# EAT & BEYOND GLOBAL HOLDINGS INC.

## CONDENSED INTERIM FINANCIAL STATEMENTS

### FOR THE THREE MONTHS ENDED OCTOBER 31, 2024

**(Expressed in Canadian dollars)**

**(Unaudited – Prepared by Management)**

## NOTICE OF NO AUDITOR REVIEW OF THE CONDENSED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of the Company for the three months ended October 31, 2024 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

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

| | | October 31, 2024 | | July 31, 2024 |
|---|---|---|---|---|
| **ASSETS** | | | | |
| Current | | | | |
| Cash and cash equivalents | $ | 4,377 | $ | 5,564 |
| Investments (Note 3) | | 42,664 | | 57,385 |
| | | 47,041 | | 62,949 |
| Non-current | | | | |
| Investments (Note 3) | | 736,613 | | 736,613 |
| | $ | 783,654 | $ | 799,562 |
| **LIABILITIES** | | | | |
| Current | | | | |
| Accounts payable and accrued liabilities (Note 4) | $ | 1,081,174 | $ | 1,029,646 |
| Due to related parties (Notes 5 and 9) | | 630,588 | | 617,686 |
| | | 1,711,762 | | 1,647,332 |
| **EQUITY (DEFICIT)** | | | | |
| Share capital (Note 6) | | 19,093,708 | | 19,092,713 |
| Reserves | | 3,347,191 | | 3,347,191 |
| Deficit | | (23,369,007) | | (23,287,674) |
| | | (928,108) | | (847,770) |
| | $ | 783,654 | $ | 799,562 |

Nature of operations and going concern (Note 1)
Contingency (Note 9)
Subsequent events (Notes 6 and 10)

**These financial statements were approved by the Board of Directors on December 16, 2024.**

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

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

| | For the three months ended October 31, 2024 | 2023 |
|---|---|---|
| Investment (loss) income | | |
| Interest earned (Note 3) | $ – | $ 3,612 |
| Gain (loss) on fair value adjustment of investments (Note 3) | (14,721) | 87,941 |
| Total investment (loss) income | (14,721) | 91,553 |
| Operating expenses | | |
| Consulting fees (Note 5) | 44,100 | 44,100 |
| Listing and transfer agent fees | 12,894 | 11,657 |
| Interest expense (Note 5) | 718 | 208 |
| Office and administration | 4,182 | 3,536 |
| Professional fees | 4,718 | 22,522 |
| | 66,612 | 82,023 |
| Net (loss) income and comprehensive (loss) income for the period | $ (81,333) | $ 9,530 |
| Basic and diluted income (loss) per common share | $ (0.00) | $ 0.00 |
| Weighted average number of common shares outstanding | 29,338,422 | 23,088,209 |


See accompanying notes to the condensed interim financial statements

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

| | Number of Shares | Share Capital | Reserve | Deficit | Total Equity (Deficit) |
|---|---|---|---|---|---|
| Balance, July 31, 2023 | 17,145,698 | $ 18,229,874 | $ 3,060,261 | $ (19,653,955) | $ 1,636,180 |
| At the market financing (“ATM”) | 147,500 | 11,705 | – | – | 11,705 |
| Share issue cost | – | (318) | – | – | (318) |
| Shares issued for investment (Note 3) | 6,000,000 | 420,000 | 360,000 | – | 780,000 |
| Net income and comprehensive income for the period | – | – | – | 9,530 | 9,530 |
| Balance, October 31, 2023 | 23,293,198 | $ 18,661,261 | $ 3,420,261 | $ (19,644,425) | $ 2,437,097 |
| Balance, July 31, 2024 | 29,334,835 | $ 19,092,713 | $ 3,347,191 | $ (23,287,674) | $ (847,770) |
| At the market financing (“ATM”) | 22,000 | 1,100 | – | – | 1,100 |
| Share issue cost | – | (105) | – | – | (105) |
| Net loss and comprehensive loss for the period | – | – | – | (81,333) | (81,333) |
| Balance, October 31, 2024 | 29,356,835 | $ 19,093,708 | $ 3,347,191 | $ (23,369,007) | $ (928,108) |


See accompanying notes to the condensed interim financial statements

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

| | | **For the three months ended October 31, 2024** | | **2023** |
|---|---|---|---|---|
| Operating Activities | | | | |
| Net (loss) income and comprehensive (loss) income for the period | $ | (81,333) | $ | 9,530 |
| Items not affecting cash: | | | | |
| Interest earned | | – | | (3,612) |
| Interest expense | | 718 | | 208 |
| Loss (gain) on fair value adjustment of investments | | 14,721 | | (87,941) |
| Changes in non-cash working capital items related to operations: | | | | |
| Prepaid expenses | | – | | 5,145 |
| Accounts payable and accrued liabilities | | 51,112 | | 32,686 |
| Due to related parties | | 12,600 | | 62,600 |
| Note receivable | | – | | (75,000) |
| Cash used in operating activities | | (2,182) | | (56,384) |
| Financing Activities | | | | |
| Shares issued for cash | | 1,100 | | 11,705 |
| Share issue costs | | (105) | | (318) |
| Cash provided by financing activities | | 995 | | 11,387 |
| Change in cash and cash equivalents during the period | | (1,187) | | (44,997) |
| Cash and cash equivalents, beginning of period | | 5,564 | | 83,298 |
| Cash and cash equivalents, end of the period | $ | 4,377 | $ | 38,301 |
| Supplemental Disclosure of Cash Flow Information: | | | | |
| Cash paid during the period: | | | | |
| Interest | $ | – | $ | – |
| Income taxes | $ | – | $ | – |
| Non-cash Transaction | | | | |
| Shares issued for investment | $ | – | $ | 780,000 |
| Cash and cash equivalents consist of: | | | | |
| Cash | $ | 190 | $ | 37,171 |
| Funds in brokerage account | | 4,187 | | 350 |
| Funds held in a trust | | – | | 780 |
| Cash and cash equivalents | $ | 4,377 | $ | 38,301 |


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").

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") as part of its portfolio strategy. Additionally, the Company has decided to expand its investment policy and strategy into the area of cryptocurrencies. The Company will be evaluating strategies to invest in the Solana blockchain platform and the native cryptocurrency SOL. 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 October 31, 2024, the Company is not able to finance day to day activities through operations and has a working capital deficiency of $1,664,721 (July 31, 2024 working capital deficiency – $1,584,383) and an accumulated deficit of $23,369,007 (July 31, 2024 – $23,287,674). The continuing operations of the Company are dependent upon its ability to develop a viable business and to attain profitable operations. 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 statements of financial position.

## 2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

### Basis of preparation

*Statement of compliance*
These condensed interim financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") 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 December 16, 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.

Estimates and assumptions where there is significant risk of material adjustments to the statement of financial position in future accounting periods is 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.

## 2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

### 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.

  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.

## 2. SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

**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, 2024.

**New accounting standards and interpretations issued but not yet adopted**

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its condensed interim financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim financial statements.

## 3. INVESTMENTS

Investments are recorded at their fair value at the end of each reporting period. The fair values of the common shares of the publicly traded company have been directly referenced to published price quotations in an active market. The fair value of investments in private companies will be based upon management's judgement and different valuation techniques. The investments in warrants are valued using the Black-Scholes option pricing model, with the following assumptions: risk-free rate of 3.09% (July 31, 2024 – 3.46%); volatility of 100% (July 31, 2024 – 100%), expected life of warrants 1.63 years (July 31, 2024 – 1.88 years) and dividend yield of 0% (July 31, 2024 – 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 October 31, 2024 | Fair Value at July 31, 2024 | Loss on Fair Value Adjustment | Fair Value at October 31, 2024 |
|---|---|---|---|---|---|---|---|
| | | | # | $ | $ | $ | $ |
| **Public Companies** | | | | | | | |
| 1181718 BC Ltd. (dba Fresh Factory) | a | (i) | 50,000 | 63,500 | 42,500 | (3,000) | 39,500 |
| Above Food Corp. | b | (i) | 6,478 | 44,998 | 7,972 | (5,404) | 2,568 |
| Nabati Foods Inc. | c | (i) | 18,003 | 6,301 | – | – | – |
| **Private Companies** | | | | | | | |
| Beyond Moo | e | (ii) | 3,792,475 | 768,447 | – | – | – |
| Circular Solutions Inc. | f | (i) | 200,000 | 30,000 | – | – | – |
| Daydream Drinks (11270702 Canada Inc.) | g | (i) | 50,000 | 75,000 | – | – | – |
| Eat Just Inc. | h | (i) | 7,998 | 199,927 | – | – | – |
| Goldbloom Enterprises Inc. | i | (v) | 75,000 | 706,930 | – | – | – |
| Mylk Brands | j | (iii) | 34,791,759 | 9,288,430 | – | – | – |
| Plant Power Restaurant Group LLC | k | (i) | 112,107 | 317,257 | – | – | – |
| Purpose ESG Holdings Inc. | l | (iv) | 6,588,000 | 1,712,137 | – | – | – |
| TurtleTree Labs Pte. Ltd. | m | (i) | 21,923 | 200,205 | 736,613 | – | 736,613 |
| **Investment in warrants** | | | NA | – | 6,913 | (6,317) | 596 |
| Total | | | | 13,413,132 | 793,998 | (14,721) | 779,277 |

During the three months ended October 31, 2024, the Company did not dispose or acquire any marketable securities and recorded an unrealized loss on the fair value of investments of $14,721 (October 31, 2023 unrealized gain – $87,941).

As of October 31, 2024, the Company's investments include $42,664 (July 31, 2024 – $57,385) classified as current assets and $736,613 (July 31, 2024 – $736,613) classified as non-current assets.

(Expressed in Canadian dollars)

## 3. INVESTMENTS (continued)

| | Ref. | Note | Number of shares/Units Held | Investment Cost at July 31, 2024 | Fair Value at July 31, 2023 | Additions (disposition) | Fair value adjustment/ gain or (loss) | Fair Value at July 31, 2024 |
|---|---|---|---|---|---|---|---|---|
| | | | # | $ | $ | $ | $ | $ |
| **Public Companies** | | | | | | | | |
| 1181718 BC Ltd. (dba Fresh Factory) | a | (i) | 50,000 | 63,500 | 37,500 | – | 5,000 | 42,500 |
| Above Food Corp. | b | (i) | 6,478 | 44,998 | 50,000 | (1,174) | (40,854) | 7,972 |
| Nabati Foods Inc. | c | (i) | 18,003 | 6,301 | 90 | – | (90) | – |
| Zoglo's Incredible Food Corp. | d | (i) | – | – | 2,015 | (1,079) | (936) | – |
| **Private Companies** | | | | | | | | |
| Beyond Moo | e | (ii) | 3,792,475 | 768,447 | – | – | – | – |
| Circular Solutions Inc. | f | (i) | 200,000 | 30,000 | – | – | – | – |
| Daydream Drinks (11270702 Canada Inc.) | g | (i) | 50,000 | 75,000 | – | – | – | – |
| Eat Just Inc. | h | (i) | 7,998 | 199,927 | – | – | – | – |
| Goldbloom Enterprises Inc. | i | (v) | 75,000 | 706,930 | – | 706,930 | (706,930) | – |
| Mylk Brands | j | (iii) | 34,791,759 | 9,288,430 | – | – | – | – |
| Plant Power Restaurant Group LLC | k | (i) | 112,107 | 317,257 | 59,693 | – | (59,693) | – |
| Purpose ESG Holdings Inc. | l | (iv) | 6,588,000 | 1,712,137 | 1,712,137 | – | (1,712,137) | – |
| TurtleTree Labs Pte. Ltd. | m | (i) | 21,923 | 200,205 | 736,613 | – | – | 736,613 |
| **Investment in warrants** | | | NA | – | 11,243 | – | (4,330) | 6,913 |
| Total | | | | 13,413,132 | 2,609,291 | 704,677 | (2,519,970) | 793,998 |

Notes
(i) The Company owns less than 10% interest in the investee as at October 31, 2024 and July 31, 2024.
(ii) The Company owns 32% of the outstanding common shares as at October 31, 2024 and July 31, 2024. 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.
(iii) The Company owns 100% interest in the investee as at October 31, 2024 and July 31, 2024.
(iv) The Company owns 50% of the outstanding common shares as at October 31, 2024 and July 31, 2024. The CEO of the Company is the CEO of the investee as at October 31, 2024 and July 31, 2024.
(v) The Company owns 50% of the outstanding common shares as at October 31, 2024 and July 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 January 21, 2021, the Company subscribed $50,000 to an initial public offering in Above Food Corp. (“Above Food”) 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%.

   On April 29, 2023, Above Food entered into a business combination agreement with Bite Acquisition Corp. (“BITE”) and Above Food Ingredients Inc. (“ABVE”), pursuant to which BITE and Above Food agreed to combine in a business combination that will result in each of BITE and Above Food becoming a wholly owned subsidiary of ABVE. Upon closing of the transaction, ABVE’s commons shares and warrants will be listed on the stock exchange. On July 8, 2024, pursuant to the business combination, the Above Food shares were consolidated to 4.75:1, resulting in the Company holding 5,258 shares of ABVE at a price of $9.51 per share and received 873 of preferred Class A shares and 873 of preferred Class B shares.

   During the year ended July 31, 2024, the Company disposed 526 common shares for total proceeds of $1,174.

c) On September 29, 2020, the Company loaned $250,000 to Nabati Foods Inc. through a convertible note with 10% annual interest and a five-year maturity. The note was convertible into Class A voting shares of Nabati. During the year ended December 31, 2021, the loan and $261,801 in interest were converted into 748,003 shares and 374,002 warrants, with each warrant exercisable at $0.625 for two years. During the year ended July 31, 2023, the Company sold 730,000 shares for $10,625, and the warrants expired. During the year ended July 31, 2024, the fair value of the Company’s investment was adjusted to $Nil as a result of certain operational and market challenges and the shares have been ceased traded on CSE. As of October 31, 2024 and July 31, 2024, Nabati shares remain halted.

d) 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 year ended July 31, 2024, the Company disposed of 403,000 common shares for total proceeds of $1,079.

**3. INVESTMENTS** (continued)

**Private Companies** (continued)

e) 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 poor financial condition casts substantial doubt in its ability to continue as a going concern. As at October 31, 2024 and July 31, 2024, there has been no change in fair value.

f) 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 based on management's judgments and assumptions available at the time of performing the impairment test. As at October 31, 2024 and July 31, 2024, there has been no change in fair value.

g) 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 based on management's judgments and assumptions available at the time of performing the impairment test. As at October 31, 2024 and July 31, 2024 there has been no change in fair value.

h) 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 based on management's judgments and assumptions available at the time of performing the impairment test. As at October 31, 2024 and July 31, 2024, there has been no change in fair value.

**3. INVESTMENTS** (continued)

**Private Companies** (continued)

i) 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 year ended July 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 $286,930 using the Black-Scholes option valuation model with the following assumptions: volatility of 191%, 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%. During the year ended July 31, 2024, Goldbloom was no longer operational due to a lack of funds and an inability to sustain operations. As such, during the year ended July 31, 2024, the Company recognized a $706,930 write-down of the investment. As at October 31, 2024, there has been no change in fair value.

j) 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 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. As at October 31, 2024 and July 31, 2024, there has been no change in fair value.

k) 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 seven months 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, the Company recognized a write-down of $42,899 of its investment in Plant Power based on the most recent financing completed by Plant Power. During the year ended July 31, 2024, the Company recognized a $59,693 write-down of its investment in Plant Power based on Plant Power's recurring losses and uncertainty over whether sufficient funds are available to sustain operations. As at October 31, 2024, there has been no change in fair value.

3. **INVESTMENTS** (continued)

**Private Companies** (continued)

l) 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 July 31, 2023, its cost continued to represent its fair value. During the year ended July 31, 2024, the Company recognized a $1,712,137 write down of its investment based on Purpose ESG's recurring losses and uncertainty over whether sufficient funds are available to sustain operations. As at October 31, 2024, there has been no change in fair value.

m) 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 October 31, 2024 and July 31, 2024, 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.

**Note Receivable**

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. As at July 31, 2024, the Company recorded an impairment of the note receivable for $81,246, which included $75,000 in principal and $6,246 in accrued interest receivable. During the three months ended October 31, 2024, the Company recorded interest income of $Nil (October 31, 2023 - $1,512).

As at July 31, 2024 and 2023, the Company loaned a total of $137,000 through a promissory note 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. As at July 31, 2024, the Company recorded an impairment of the note receivable for $142,420, which included $137,000 in principal and $5,420 in accrued interest receivable. During the three months ended October 31, 2024, the Company recorded interest income of $Nil (October 31, 2023 - $2,100).

(Expressed in Canadian dollars)

## 4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

| | October 31, 2024 | July 31, 2024 |
|---|---|---|
| | $ | $ |
| Accounts payable | 923,298 | 936,339 |
| Accrued liabilities | 64,933 | 93,307 |
| Payroll tax liabilities | 92,943 | 89,402 |
| | 1,081,174 | 1,029,646 |

## 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 three months ended October 31, 2024 and 2023:

| | For the three months ended October 31, | |
|---|---|---|
| | 2024 | 2023 |
| | $ | $ |
| Consulting fees paid to a company controlled by CFO | 12,600 | 12,600 |

As at October 31, 2024, due to related parties include $588,150 (July 31, 2024 – $575,551) 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. On July 4, 2024, the Company issued 545,455 common shares in order to settle $30,000 in debt with a company controlled by the CFO.

As at October 31, 2024, due to related parties include $20,000 (July 31, 2024 – $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 year ended July 31, 2024, New Wave Holdings Inc. ("New Wave"), a company with a common officer, loaned a total of $147,000 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. On July 4, 2024, the Company issued 2,400,000 common shares to settle $132,000 of the debt with New Wave. The remaining $15,000 in principle, along with accrued interest, remains outstanding. During the three months ended October 31, 2024, the Company recorded interest expense of $303 (October 31, 2023 – $Nil) and as at October 31, 2024, the Company had accrued interest payable of $7,438 (July 31, 2024 – $7,135). As at October 31, 2024, the Company owed New Wave a total of $22,438 (July 31, 2024 – $22,135).

## 6. SHARE CAPITAL

*Authorized share capital*

Unlimited number of common shares without par value.

*Common shares*

During the three months ended October 31, 2024:

During the three months ended October 31, 2024, the Company issued 22,000 common shares for total proceeds of $1,100 and recognized $105 in share issue costs pursuant to the Offering filed on October 7, 2022. Since the Offering expired on October 7, 2024, the shares were returned to treasury on November 14, 2024.

During the year ended July 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 year ended July 31, 2024, the Company issued 450,500 common shares for total proceeds of $35,227 and recognized $1,388 in share issue costs.

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 $286,930 using the Black-Scholes option valuation model with the following assumptions: volatility of 191%, 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.

On June 25, 2024, the Company issued 518,182 common shares in order to settle $28,500 in debt with a former Vice President of Sales of the Company, resulting in a gain on debt settlement of $9,000. The common shares shall vest 25% on the October 18, 2024, and every one month thereafter with the last tranche vesting on January 18, 2025.

On July 4, 2024, the Company issued a total of 2,945,455 common shares in order to settle an aggregate $162,000 in debt with a company controlled by the CFO and New Wave.

(Expressed in Canadian dollars)

**6. SHARE CAPITAL** (continued)

*Share Purchase Warrants*

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

| | Number of warrants | Weighted average exercise price |
|---|---|---|
| | | $ |
| Balance, July 31, 2023 | 3,805,620 | 0.10 |
| Issued | 6,000,000 | 0.10 |
| Expired | (3,796,870) | 0.10 |
| Balance, July 31, 2024 and October 31, 2024 | 6,008,750 | 0.10 |

As at October 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 | |
| March 31, 2025 | 0.25 | 8,750 | |
| | | 6,008,750 | 0.06 |

*Subsequent to October 31, 2024, 6,000,000 share purchase warrants expired unexercised.

*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 three months ended October 31, 2024 and for the year ended July 31, 2024.

The changes in stock options were as follows:

| | Number of Stock Options | Weighted average exercise price |
|---|---|---|
| | | $ |
| Balance, July 31, 2023 | 451,001 | 4.42 |
| Forfeited | (242,858) | 3.57 |
| Balance, July 31, 2024 and October 31, 2024 | 208,143 | 5.42 |

(Expressed in Canadian dollars)

## 6. SHARE CAPITAL (continued)

*Stock Options* (continued)

As at October 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 | | |

## 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 three months ended October 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, and note receivable. As such, the Company’s credit exposure is considered insignificant.

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 October 31, 2024, the Company's had equity investments denominated in US dollars of US$564,158 translated at period-end rate of $1.39. 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 $78,000.

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 October 31, 2024, the Company's equity investments of $779,277, 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 three months ended October 31, 2024 would have been approximately $80,000 higher/lower.

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.

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

| **October 31, 2024** | **Level 1** | **Level 2** | **Level 3** | **Total** |
|---|---|---|---|---|
| | **$** | **$** | **$** | **$** |
| Cash and cash equivalents | 4,377 | - | - | 4,377 |
| Investments | | | | |
| Public investments | 42,068 | - | - | 42,068 |
| Private investments | - | - | 736,613 | 736,613 |
| Investments in warrants | - | 596 | - | 596 |
| | 42,068 | 596 | 736,613 | 779,277 |
| Total | 46,445 | 596 | 736,613 | 783,564 |

(Expressed in Canadian dollars)

## 8. FINANCIAL INSTRUMENTS – (continued)

| July 31, 2024 | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| | $ | $ | $ | $ |
| Cash and cash equivalents | 5,564 | - | - | 5,564 |
| Investments | | | | |
| Public investments | 50,472 | - | - | 50,472 |
| Private investments | - | - | 736,613 | 736,613 |
| Investments in warrants | - | 6,913 | - | 6,913 |
| | 50,472 | 6,913 | 736,613 | 793,998 |
| Total | 56,036 | 6,913 | 736,613 | 799,562 |

Level 2 Hierarchy

During the three months ended October 31, 2024 and the year ended July 31, 2024, the Company had the following activities:

| | October 31, 2024 | July 31, 2024 |
|---|---|---|
| | $ | $ |
| Balance, beginning of period | 6,913 | – |
| *Transfer from Level 3 | – | 11,243 |
| Unrealized and realized loss | (6,317) | (4,330) |
| Balance, end of period | 596 | 6,913 |

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.

When a private company investment changes its status to a publicly listed investment which meets Level 1 or Level 2 criteria, the investment is transferred out of the Level 3 fair value hierarchy. A transfer is recorded upon the occurrence of a liquidity transaction for an investee company, which includes, but is not limited to, a business combination between the entity and a public company pursuant to a reverse takeover, merger, amalgamation, arrangement, take-over bid, or an initial public offering of the entity. The transfers are recorded on the date that such a liquidity transaction is completed.

(Expressed in Canadian dollars)

## 8. FINANCIAL INSTRUMENTS – (continued)

Level 3 Hierarchy – (continued)

The following is a movement within level 3 hierarchy during the three months ended October 31, 2024 and the year ended July 31, 2024:

| | October 31, 2024 | July 31, 2024 |
|---|---|---|
| | $ | $ |
| Balance, beginning of year | 736,613 | 2,569,686 |
| Purchase at cost | – | 706,930 |
| *Transfer to Level 1 | – | (50,000) |
| *Transfer to Level 2 | – | (11,243) |
| Unrealized and realized loss | – | (2,478,760) |
| Balance, end of year | 736,613 | 736,613 |

*As of July 31, 2024, Above Food shares were reclassified from Level 3 to Level 1, while the warrants were moved from Level 3 to Level 2.

## 9. CONTINGENCY

On June 6, 2023, the Company terminated the employment of its former CEO. Subsequently, on December 12, 2023, the former CEO filed a claim with the Superior Court of Quebec for unpaid salary, accrued and unpaid vacation pay and pay in lieu of notice. The total claim amounts to $533,958.

The Company filed a summary defense in late August 2024 after depositions were conducted. The plaintiff had not filed a declaration of trial readiness by the required deadline, but has now written to the court to correct this and reactivate the file.

During the year ended July 31, 2024, the Company recognized in wages and benefits an additional cost of $347,291 and as at October 31 and July 31, 2024, the Company has estimated a probable settlement obligation of $533,958, which has been accrued and included in due to related parties. The Company continues to monitor the status of the case and will reassess the obligation as new information becomes available.

## 10. SUBSEQUENT EVENT

On November 28, 2024, the Company announced a private placement of up to 12,121,213 units at a price of $0.0825 per unit for gross proceeds to the Company of up to $1,000,000. Each unit will consist of one common share and one share purchase warrant. Each share purchase warrant will entitle the holder thereof to acquire one additional share at a price of $0.11 per share, for a period of 24 months from the date of issuance. In connection with the offering, the Company will pay finders' fees of up to 7.0% of the gross proceeds raised by the Company from the sale of units to subscribers directly introduced to the Company by eligible finders. In addition, the Company will issue to eligible finders non-transferable finders' warrants of up to 7.0% of the number of units sold in the offering. Each finders' warrant will entitle the holder to acquire one share at a price of $0.10 per share for a period of 24 months from the date of issuance. Completion of the offering is subject to certain conditions including the receipt of all necessary corporate and regulatory approvals, including the approval of the Canadian Securities Exchange.