Company disposed of 403,000 common shares for total proceeds of $1,079.

Private Companies

f) On January 21, 2021, the Company subscribed $50,000 to an initial public offering in Above Food Corp. for 25,000 units at a price of $2.00 per share. Each unit consisted of one common share and one half of one share purchase warrant. Each whole warrant will entitle the Company to purchase one common share at a price of $3.75 per share. The Company fair valued the warrants using the Black-Scholes option pricing model with the following assumptions: risk-free rate of 0.97% to 2.87%; volatility of between 100%, expected life of warrant 3.43 to 4 years and dividend yield of 0%. Based on limited information available as at January 31, 2024 and July 31, 2023, the cost of the common shares represents its fair value. During the six months ended January 31, 2024, the Company recognized a $50,000 write down of its investment representing the excess of carrying value over fair value, which was derived using a discounted cash flow model using assumptions based on management's judgments and assumptions available at the time of performing the impairment test.

3. INVESTMENTS (continued)

Private Companies (continued)

g) In October 2021, the Company subscribed $268,447 to a private placement offering in Beyond Moo for 1,917,475 common shares at a price of $0.14 per share. In November 2021, the Company subscribed another $500,000 to a private placement offering in Beyond Moo for 1,875,000 common shares at a price of $0.2667 per share. As at December 31, 2021, the Company fair valued the investment in Beyond Moo based on the most recent private placement of $0.2667 per share. As at July 31, 2022, the Company determined its recoverable amount by calculating its value in using a five year discounted cash flow model ("DCF") on strategic plan based on management's expectations of market growth, industry reports and trends, and past performances. These projections are inherently uncertain due to the growth-oriented strategies of the company and the emerging market. The DCF model included projections surrounding revenue, cost of sales expenses, discount rate and revenue terminal growth rates. For Beyond Moo, the Company expects growth of $24,500,000 in revenues by 2026 upon the launch of new products and the use of an annual revenue terminal growth rate of 4% beyond the launch of new products, operating expenses were projected to grow in line with revenue growth. The discount rates used to calculate the recoverable amounts reflect the specific risks and market conditions of 27.9%. A change in revenue terminal growth rate of 1% will have an effect of approximately $79,000 higher/lower in the recoverable amount, and a change in the discount rate of 1% will have an effect of approximately $115,000 higher/lower in the recoverable amount. As at July 31, 2023, the Company's investment was adjusted to $nil as a result of the market's conditions, Beyond Moo was unable to raise the necessary funding to launch its new product lines and expansion to other markets. In addition, Beyond Moo's financial condition, cast substantial doubt in its ability to continue as a going concern.

h) On June 1, 2021, the Company subscribed $30,000 to a private placement offering in Circular Solutions Inc. for 200,000 common shares at a price of $0.15 per share. During the year ended July 31, 2023, the Company recognized a $30,000 write down of its investment representing the excess of carrying value over fair value, which was derived using a discounted cash flow model using assumptions based on management's judgments and assumptions available at the time of performing the impairment test.

i) On May 5, 2021, the Company subscribed $75,000 to a private placement offering in 11270702 Canada Inc. (dba Daydream Drinks) for 50,000 common shares at a price of $1.50 per share. During the year ended July 31, 2023, the Company recognized a $75,000 write down of its investment representing the excess of carrying value over fair value, which was derived using a discounted cash flow model using assumptions based on management's judgments and assumptions available at the time of performing the impairment test. As at January 31, 2024 the Company fair valued the investment in Daydream Drinks at $99,500 based on the most recent private placement of $1.99 per share.

j) In October 2020, the Company subscribed for 8,000 share purchase warrants of Eat Just, Inc. for total proceeds of $86,058 (US$64,720) and subsequently in October 2020, the Company exercised the share purchase warrants for 7,998 common shares of Eat Just, Inc. for $113,869 (US$86,252). During the year ended December 31, 2020, the Company recorded a write-down of $86,058 to reflect the fair value of the shares purchased. During the year ended July 31, 2023, the Company recognized a $110,066 write down of its investment representing the excess of carrying value over fair value, which was derived using a discounted cash flow model using assumptions based on management's judgments and assumptions available at the time of performing the impairment test.

3. INVESTMENTS (continued)

Private Companies (continued)

k) On April 1, 2022, the Company acquired all of the issued outstanding shares of Mylk Brands Inc. totaling 34,791,759, as consideration, the Company issued 22,115,310 common shares of the Company at a fair value of $9,288,430. During the period ended July 31, 2022, the Company recognized a $4,720,430 write-down of its investment in Mylk Brands Inc. utilizing the DCF. The model expects growth of up to $19,000,000 in revenues by 2026 upon the launch of new products and the use of a revenue terminal growth rate of 4% beyond the launch of new products, operating expenses were projected to grow in line with revenue growth. The discount rates used to calculate the recoverable amounts reflect the specific risks and market conditions of 26.4%. The carrying value of Mylk Brands Inc. was greater than the estimated recoverable amount. A change in revenue terminal growth of 1% will have an effect of approximately $126,000 higher/lower in the recoverable amount, and a change in the discount rate of 1% will have an effect of approximately $400,000 higher/lower in the recoverable amount. During the year ended July 31, 2023, Mylk Brands was no longer operational due to a lack of funds and an inability to sustain operations. In addition, the CEO of Mylk Brands has resigned and Mylk Brands is unable to find a replacement of key leadership positions. As such, during the year ended July 31, 2023, the Company recognized a $4,977,160 write-down of the investment.

l) On February 21, 2021, the Company subscribed $317,257 (US$250,000) to a private placement in Plant Power Restaurants Group LLC. ("Plant Power") for 112,107 Series A Preferred share at a price of $2.83 (US$2.23) per share. As at December 31, 2021, the cost represented its fair value. During the period ended July 31, 2022, there was a decline in the vegan fast-food industries, as a result the Company recognized a $218,008 write-down of its investment in Plant Power based on the analysis of the decline in the market prices of comparable public companies. During the year ended July 31, 2023, there was an adjustment to fair value of $42,899 based on the most recent financing completed by Plant Power. During the six months ended January 31, 2024, the Company recognized a $26,368 write-down of its investment in Plant Power based on the analysis of the decline in the market prices of comparable public companies.

m) On May 19, 2023, the Company acquired 50% of the issued and outstanding securities of Purpose ESG pursuant to the terms and conditions of a securities exchange agreement dated April 26, 2023. During the year ended July 31, 2023, the Company issued an aggregate of 6,176,250 common shares at a fair value of $1,142,606 and 3,796,870 share purchase warrants. Each warrant permits the holder to acquire one common share at $0.10 per share of which 3,281,245 shares purchase warrants expiring on January 20, 2024 and 515,625 shares purchase warrants expiring on January 21, 2024. The warrants were fair valued at $569,531 using the Black-Scholes option valuation model with the following assumptions: volatility of 292%, interest rate of 4.22%, share price at the date of issuance of $0.19, expected life of 0.68 years and dividend yield of 0.00%. The fair value of the shares and share purchase warrants at the date of purchase are in line with that of a valuation report completed by an independent valuator. As at January 31, 2024 and July 31, 2023 its cost continues to represent its fair value.

n) On October 2020, the Company subscribed for $200,205 (US$150,000) in TurtleTree Labs Pte Ltd. ("TurtleTree") in a Simple Agreement for Future Equity ("SAFE"). On September 25, 2021, the SAFE Note was converted into 21,923 Series A-5 Preference shares at a price of US$6.8419 per share. As at January 31, 2024 and July 31, 2023, the Company has determined that the most recent financing was for Series A-1 Preference Shares which receive liquidation preference over Series A-5 Preference Shares in the case of a liquidation event. Management has assessed that the likelihood of a liquidation event occurring is unlikely and has used this latest financing as a basis for fair value.

3. INVESTMENTS (continued)

Private Companies (continued)

o) On June 20, 2023, the Company entered into a securities exchange agreement with Goldbloom to acquire 50% of the issued and outstanding common shares and 100% of the outstanding warrants of Goldbloom. During the six months ended January 31, 2024, the Company issued an aggregate of 6,000,000 common shares at a fair value of $420,000 and 6,000,000 share purchase warrants. Each warrant permits the holder to acquire one common share at $0.10 per share expiring on November 22, 2024. The warrants were fair valued at $360,000 using the Black-Scholes option valuation model with the following assumptions: volatility of 256%, interest rate of 4.65%, share price at the date of issuance of $0.07, expected life of 1.31 years and dividend yield of 0.00%. The fair value of the shares and share purchase warrants at the date of purchase are in line with that of a valuation report completed by an independent valuator. During the six months ended January 31, 2024, Goldbloom was no longer operational due to a lack of funds and an inability to sustain operations. As such, during the six months ended January 31, 2024, the Company recognized a $780,000 write-down of the investment.

Notes Receivable

As at December 31, 2021, the Company loaned $44,373 (US$35,000) through a promissory note to Mylk Brands Inc. ("Mylk"). No interest will accrue on the principal amount unless Mylk is in default under the terms of this Note. If Mylk is in default, then in addition to the other remedies available to Mylk, interest at the rate of 10% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this Note are brought into good standing. Mylk will not be required to make monthly payments and the note is due on demand.

During the seven months ended July 31, 2022, the Company advanced $256,218 (US$200,000) with similar terms and recorded a foreign currency difference of $773 for a note receivable balance of $301,364 as at July 31, 2022. During the year ended July 31, 2023, the Company advanced another $76,962 (US$58,000) with similar terms and recorded a foreign currency difference of $12,828. The Company also advanced $48,544 to Mylk for working capital purposes. During the year ended July 31, 2023, the Company recorded an impairment of the note receivable for $391,155 and recorded bad debt of $48,544 as Mylk was no longer operational.

As at July 31, 2023, the Company loaned $75,000 through a promissory note to Soumi Holdings Inc. ("Soumi"). 8% interest will accrue on the principal amount unless Soumi is in default. If Soumi is in default, then in addition to the other remedies available to the Company, interest at the rate of 8% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this note are brought into good standing. Soumi will not be required to make monthly payments and the note is due on demand. During the six months ended January 31, 2024, the Company recorded interest income of $3,025 (January 31, 2023 - $Nil) and as at January 31, 2024, the Company accrued interest receivable of $4,768 (July 31, 2023 - $1,743).

As at July 31, 2023 and during the six months ended January 31, 2024, the Company loaned a total of $137,000 through a promissory notes to Goldbloom in connection with the acquisition of Goldbloom investment. 8% interest will accrue on the principal amount unless Goldbloom is in default. If Goldbloom is in default, then in addition to the other remedies available to the Company, interest at the rate of 8% shall apply to all outstanding balances (including accrued interest) until the amounts owing under this note are brought into good standing. Goldbloom will not be required to make monthly payments and the note is due on demand. During the six months ended January 31, 2024, the Company recorded interest income of $4,863 (January 31, 2023 - $Nil) and as at January 31, 2024, the Company accrued interest receivable of $5,420 (July 31, 2023 - $557). During the six months ended January 31, 2024, the Company recorded an impairment of the note receivable for $142,420.

(Expressed in Canadian dollars)

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	January 31, 2024	July 31, 2023
	$	$
Accounts payable	714,487	782,036
Accrued liabilities	43,706	107,339
Payroll tax liabilities	88,935	88,935
	847,128	978,310

5. 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 Company entered into the following transactions with related parties during the six months ended January 31, 2024 and 2023:

	January 31, 2024	January 31, 2023
	$	$
Consulting fees paid to a company controlled by CFO	25,200	25,200
Wages and benefits paid to former CEO	-	140,000
Share-based payments to former CEO	-	34,604
	25,200	199,804

As at January 31, 2024, due to related parties include $232,890 (July 31, 2023 - $207,690) for unpaid consulting fees and unpaid wages to current and former officers of the Company. The amounts are unsecured, non-interest bearing and has no terms of repayment.

As at January 31, 2024, due to related parties include $20,000 (July 31, 2023 - $20,000) due to Purpose ESG Holdings Inc., a company having common CEO. The amounts are unsecured, non-interest bearing and have no terms of repayment.

During the six months ended January 31, 2024, New Wave Holdings Inc. ("New Wave"), a company with a common officer, loaned a total of $132,000 through promissory notes to the Company. 8% interest will accrue on the principal amount unless the Company is in default under the terms of the note. If the Company is in default, then same interest rate (8%) shall apply to all outstanding balances (including accrued interest) until the amounts owing under this New Wave are brought into good standing. The Company will not be required to make monthly payments and is due on demand. During the six months ended January 31, 2024, the Company recorded interest expense of $2,450 (January 31, 2023 - $Nil) and as at January 31, 2024, the Company accrued interest payable of $2,450 (July 31, 2023 - $Nil).

6. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value.

Pursuant to the directors resolution dated February 21, 2023, the Company consolidated its common shares on a seven old shares for one new share basis effective on March 9, 2023; accordingly, the financial statements have been retroactively restated.

Common shares

During the six months ended January 31, 2024:

Pursuant to the Prospectus Supplement filed on October 7, 2022, together with the short form base shelf prospectus dated August 31, 2022, the Company qualifies for distribution of common shares (the "Offering Shares") of the Company to an aggregate of $12,500,000 ("Offering"). The Company had entered into an "at-the-market" equity distribution agreement dated October 7, 2022, with Research Capital Corporation (the "Agent') relating to the Offering. The Offering Shares will be distributed at market prices prevailing at the time of the sale of such Offering Shares. The Company will compensate the Agent for its services in an amount equal to 2.0% of the gross proceeds from the sales of Offered Shares. During the six months ended January 31, 2024, the Company issued 375,500 common shares for total proceeds of $29,847 and recognized $1,283 in share issue cost.

On August 2, 2023, pursuant to its investment in Goldbloom, the Company issued an aggregate of 6,000,000 common shares at a fair value of $420,000 and 6,000,000 share purchase warrants. Each warrant permits the holder to acquire one common share at $0.10 per share expiring on November 22, 2024. The warrants were fair valued at $360,000 using the Black-Scholes option valuation model with the following assumptions: volatility of 256%, interest rate of 4.65%, share price at the date of issuance of $0.07, expected life of 1.31 years and dividend yield of 0.00% (Note 3).

On January 3, 2024, the Company issued 2,275,000 common shares to debt settle $136,500 in debts with a consultant of the Company, resulting in a loss on debt settlement of $91,000.

During the year ended July 31, 2023:

Pursuant to the Prospectus Supplement filed on October 7, 2022, together with the short form base shelf prospectus dated August 31, 2022, the Company qualifies for distribution of common shares (the "Offering Shares") of the Company to an aggregate of $12,500,000 ("Offering"). The Company had entered into an "at the-market" equity distribution agreement dated October 7, 2022 with Research Capital Corporation (the "Agent') relating to the Offering. The Offering Shares will be distributed at market prices prevailing at the time of the sale of such Offering Shares. The Company will compensate the Agent for its services in an amount equal to 2.0% of the gross proceeds from the sales of Offered Shares. During the year ended July 31, 2023, the Company issued 528,717 (1,503,000 pre-consolidated) common shares for total proceeds of $90,673 and recognized $2,619 in share issue cost.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

Common shares (continued)

During the year ended July 31, 2023: (continued)

On March 28, 2023, the Company issued 2,250,000 common shares at $0.20 per share for gross proceeds of $450,000. The Company incurred $1,750 of cash finders' fees and issued 8,750 finders' warrants. Each finders' warrant entitles the holders to purchase one common share at an exercise price of $0.25 for two years from the date of grant. The finders' warrants were valued at $1,925 using the Black-Scholes option valuation model with the following assumptions: volatility of 201%, interest rate of 3.75%, share price at the date of issuance of $0.26, expected life of 2 years and dividend yield of 0.00%. The finders' warrants are subject to a statutory hold period of four months plus one day, in accordance with applicable securities legislation, ending on August 1, 2023.

On April 11, 2023, the Company issued 100,000 common shares at $0.20 per share for gross proceeds of $20,000. The Company incurred $1,400 of cash finders' fees.

On May 19, 2023, pursuant to its investment in Purpose ESG, The Company has issued an aggregate of 6,176,250 common shares at a fair value of $1,142,606 and 3,796,870 share purchase warrants. Each warrant permits the holder to acquire one common share at $0.10 per share. 3,281,245 shares purchase warrants expiring on January 20, 2024 and 515,625 shares purchase warrants expiring on January 21, 2024. The warrants were valued at $569,531 using the Black-Scholes option valuation model with the following assumptions: volatility of 292%, interest rate of 4.22%, share price at the date of issuance of $0.19, expected life of 0.68 years and dividend yield of 0.00% (Note 3).

Share Purchase Warrants

The following is a summary of the Company's share purchase warrants for the six months ended January 31, 2024, and for the year ended July 31, 2023 are as follows:

	Number of warrants	Weighted average exercise price
		$
Balance, July 31, 2022	78,892	17.22
Issued	3,805,620	0.10
Expired	(78,892)	17.22
Balance, July 31, 2023	3,805,620	0.10
Issued	6,000,000	0.10
Expired	(3,796,870)	0.10
Balance, January 31, 2024	6,008,750	0.10

As at January 31, 2024, the Company had the following share purchase warrants outstanding:

Date of expiry	Exercise price	Number of warrants	Weighted average life (years)
	$		
November 22, 2024	0.10	6,000,000	0.81
March 31, 2025	0.25	8,750	0.01
		6,008,750	0.82

6. SHARE CAPITAL (continued)

Stock Options

The Company has a stock option plan under which it is authorized to grant options to officers, directors, employees and consultants enabling them to acquire up to 15% of the issued and outstanding common shares of the Company. The options term and vesting conditions are determined by the Board of Directors. The exercise price of each option granted may not be less than the fair market value of the common shares.

There were no stock options granted during the six months ended January 31, 2024.

On May 27, 2022, the Company granted 21,429 (150,000 pre-consolidated) stock options to consultants of the Company whereas 7,143 (50,000 pre-consolidated) stock options vested on the date of grant and the remaining 14,286 (100,000 pre-consolidated) stock options will vest as follows: 4,762 (33,333 pre-consolidated) stock options based on whether or not a majority owned portfolio company sales increase by $1,000,000 from the purchase date, another 4,762 (33,333 pre-consolidated) stock options based on whether or not a majority owned portfolio company has positive cash flows and another 4,762 (33,333 pre-consolidated) stock options upon the occurrence of a mutually agreed upon criteria. The stock options entitle the holder the right to purchase one common share at the exercisable price of $1.40 ($0.20 pre-consolidated) per share expiring on May 27, 2027. The Company recorded a fair value of $7,000 for the 7,143 (50,000 pre-consolidated) stock option that vested on the date of grant which was calculated using the Black-Scholes option valuation model with the following assumptions – Share price on date of grant of $1.33 ($0.19 pre-consolidated); Risk-free interest rate of 2.6%; Dividend yield of 0%; Expected life of 5 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies. Management has made an assessment of the probability of achieving the performance milestones and determine the fair value of the performance stock options is $Nil.

On February 8, 2022, the Company granted 42,857 (300,000 pre-consolidated) stock options to consultants of the Company that vested 33.3% on the date of grant and every six months thereafter with the last tranche vesting on February 8, 2023. The stock option entitled the holder the right to purchase one common share at the exercisable price of $3.92 ($0.56 pre-consolidated) per share expiring on February 8, 2025. The fair value of the stock of $105,000 was determined using the Black-Scholes option valuation model with the following assumptions – Share price on date of grant of $3.92 ($0.56 pre-consolidated); Risk-free interest rate of 1.57%; Dividend yield of 0%; Expected life of 3 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies. During the six months ended January 31, 2024, the Company recorded $Nil (January 31, 2023 - $19,224) in share-based payments.

On February 8, 2022, the Company granted 64,286 (450,000 pre-consolidated) stock options to the CEO of the Company that vested 33.3% on the date of grant and every six months thereafter with the last tranche vesting on February 8, 2023. The stock option entitled the holder the right to purchase one common share at the exercisable price of $3.92 ($0.56 pre-consolidated) per share expiring on February 8, 2027. The fair value of the stock of $189,000 was determined using the Black-Scholes option valuation model with the following assumptions – Share price on date of grant of $3.92 ($0.56 pre-consolidated); Risk-free interest rate of 1.79%; Dividend yield of 0%; Expected life of 5 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies. During the six months ended January 31, 2024, the Company recorded $Nil (January 31, 2023 - $34,604) in share-based payments.

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

Stock Options – (continued)

On February 8, 2022, the Company granted 235,714 (1,650,000 pre-consolidated) stock options to consultants and directors of the Company that vested at the date of grant. The stock option entitled the holder the right to purchase one common share at the exercisable price of $3.92 ($0.56 pre-consolidated) per share expiring on February 8, 2027. The fair value of the stock of $693,000 was determined using the Black-Scholes option valuation model with the following assumptions – Share price on date of grant of $3.92 ($0.56 pre-consolidated); Risk-free interest rate of 1.79%; Dividend yield of 0%; Expected life of 5 years; Forfeiture rate of 0% and Expected volatility of 100%. Since the Company does not have enough history of trading prices, the Company utilized annualized volatility of comparable start-up companies.

The changes in stock options were as follows:

	Number of Stock Options	Weighted average exercise price
		$
Balance, July 31, 2022	506,715	4.36
Forfeited	(55,714)	3.82
Balance, July 31, 2023	451,001	4.42
Forfeited	(242,858)	3.57
Balance, January 31, 2024	208,143	5.42

As at January 31, 2024, the Company had 208,143 stock options outstanding as follows:

Number of Stock Options	**Exercisable**	**Exercise Price**	**Expiry Date**
22,428	22,428	$3.50	November 17, 2025
14,286	14,286	$4.97	November 25, 2025
21,429	21,429	$18.20	January 6, 2026
150,000	150,000	$3.92	February 8, 2027
208,143	208,143		

(Expressed in Canadian dollars)

6. SHARE CAPITAL (continued)

Restricted Share Unit Plan

On November 17, 2020, the Company adopted a Restricted Share Unit Plan ("RSU Plan") whereby the maximum number of common shares reserved for issue under the RSU Plan shall not exceed 25% of the issued and outstanding common shares of the Company. In addition, the aggregate number of common shares issuable pursuant to the RSU Plan combined with all of the Company's other security based compensation arrangements, including the Company's Stock Option Plan, shall not exceed 25% of the Company's outstanding common shares.

The changes in RSU were as follows:

	January 31, 2024	July 31, 2023
Balance, beginning of period	128,572	128,572
Forfeited	(128,572)	-
Balance, end of period	-	128,572

7. 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 shareholders' equity.

The Company's primary source of capital is through the issuance of 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 during the six months ended January 31, 2024.

8. 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, 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. The Company considers its exposure to interest rate risk to be not significant.

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 is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution. As such, the Company's credit exposure is minimal. The Company is exposed to credit risk with respect to the note receivable, and the maximum exposure is its carrying amount on the statements of financial position.

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.

8. FINANCIAL INSTRUMENTS – (continued)

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. As at January 31, 2024, the Company's had equity investments denominated in US dollars of US$605,725 translated at period-end rate of $1.34. These factors expose the company to foreign currency exchange rate risk, which could have a materially adverse effect on the profitability of the Company. A 10% change in the exchange rate would change the statement of loss and comprehensive loss by approximately $81,000.

e) Price risk: Equity price risk is the risk of potential loss to the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. As at January 31, 2024, the Company's equity investments of $3,423,705, are subject to fair value fluctuations. If the fair value of the Company's investments had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ended January 31, 2024, would have been approximately $342,000 (July 31, 2023 – $261,000) higher/lower.

The fair value of the Company's investments are determined as follows:

Listed securities

The fair value of securities traded on active markets are based on quoted market prices at the close of trading on the reporting date. The Company uses the last traded market price where the last trade price falls within the bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Company determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The fair value of securities that are subject to trading restrictions are recorded at a value that takes into account the length and nature of the restrictions.

Unlisted securities

For investments that are not publicly traded, subsequent to initial recognition, the fair value of these investments is determined by the Company using the most appropriate valuation methodology in light of the nature, facts and circumstances of the investment and its materiality in the context of the total investment portfolio.

For unlisted equity instruments:

• Investments are valued at cost for a limited period after the date of acquisition, if the purchase price remains representative of the fair value at the reporting date; otherwise, investments are valued using one of the other methodologies detailed below.

• Investments in which there has been recent or in-progress funding round involving significant financing from external investors are valued at the price of the recent funding, whereby the various shareholder categories rights are taken into account in the valuation. The price is adjusted, where appropriate, if an external investor is motivated by strategic considerations.

• Investments in which there has been a recent financing round involving only existing investor participating proportionally to their existing investment are examined as to whether specific conditions exist that could reduce the reliability of this financing round as an indication of real value. An internal financing with investors at a lower price than the valuation at the previous reporting date may indicate a decrease in value and is taken into consideration.

• Investments that have achieved an exit after the valuation date but before finalization of the financial statements are valued based on the exit valuation, if the exit valuation was reasonably evident at the measurement date.

• Investment in which there has been a recent private secondary market trade of meaningful volume and the transaction is undertaken by sophisticated, arm's length investors are valued at the price of the recent trade and are adjusted, as appropriated, if the purchaser is motivated by strategic considerations.

8. FINANCIAL INSTRUMENTS – (continued)

• Investments in early-stage companies not generating sustainable revenue or earnings and for which there has not been any recent independent funding are valued using alternative methodologies. The Company considers investee company performance relative to plan, going concern risk, continued funding availability, comparable peer group valuations, exit market conditions and general sector conditions and calibrates its valuation of each investment as appropriate.

For public company warrants (i.e., the underlying security of which is traded on a recognized stock exchange), valuation models such as the Black-Scholes model are used when there are sufficient and reliable observable market inputs. These market inputs include risk-free interest rate, exercise price, market price at date of valuation, expected dividend yield, expected life of the instrument and expected volatility of the underlying security. To the extent that the market inputs are insufficient or unreliable, the warrants are valued at their intrinsic value, which is equal to the higher of the closing price of the underlying security less the exercise price of the warrant, or nil. For private company warrants, the underlying security is not traded on a recognized stock exchange, therefore fair value is determined consistent with other investments that do not have an active market, as described above.

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – Quoted prices (unadjusted) 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;
Level 3 – Inputs for the asset or liability that are not based on observable market data.

Investments in public companies are classified as fair value through profit or loss and measured at fair value using Level 1 and investments in private companies are measured at fair value using level 2 and level 3 inputs. The Company's investment in warrants are measured at fair value using Level 2 inputs. The fair values of other financial instruments, which include cash and cash equivalents, accounts receivable, note receivable, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term nature of these instruments.

(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS – (continued)

The Company's financial instruments measured at fair values through profit or loss are as follows:

January 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Investments				
Public investments	52,680	-	-	52,680
Private investments	-	736,613	1,854,412	2,591,025
	52,680	736,613	1,854,412	2,643,705
Note receivable	-	79,767	-	79,767
	52,680	816,380	1,854,412	2,723,472

July 31, 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Investments				
Public investments	39,605	-	-	39,605
Private investments	-	736,613	1,833,073	2,569,686
	39,605	736,613	1,833,073	2,609,291
Note receivable	-	139,300	-	139,300
	39,605	875,913	1,833,073	2,748,591

Level 2 Hierarchy

During the six months ended January 31, 2024, and the year ended July 31, 2023, there were no transfers between fair value hierarchies.

	January 31, 2024	**July 31, 2023**
	$	**$**
Balance, beginning of period	875,913	736,632
Note Receivable	82,887	139,300
Impairment of note receivable	(142,420)	-
Unrealized and realized gain (loss)	-	(19)
Balance, end of period	816,380	875,913

(Expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS – (continued)

Level 3 Hierarchy

Within Level 3, the Company includes private company investments that are not quoted on an exchange. The key assumptions used in the valuation of these instruments include (but are not limited to) the value at which a recent financing was done by the investee, company-specific information, discounted cash flow assumptions and trends in general market conditions.

	January 31, 2024	**July 31, 2023**
	$	**$**
Balance, beginning of period	1,833,073	5,957,535
Purchase at cost	780,000	1,712,137
Adjustment for foreign exchange	-	412,295
Unrealized and realized loss	(758,661)	(6,248,894)
Balance, end of period	1,854,412	1,833,073

9. SUBSEQUENT EVENT

Subsequent to January 31, 2024:

Pursuant to the ATM financing the Company issued 49,000 common shares for total gross proceeds of $3,430.