Boosh Plant-Based Brands Inc.

Condensed Consolidated Interim Financial Statements

For the Three and Six Months Ended September 30, 2022 and 2021

(Expressed in Canadian dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

Boosh Plant-Based Brands Inc.
Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

	Note		**September 30, 2022**		March 31, 2022
ASSETS					
Current assets					
Cash	5	**$**	**164,478**	$	217,117
Trade and other receivables	6		**653,130**		1,236,298
Prepaid expenses			**55,087**		443,699
Inventory	7		**1,064,382**		515,944
			1,937,077		2,413,058
Intangible assets	9		**3,066,151**		3,069,745
Equipment	8		**54,494**		88,457
Goodwill	10		**5,535,018**		5,535,018
Right-of-use asset	14		**9,746**		42,239
Total assets		**$**	**10,602,486**	$	11,148,517
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)					
Current liabilities					
Accounts payable and accrued liabilities	11	**$**	**2,948,868**	$	2,628,593
Due to related parties	17		**22,526**		13,208
Promissory note	12		**542,334**		490,967
Future receipt advance	13		**219,312**		-
Current portion of lease liability	14		**12,231**		31,351
			3,745,271		3,164,119
Convertible debt	15		**228,610**		
Lease liability	14		**-**		1,602
Total liabilities			**3,973,881**		3,165,721
Shareholders' equity (deficiency)					
Share capital	16		**16,289,499**		15,720,324
Reserves	16		**2,075,923**		1,534,406
Deficit			**(11,238,202)**		(9,358,942)
Accumulated other comprehensive income			**(498,615)**		87,008
Total shareholders' equity (deficiency)			**6,628,605**		7,982,796
Total liabilities and shareholders' equity		**$**	**10,602,486**	$	11,148,517

Nature of operations and going concern (Note 1, 2)

Subsequent events (Note 23)

These condensed consolidated interim financial statements were approved by the Board of Directors on November 29, 2022:

"Connie Marples" Director *"Lance Marples"* Director

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

Boosh Plant-Based Brands Inc.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
For the Three Months Ended September 30, 2022 and 2021
(Expressed in Canadian dollars)
(Unaudited)

	Note		Three months ended September 30,			Six months ended September 30,
			2022	**2021**	**2022**	**2021**
Sales	21	**$**	700,850	$ 94,267	**$** 2,150,237	$ 127,281
Cost of sales	7		767,832	68,127	2,081,105	91,032
Gross profit			(66,982)	26,140	69,132	36,249
Operating expenses						
Depreciation and amortization	8,9,14		165,520	27,570	337,354	48,792
General and administrative			296,000	109,604	446,300	217,306
Marketing, sales, and distribution			136,790	814,274	511,748	1,212,211
Management fees	17		24,000	120,599	173,000	208,377
Professional fees	17		130,321	19,967	201,656	114,684
Rent			19,569	10,486	38,340	19,761
Research and development			-	5,096	3,400	14,924
Salaries	17		133,050	68,587	498,225	92,091
Share-based payments	16,17		312,755	396,078	519,773	499,260
Total operating expenses			1,218,005	1,572,261	2,729,826	2,427,406
Net loss before the undernoted items			(1,284,987)	(1,546,121)	(2,660,694)	(2,391,157)
Other income (loss)						
Foreign exchange loss (gain)			550,155	844	825,080	(1,978)
Loss on disposal of equipment	8		(14,736)	-	(14,736)	-
Accretion expense	15		(521)	-	(2,096)	(2,540)
Loss on convertible note			-	-	-	(54,000)
Interest expense	12,14,15		(17,759)		(26,814)	
Transaction cost			-	(9,244)	-	(9,244)
Net loss		**$**	(767,848)	$ (1,544,521)	**$** (1,879,260)	$ (2,458,919)
Cumulative translation adjustment			(405,107)	-	(498,615)	-
Net loss and comprehensive loss			(1,172,955)	(1,544,521)	(2,377,875)	(2,458,919)
Weighted average number of shares, basic and diluted			31,843,303	16,312,488	31,342,676	11,733,335
Loss per share, basic and diluted		**$**	(0.04)	$ (0.10)	**$** (0.08)	$ (0.21)

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

Boosh Plant-Based Brands Inc.
Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
For the Three Months Ended September 30, 2022 and 2021
(Expressed in Canadian dollars)
(Unaudited)

		Share Capital						
	Notes	Number of common shares	Amount	Obligation to issue shares	Reserves	Deficit	Accumulated other comprehensive income	Total shareholders' deficit
Balance, March 31, 2021		**9,015,500**	**$ 757,349**	**$ 10,000**	**$ 349,550**	**$ (1,295,354)**	**$ -**	**$ (178,455)**
Shares issued upon initial public offering	16	6,365,000	2,554,600	-	117,043	-	-	2,671,643
Shares issued for Saltspring Harvest acquisition		28,409	35,511	-	-	-	-	35,511
Shares issued for Vegan Canteen acquisition	16	5,000	2,500	(2,500)	-	-	-	-
Conversion of convertible notes	16	100,000	117,000	-	151,131	-	-	268,131
Exercise of warrants	16	1,376,482	816,723	-	(56,065)	-	-	760,658
Shares issued for services	16	232,205	154,639	(7,500)	-	-	-	147,139
Share-based payments	16	-	-	-	499,256	-	-	499,256
Net loss for the period		-	-	-	-	(2,458,919)	-	(995,245)
Balance, September 30, 2021		**17,122,596**	**$ 4,438,322**	**$ -**	**$ 1,060,915**	**$ (3,754,273)**	**$ -**	**$ 1,744,964**
Balance, March 31, 2022		**29,937,817**	**$ 15,720,324**	**$ -**	**$ 1,534,406**	**$ (9,358,942)**	**$ 87,008**	**$ 7,982,796**
Exercise of warrants	16	600	120	-	-	-	-	120
Shares issued for services	16	2,561,299	274,055	-	-	-	-	274,055
Shares issued pursuant to release agreement	16	500,000	125,000	-	-	-	-	125,000
Shares issued from private placement	16	784,783	170,000	-	-	-	-	170,000
Conversion option of convertible shares	16	-	-	-	21,744	-	-	21,744
Share-based payments	16	-	-	-	519,773	-	-	519,773
Net loss for the year		-	-	-	-	(1,879,260)	-	(1,879,260)
Currency translation adjustment		-					(585,623)	(585,623)
Balance, September 30, 2022		**33,784,499**	**$ 16,289,499**	**$ -**	**$ 2,075,923**	**$ (11,238,202)**	**$ (498,615)**	**$ 6,628,605**

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

Boosh Plant-Based Brands Inc.
Condensed Consolidated Interim Statements of Cash Flows
For the Six Months Ended September 30, 2022 and 2021
(Expressed in Canadian dollars)
(Unaudited)

		2022		2021
Operating activities				
Net loss for the period	**$**	(1,879,260)	$	(2,458,919)
Items not affecting cash:				
Accretion expense		2,096		2,540
Depreciation and amortization		337,354		48,792
Accrued Interest		1,995		5,514
Share-based payments		519,773		646,399
Shares issued for services		399,055		-
Loss on disposal of equipment		14,736		-
Loss on convertible note		-		54,000
Non-cash working capital items:				
Accounts receivable		646,648		(116,590)
Prepaid expenses and deposits		400,704		(632,989)
Inventory		(492,802)		(10,584)
Accounts payable and other liabilities		217,979		(155,654)
Due to related parties		9,318		-
Net cash used in operating activities		177,596		(2,617,491)
Investing activity				
Saltspring Harvest acquisition		-		(125,000)
Purchase of equipment		(2,104)		(51,068)
Net cash used in investing activities		(2,104)		(176,068)
Financing activities				
Net proceeds from IPO, net of financing costs		-		2,671,643
Obligation to issue shares		170,000		-
Proceeds from warrant exercises		120		760,658
Issuance of convertible debt		250,000		63,000
Advance of future receipts		208,896		-
Repayment of loans to related parties		-		(62,126)
Accrued interest		3,607		-
Repayment of lease principal		(22,717)		(41,481)
Net cash provided by financing activities		609,906		3,391,694
Impact of currency translation on cash		(838,037)		-
Increase in cash		(52,639)		598,135
Cash, beginning of the period		217,117		98,463
Cash, end of the period	**$**	164,478	$	696,598

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

1. NATURE OF OPERATIONS

Boosh Plant-Based Brands Inc. (the "Company" or "BPBB") was initially incorporated under the BCBCA on August 6, 2020 as "Terra Sol Essential Inc." On October 21, 2020, the Company's name was changed to 1260389 B.C. Ltd. On December 21, 2020, the Company completed the acquisition of Boosh Food Inc. ("Boosh") through a share exchange agreement. As a result, Boosh became a wholly owned subsidiary of the Company. This transaction is accounted for as a reverse asset acquisition of the Company by Boosh ("RTO"). On January 18, 2021, the Company's name was changed to "Boosh Plant-Based Brands Inc. Prior to the RTO, the Company had no operations.

The Company's head office, principal address and records office is located at at #205-18428 53rd Ave, Surrey, BC V3S 7A4. The registered office is located at 2080 - 777 Hornby Street, Vancouver, BC, V6Z 1S4. The Company is in the business of producing and selling plant-based frozen meals and gluten-free snacks.

On May 26, 2021 the Company completed its initial public offering ("IPO") and commenced trading on the Canadian Stock Exchange ("CSE") under the symbol "VEGI". The Company also trades on the OTCQB under the stock symbol "VGGIF" and on the Frankfurt Stock Exchange under the stock symbol "77I".

These condensed consolidated interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. These consolidated financial statements have been prepared using IFRS, as issued by the IASB applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business. For the six months ended September 30, 2022, the Company reported a net loss of $1,879,260 and has experienced operating losses and net cash outflows from operations since its inception. As at September 30, 2022, the Company had negative working capital of $1,808,194 and will require additional funds to support ongoing operations.

The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon its ability to raise financing and generate profits and positive cash flows from operations in order to cover its operating costs. From time to time, the Company generates working capital to fund its operations by raising additional capital through equity financing. However, there is no assurance it will be able to continue to do so in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance

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

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 29, 2022.

Basis of consolidation

The condensed consolidated interim financial statements incorporate the financial statements of the Company and of its wholly owned subsidiaries, Boosh Food Inc., Pulse Kitchen Specialty Foods Ltd. and Beautiful Beanfields, Inc. For the three and six months ended September 30, 2021, Boosh Food Inc. was the only wholly owned subsidiary of the Company.

A subsidiary is an entity over which the Company has control, directly or indirectly, where control is defined as the power to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. A subsidiary is consolidated from the date upon which control is acquired by the Company and all intercompany transactions and balances have been eliminated on consolidation.

Basis of measurement

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed consolidated interim financial statements are presented in in Canadian dollars, which is the functional and reporting currency of the Company, Boosh Food Inc. and Pulse Kitchen Specialty Foods Ltd. The functional currency of Beautiful Beanfields, Inc. is the United States dollars.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 3 on the audited annual consolidated financial statements for the years ended March 31, 2022 and 2021 and have been consistently followed in the preparation of these condensed consolidated interim financial statements.

Except as summarized below, the Company used the same accounting policies and methods of computation as in the audited annual consolidated financial statements for the years ended March 31, 2022 and 2021.

Accounting standards issued but not yet effective

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

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(Expressed in Canadian dollars)

In preparing these condensed consolidated interim financial statements, the significant estimates and critical judgments were the same as those applied to the audited consolidated financial statements as at and for the years ended March 31, 2022 and 2021.

5. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents consists of the following at the dates below:

	September 30, 2022 ($)	**March 31, 2022 ($)**
Deposit at bank	134,478	187,117
Cashable Guaranteed Investment Certificate ("GIC")	30,000	30,000
	164,478	217,117

6. TRADE AND OTHER RECEIVABLES

	September 30, 2022 ($)	**March 31, 2022 ($)**
Trade receivables	582,321	244,365
GST receivable	66,633	67,866
Subscriptions receivable	-	214,894
Other receivables	4,176	709,173
	653,130	1,236,298

7. INVENTORY

Inventory consists of finished goods and raw materials. The following is a breakdown of inventory:

	September 30, 2022 ($)	**March 31, 2022 ($)**
Finished goods	713,213	221,899
Raw materials	351,169	294,045
	1,064,382	515,944

During the three and six months ended September 30, 2022, the Company expensed $767,832 and $2,081,105, respectively (2021 - $68,127 and $91,032, respectively) of inventory in the cost of sales.

(Expressed in Canadian dollars)

8. EQUIPMENT

	Kitchen Equipment ($)	Computer Equipment ($)	Leasehold Improvements ($)	Machinery, Equipment, Furniture, and Fixtures ($)	Total ($)
Cost					
Balance, March 31, 2021	8,860	12,076	3,003	-	23,939
Acquisitions	4,600	422	3,643	17,895	26,560
Additions	9,926	31,302	26,085	-	67,313
Balance, March 31, 2022	23,386	43,800	32,731	17,895	117,812
Additions / (Disposals)	2,104	-	(29,088)	-	(26,984)
Impact of currency translation	-	-	-	554	554
Balance September 30, 2022	**25,490**	**43,800**	**3,643**	**18,449**	**91,382**
Accumulated Depreciation					
Balance, March 31, 2021	222	357	75	-	654
Depreciation	2,307	11,020	11,944	3,430	28,701
Balance, March 31, 2022	2,529	11,377	12,019	3,430	29,335
Depreciation	2,393	7,300	3,533	8,459	21,686
Additions / (Disposals)	-	-	(14,352)	-	(14,352)
Impact of currency translation	-	-	-	199	199
Balance September 30, 2022	**4,922**	**18,677**	**1,200**	**12,088**	**36,888**
Net Book Value					
At March 31, 2022	20,857	32,423	20,712	14,465	88,457
At September 30, 2022	**20,568**	**25,123**	**2,442**	**6,361**	**54,494**

9. INTANGIBLE ASSETS

	Customer Relationships ($)	Brands* ($)	Recipes & Formulas ($)	Total ($)
Cost				
Balance, March 31, 2021	-	-	52,500	52,500
Additions	568,618	595,139	2,099,760	3,263,517
Impact of currency translation	(8,036)	(8,569)	(30,400)	(47,005)
Balance, March 31, 2022	560,582	586,570	2,121,860	3,269,012
Additions	-	-	-	-
Impact of currency translation	51,224	54,616	193,760	299,600
Balance, September 30, 2022	**611,806**	**641,186**	**2,315,620**	**3,568,612**
Accumulated Depreciation				
Balance, March 31, 2021	-	-	219	219
Depreciation	19,525	-	66,649	86,174
Impact of currency translation	(228)	-	(691)	(919)
Impairment	28,487	23,000	62,306	113,793
Balance, March 31, 2022	47,784	23,000	128,483	199,267
Amortization	68,968	-	213,946	282,914
Impact of currency translation	5,037	-	15,243	20,280
Balance, September 30, 2022	**121,788**	**23,000**	**357,672**	**502,461**
Net Book Value				
At March 31, 2022	512,797	563,570	1,993,378	3,069,745
At September 30, 2022	**490,017**	**618,186**	**1,957,949**	**3,066,151**

(Expressed in Canadian dollars)

* No depreciation was taken during the year ended March 31, 2022 or the six months ended September 30, 2022 as the brands are considered to have an indefinite life.

As at March 31, 2022, management determined that the carrying value of the Saltspring and Pulse CGU exceeded its recoverable amount and recognized impairment of $113,793 (2021 - $nil) against the intangible assets booked at acquisition in accordance with level 3 fair value hierarchy.

10. GOODWILL

	Total ($)
Balance, March 31, 2021	-
Additions	5,876,266
Impairment	(341,248)
Balance, March 31, 2022 and September 30, 2022	5,535,018

During the year ended March 31, 2022, the Company recognized goodwill of $103,911 in connection with the acquisition of SaltSpring Harvest, $237,337 in connection with the acquisition of Pulse, and $5,535,018 in connection to the acquisition of Beanfields. Goodwill is allocated to CGUs or a group of CGUs, which generally corresponds to the Company's product lines and manufacturing operations.

As at March 31, 2022, management determined that the carrying value of the SaltSpring and Pulse Kitchen CGU exceeded its recoverable amount. Impairment of $341,248 was recognized on the SaltSpring/Pulse Kitchen CGU, and fully allocated to goodwill and recorded in impairment of goodwill and intangible assets in the consolidated statements of loss and comprehensive loss.

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2022 ($)	March 31, 2022 ($)
Trade payables	2,146,435	1,527,439
Accrued liabilities	545,631	951,756
Payroll liabilities	256,802	149,398
	2,948,868	2,628,593

12. PROMISSORY NOTE

The Company issued USD$400,000 in promissory notes as part of the consideration for the Beanfield's acquisition which closed on February 15, 2021.

At issuance, the fair value of the promissory notes was $490,967 ($US392,899), discounted using the effective interest rate of 7.22%. At September 30, 2022 the notes have a fair value of $542,334. For the three and six months ended September 30, 2022 the Company has accrued interest expense of $9,314 and $18,602, respectively.

13. FUTURE RECEIPT ADVANCE

On September 28, 2022, the Company entered into a financing agreement pursuant to which the Company agreed to sell certain future trade receipts in the aggregate amount of USD$230,400. Net proceeds from this transaction were USD$150,000 and were net of an initial financing fee of USD$10,000. Under the terms of the agreement, borrowings are payable in equal weekly installments of USD$9,600 over a term of 24 weeks. At September 30, 2022, the unpaid balance remaining under the loan was $219,312 (USD$160,000) net of unamortized note discount of $96,497 (USD$70,400).

(Expressed in Canadian dollars)

14. RIGHT OF USE ASSETS AND LEASE LIABILITY

Building

On December 10, 2020, the Company entered into a lease agreement for a building. The lease term commenced on January 1, 2021 and expired on July 31, 2022. The Company has recently signed a new lease agreement which commences on October 1, 2022 with a term of 36 months and a monthly rental fee of $3,404. Pursuant to the terms of the new lease agreement, the Company paid a security deposit of $9,726 which is included with prepaids as at September 30, 2022.

Pursuant to the acquisition of Pulse, the Company acquired a lease agreement for an industrial food mixer. From the date of acquisition, there is a 20-month term remaining on the lease. The Company is committed to a monthly lease payment of $1,482.

Right-of-Use Assets	($)
Cost	
Balance, March 31, 2021	100,739
Additions	24,364
Depreciation expense	(82,864)
Balance, March 31, 2022	42,239
Depreciation expense	32,493
Balance, September 30, 2022	**9,746**
Net carrying value:	
At March 31, 2022	42,239
At September 30, 2022	**9,746**

At September 30, 2022, the Company's lease obligation related to its right of use assets is as follows:

Lease Obligations	($)
Cost	
Balance, March 31, 2021	88,290
Additions	24,364
Principal payments	(90,371)
Interest expense	10,670
Balance, March 31, 2022	32,953
Principal payments	(22,717)
Interest expense	1,995
Balance, September 30, 2022	**12,231**
Which consists of:	
Current portion	12,231
Long-term portion	-
	12,231

(Expressed in Canadian dollars)

At September 30, 2022, the Company is committed to minimum lease payments as follows:

Maturity Analysis	Building
Less than one year	54,183
One to five years	83,904
Total undiscounted lease liabilities	**138,807**

Amounts recognized in profit or loss	
Interest on lease liabilities	1,032
Expenses related to variable lease payments not included in lease liabilities	-
Total amounts recognized in profit or loss	**1,032**

Amounts recognized in the statement of cash flows	
Total cash outflow for leases	**4,445**

15. SECURED CONVERTIBLE DEBENTURE

On September 16, 2022 (the "Issue Date"), the Company completed a secured convertible debenture financing for proceeds of $250,000. The convertible debenture has a term of two years, bears interest at a rate of 10% per annum and is convertible to common shares of the Company at the option of the holder at a conversion price of $0.075 per share. Interest is payable quarterly in arrears during the first year and monthly in arrears during the second year after the Issue Date.

The fair value of the liability component of the convertible debt at the time of issue was calculated as the discounted cash flows assuming a 15% discount rate, which was the estimated rate for a similar instrument without a conversion feature. The fair value of the equity component (the conversion feature) was determined at the time of issue as the difference between the face value and the fair value of the liability component. The liability component will be accreted over the life of the instrument.

	September 30, 2022 ($)	September 30, 2021 ($)
Proceeds from issue of convertible debentures	250,000	-
Liability component at date of issue	228,256	-
Amount classified as equity	21,744	-

At September 30, 2022 the carrying amount of the liability component is as follows:

	September 30, 2022 ($)	September 30, 2021 ($)
Liability component at date of issue	228,256	-
Interest charged (using effective interest rate)	1,313	-
Interest accrued	(959)	-
Carrying amount of liability component	228,610	-

The interest expensed for the period is calculated by applying an effective interest rate of 15% to the liability component for the period since the convertible debenture was issued. The liability component is measured at amortized cost. The difference between the carrying amount of the liability component at the date of issue and the amount reported as at September 30, 2022 reflects the effective interest rate less interest accrued to that date.

16. SHARE CAPITAL

Common shares

Authorized

The Company is authorized to issue an unlimited number of shares of common shares without par value.

Issued and outstanding

As at September 30, 2022, there were 33,784,499 (March 31, 2022 – 29,937,817) common shares issued and outstanding. Details of the common shares issued are as follows:

For the six months ended September 30, 2022:

a) On April 13, 2022, the Company issued 600 common shares pursuant to the exercise of warrants with a weighted average exercise price of $0.20 for total proceeds of $120.

b) On June 8, 2022, the Company entered into a mutual full and final release agreement with its contract CEO and agreed on a settlement payment of $125,000 through the issuance of 500,000 common shares at a deemed price of $0.25 per share.

c) On June 24, 2022, the Company issued 114,871 common shares with an estimated fair market value of $26,996 or $0.235 per share in exchange for marketing services received.

d) On July 6, 2022, the Company completed a non-brokered private placement for gross proceeds of $170,000 through the issuance of 434,783 common shares a price of $0.23 and 350,000 common shares at a price of $0.20 per share.

e) On August 5, 2022, the Company entered into a settlement agreement with an arm's length third party for the settlement of $191,429 in debt for services previously provided through the issuance of 1,519,274 common shares at a deemed price of $0.126 per share.

f) On August 31, 2022, the Company entered into a settlement agreement with an arm’s length third party for the settlement of $55,630 in debt for services previously provided though the issuance of 927,154 common shares at a deemed price of $0.06 per share.

For the year ended March 31, 2022:

a) On May 26, 2021, the Company completed its initial public offering and issued 5,750,000 units at price of $0.50 per unit for gross proceeds of $2,875,000. Each unit consists of one common share and one warrant with each warrant exercisable into one common share at an exercise price of $1.00 until expiry on May 26, 2022. Using the residual method, the warrants have been determined to have a value of $Nil. In conjunction with the IPO, the Company issued a total of 615,000 units to finders under the same terms of the IPO. In addition, the Company also paid $20,000 in cash commissions, $166,995 in legal fees and $18,000 in accounting fees.

b) On May 26, 2021, the Company issued 175,000 common shares with a fair value of $87,500 to directors and consultants for services rendered.

c) On May 26, 2021, the Company issued an aggregate of 15,000 common shares with a fair value of $7,500 to certain directors and consultants of the Company for services rendered, which had been recorded as an obligation to issue shares during the year ended March 31, 2021.

d) On May 26, 2021, the Company issued 5,000 common shares with a fair value of $2,500 to Vegan in connection to the asset purchase agreement dated February 28, 2021.

e) On June 3, 2021, the Company issued 100,000 units upon the conversion of $63,000 convertible debt. Each unit consists of one common share and one warrant. Each warrant is exercisable into one common share at an exercise price of $1.00 until May 26, 2022.

f) On August 4, 2021, the Company issued 28,409 common shares pursuant to the Saltspring Harvest Acquisition. The shares were valued at $35,510 as determined by the market value of the Company's shares on the acquisition date.

g) On October 15, 2021, the Company issued 50,000 common shares pursuant to the Pulse Kitchen Acquisition. The shares were valued at $61,000 as determined by the market value of the Company's shares on the acquisition date.

h) On November 8, 2021, the Company closed a non-brokered private placement and issued 1,250,000 units at a price of $1.00 per unit for gross proceeds of $1,250,000. Each unit consists of one common share and one warrant exercisable at $1.35 per share until expiry on November 8, 2024. Using the residual method, the warrants have been determined to have a value of $Nil. In connection with the private placement, the Company issued 125,000 finder's units on the same terms as the placement units. The fair value of the warrants attached to the finders' units was determined to be $85,946. In addition, the Company issued 125,000 broker's warrants exercisable to acquire shares at a price of $1.00 per share until November 8, 2024, with a fair value of $93,092.

i) On February 26, 2022, the Company issued 8,000,000 common shares with a fair value of $7,760,000 pursuant to the Beanfields acquisition. In connection with the acquisition, the Company also issued 564,000 common shares with a fair value of $394,800 as finders fees.

j) On March 9, 2022, the Company completed a private placement of 1,439,143 units at a price of $0.70 per unit for gross proceeds of $1,007,400. Using the residual method, the warrants have been determined to have a value of $Nil. Each unit consists of one common share and one warrant exercisable at $1.00 per share until expiry on March 9, 2025. In conjunction with the private placement, the Company issued 57,760 broker warrants exercisable to acquire shares at a price of $0.70 per share until March 9, 2025, with a fair value of $27,534. In addition, the Company also paid $40,431 in finders' fees.

k) On March 31, 2022, the Company completed a private placement of 619,379 units at a price of $0.70 per unit for gross proceeds of $433,565. Using the residual method, the warrants have been determined to have a value of $61,938. Each unit consists of one common share and one warrant exercisable at $1.00 per share until expiry on March 31, 2025. common share and one warrant exercisable at $1.00 per share until expiry on March 9, 2025. In conjunction with the private placement, the Company issued 39,762 broker warrants exercisable to acquire shares at a price of $0.70 per share until March 9, 2025, with a fair value of $14,265. In addition, the Company also paid $29,640 in finders' fees.

l) During the year ended March 31, 2022, the Company issued 107,504 common shares for marketing services in the value of $80,000.

m) During the year ended March 31, 2022, the Company issued 2,078,882 common shares pursuant to the exercise of warrants with a weighted average exercise price of $0.70 for total proceeds of $1,458,618.

Stock options

The Company has an incentive stock option plan whereby share purchase options may be granted to directors, officers, employees and consultants of the Company. The total number of unissued shares available for eligible persons to acquire pursuant to options granted under the plan shall not exceed

750,000 shares as at the grant date. Options are granted with exercise prices at the market price or higher at the date of the grant, less any discounts permitted by regulatory authorities. Unless otherwise determined by the board, options will vest over four years, with 25% vesting on the first anniversary of the grant date and 6.25% vesting every three months thereafter, until the vesting of the last 6.25% occurs on the fourth anniversary of the grant date.

For the six months ended September 30, 2022:

a) On April 13, 2022, the Company granted 200,000 stock options with an exercise price of $0.59, vesting immediately on grant, expiring on April 13, 2024. The fair value of the stock options was $72,018 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 122%, risk-free interest rate of 2.34%, expected life of 2 years, exercise price of $0.59, a dividend yield of 0%, and a share price of $0.58.

For the year ended March 31, 2022:

a) On May 26, 2021, the Company granted 50,000 stock options with an exercise price of $0.50, vesting immediately on grant, expiring on April 30, 2023. The fair value of the stock options was $2,826 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 100%, risk-free interest rate of 0.44%, expected life of 2 years, exercise price of $0.50, a dividend yield of 0%, and a share price of $1.26.

b) On May 26, 2021, the Company granted 50,000 stock options with an exercise price of $0.50, vesting over six months, expiring on May 26, 2023. The fair value of the stock options was $48,785 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 124%, risk-free interest rate of 0.44%, expected life of 2 years, exercise price of $0.50, a divided yield of 0%, and a share price of $1.26.

c) On June 28, 2021, the Company granted 22,000 stock options with an exercise price of $1.07, vesting immediately on grant, expiring on June 28, 2023. The fair value of the stock options was $13,596 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 113%, risk-free interest rate of 0.44%, expected life of 2 years, exercise price of $1.07, a dividend yield of 0%, and a share price of $1.07.

d) On July 6, 2021, the Company granted 20,000 stock options with an exercise price of $1.10, vesting immediately on grant, expiring on July 6, 2023. The fair value of the stock options was $13,046 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 122%, risk-free interest rate of 0.46%, expected life of 2 years, exercise price of $1.10, a dividend yield of 0%, and a share price of $1.07.

e) On September 9, 2021, the Company granted 147,500 stock options with an exercise price of $1.120, vesting immediately on grant, expiring on September 9, 2023. The fair value of the stock options was $102,192 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 123%, risk-free interest rate of 0.40%, expected life of 2 years, exercise price of $1.12, a dividend yield of 0%, and a share price of $1.12.

f) On September 13, 2021, the Company granted 2,500 stock options with an exercise price of $1.15, vesting immediately on grant, expiring on September 13, 2023. The fair value of the stock options was $1,880 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 123%, risk-free interest rate of 0.40%, expected life of 2 years, exercise price of $1.15, a dividend yield of 0%, and a share price of $1.12.

g) On September 14, 2021, the Company granted 25,000 stock options with an exercise price of $1.15, vesting immediately on grant, expiring on September 13, 2023. The fair value of the stock options was $18,799 using the Black-Scholes Options Pricing model with the following assumptions:

(Expressed in Canadian dollars)

volatility of 123%, risk-free interest rate of 0.40%, expected life of 2 years, exercise price of $1.15, a dividend yield of 0%, and a share price of $1.12.

A summary of stock option activity for the six months ended September 30, 2022 and the year ended March 31, 2022 is as follows:

	Number of Options (#)	Weighted average exercise price ($)
Outstanding, March 31, 2021	-	-
Granted	317,000	0.93
Outstanding, March 31, 2022	317,000	0.93
Granted	200,000	0.59
Expired	(40,000)	1.12
Outstanding and exercisable, September 30, 2022	**477,000**	**0.66**

Details of the options outstanding and exercisable as at September 30, 2022 are as follows:

Expiry date	Number of Options Outstanding (#)	Number of Options Vested (#)	Exercise price ($)
May 26, 2023	100,000	100,000	0.50
June 28, 2023	22,000	22,000	1.07
July 6, 2023	20,000	20,000	1.10
September 9, 2023	117,500	117,500	1.12
September 14, 2023	30,000	30,000	1.19
April 12, 2024	200,000	200,000	0.59
Balance, September 30, 2022	**477,000**	**477,000**	**0.66**

Warrants

A summary of warrant activity for the six months ended September 30, 2022 and the year ended March 31, 2022 is as follows:

	Number of warrants (#)	Weighted average exercise price ($)
Outstanding, March 31, 2021	8,180,000	0.59
Issued	13,621,044	0.69
Exercised	(2,078,882)	0.28
Outstanding, March 31, 2022	19,722,162	0.65
Issued	3,500,000	0.07
Expired	(5,776,078)	1.00
Exercised	(600)	0.20
Outstanding and exercisable, September 30, 2022	**17,445,484**	**0.41**

For the six months ended September 30, 2022:

a) On May 26, 2022, 5,776,078 warrants related to the IPO expired.

b) On April 12, 2022, the Company issued 600 common shares pursuant to the exercise of warrants with a weighted average exercise price of $0.20 for total proceeds of $120.

c) On September 23, 2022, the Company announced the signing of a consulting agreement with Countryman Investments Limited, represented by Dave Richardson as a strategic advisor, pursuant to which the Company issued 3,500,000 share purchase warrants as compensation. Each warrant is exercisable to acquire one common share at a price of $0.07 per common share for a period of three years from issuance. The fair value of the warrants was determined to be $177,755 using the Black-Scholes Options Pricing model with the following assumptions: volatility of 122%, risk-free interest rate of 3.76%, expected life of 3 years, exercise price of $0.07, a dividend yield of 0%, and a share price of $0.07.

For the year ended March 31, 2022:

a) On May 26, 2021, the Company granted 5,750,000 warrants as part of the units issued pursuant to the IPO. An additional 615,000 warrants were issued as a finder's fee. Each warrant is exercisable into one common share at an exercise price of $1.00 until May 26, 2022. The finder's warrants had a grant date fair value of $0.6184 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 113%; risk-free interest rate of 0.30% and expected life of one year. During the year ended March 31, 2022, the Company recorded $74,654 as share issuance costs relating to these warrants.

b) On May 31, 2021, the Company granted 3,000,000 warrants pursuant to the conversion of convertible debt with each warrant exercisable into one common share at an exercise price of $1.00 until May 26, 2022.

c) On June 3, 2021, the Company granted 100,000 warrants as part of the units issued pursuant to the conversion of convertible debt; each warrant is exercisable into one common share at an exercise price of $1.00 until May 26, 2022.

d) On August 5, 2021, the Company granted 50,000 warrants in exchange for marketing services. Each warrant is exercisable into one common share at an exercise price of $1.00 until May 26, 2023. The warrants had a grant date fair value of $0.688 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 126%; risk-free interest rate of 0.41% and expected life of one year. During the year ended March 31, 2022, the Company recorded $34,430 as share-based compensation relating to these warrants.

e) On September 1, 2021, the Company granted 200,000 warrants for consulting services. Each warrant is exercisable into one common share at an exercise price of $1.00 until September 9, 2026. The warrants had a grant date fair value of $0.771 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 129%; risk-free interest rate of 0.79% and expected life of five years. During the year ended March 31, 2022, the Company recorded $154,201 as share-based compensation relating to these warrants.

f) On November 8, 2021, the Company granted 1,375,000 warrants as part of the units issued pursuant to a private placement. Each warrant is exercisable into one common share at an exercise price of $1.35 until November 8, 2024. The finder's warrants had a grant date fair value of $0.6876 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 109%; risk-free interest rate of 1.17% and expected life of three years. Another 125,000 warrants were issued as a finder's fee in relation with this private placement. Each of these additional warrants is exercisable into one common share at an exercise price of $1.00 until November 8, 2024. The finder's warrants had a grant date fair value of $0.7447 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: no expected dividends; volatility of 109%; risk-free interest rate of 1.17% and expected life of three years. During the year ended March 31, 2022, the Company recorded $179,038 as share issuance costs relating to these warrants.

(Expressed in Canadian dollars)

g) On November 13, 2021, the Company issued 250,000 warrants to James Pakulis, Chief Executive Officer exercisable at a price of $2.00 per warrant until November 13, 2025. The warrants had a grant date fair value of $0.6552 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 114%; risk-free interest rate of 1.21% and expected life of four years. During the year ended March 31, 2022, the Company recorded $163,788 as share-based compensation relating to these warrants.

h) On March 9, 2022, the Company granted 1,439,143 warrants pursuant to a private placement. The warrants are exercisable at $1.00 per share until expiry on March 9, 2025. Another 57,760 warrants were issued as a finder's fee in relation with this private placement. Each of these additional warrants is exercisable into one common share at an exercise price of $0.70 until March 9, 2025. The finder's warrants had a grant date fair value of $0.4767 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 113%; risk-free interest rate of 1.45% and expected life of three years. During the year ended March 31, 2022, the Company recorded $27,534 as share issuance costs relating to these warrants.

i) On March 9, 2022, the Company granted 619,379 warrants pursuant to a private placement. The warrants are exercisable at $1.00 per share until expiry on March 31, 2025. Another 39,762 warrants were issued as a finder's fee in relation with this private placement. Each of these finder's warrants is exercisable into one common share at an exercise price of $0.70 until March 31, 2025. The finder's warrants had a grant date fair value of $0.3587 per warrant determined using the Black-Scholes Options Pricing model with the following assumptions: dividend yield of 0%; volatility of 113%; risk-free interest rate of 2.17% and expected life of three years. During the year ended March 31, 2022, the Company recorded $14,265 as share issuance costs relating to these warrants.

As at September 30, 2022, the Company had outstanding share purchase warrants as follows:

Number of warrants	Exercise price	Expiry date
2,181,120	$1.00	December 17, 2022
2,650,000	$1.00	May 26, 2023
196,070	$0.20	December 17, 2022
429,750	$1.00	January 8, 2023
2,500	$0.20	January 8, 2023
1,230,000	$0.20	May 26, 2023
150,000	$0.50	May 26, 2024
1,375,000	$1.35	November 8, 2024
125,000	$1.00	November 8, 2024
1,439,143	$1.00	March 9, 2025
57,760	$0.70	March 9, 2025
619,379	$1.00	March 31, 2025
39,762	$0.70	March 31, 2025
3,000,000	$0.50	December 21, 2025
200,000	$0.90	October 7, 2026
250,000	$2.00	December 22, 2025
3,500,000	$0.07	September 26, 2025
17,445,484		

The weighted-average remaining contractual life of warrants outstanding at September 30, 2022 was 1.93 years.

17. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties and related party transactions impacting the condensed consolidated interim financial statements are summarized below.

(Expressed in Canadian dollars)

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. Key management personnel comprise officers and directors of the Company.

Remuneration attributed to key management personnel for the three and six months ended September 30, 2022 and 2021:

	Three months ended September 30,		Six months ended September 30,	
	2022 ($)	2021 ($)	**2022 ($)**	2021 ($)
Management fees	24,000	142,997	48,000	208,377
Professional fees	-	7,493	22,721	59,610
Share-based payments	135,000	60,131	375,000	142,402
	159,000	210,621	445,721	410,389

Other compensation

During the three and six months ended September 30, 2022, the Company incurred salaries and wages of $16,153 and $26,900, respectively (2021 - $16,515 and $26,422, respectively) from an individual related to the CEO of the Company.

Due to related parties

As at September 30, 2022, due to related parties of $22,526 (March 31, 2022 - $13,208) consisted of expense reimbursements and accounts payable and accrued liabilities. These amounts are due on demand, unsecured and non-interest-bearing.

Restricted Share Units

Upon completion of the RTO on December 21, 2020, the Company granted 3,000,000 restricted share units ("RSU"s) to the CEO of the Company. The RSUs had a fair value of $0.20 at time of grant and expire on December 21, 2024 (the "Expiry Date"). The RSUs vest on revenue related performance conditions as follows:

a) 1,000,000 RSUs if in any rolling 12 months following the grant date of the RSUs until December 21, 2024, the annual gross sale revenues of the Company exceed $2,000,000;

b) 1,000,000 RSUs if in any rolling 12 months following the grant date of the RSUs until December 21, 2024, the annual gross sale revenues of the Company exceed $4,000,000; and

c) 1,000,000 RSUs if in any rolling 12 months following the grant date of the RSUs until December 21, 2024, the annual gross sale revenues of the Company exceed $8,000,000.

The performance conditions are not related to the market price of the equity instruments of the Company and, as a result, they are non-market performance conditions. Following the completion of the Beanfields acquisition on February 15, 2022 management determined that it is probable that gross sales will exceed $8,000,000 before the Expiry Date and therefore the Company has recognized a share-based payment expense of $135,000 and $270,000 for the three and six months ended September 30, 2022 ($nil in 2021).

(Expressed in Canadian dollars)

18. ECONOMIC DEPENDENCE

For the six months ended September 30, 2022, $1,425,367 or 66% of the Company's revenue was earned from two key customers. For the six months ended September 30, 2021, $90,756 or 71% of the Company's revenue was earned from one key customer.

	2022 ($)	2021 ($)
Customer A	1,034,696	90,756
Customer B	390,671	-
	1,425,367	90,756

19. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to support its business plan, as well as to ensure that the Company is able to meet its financial obligations as they become due. The capital structure consists of components of shareholders' equity and loans due to related parties.

The basis for the Company's capital structure is dependent on the Company's expected business growth and changes in business environment. To maintain or adjust the capital structure, the Company may issue new shares, incur debt or return capital to shareholders.

The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management during the six months ended September 30, 2022.

20. FINANCIAL INSTRUMENT RISK MANAGEMENT AND LIQUIDITY

The Company is exposed in varying degrees to a variety of financial instrument related risks. The main types of risk are credit risk, liquidity risk and market risk, which is the risk of loss that may arise from changes in market factors such as foreign currency exchange, interest rates and equity price risk. These risks arise throughout the normal course of operations and all transactions are undertaken as a going concern. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Management has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. Management reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous reported periods unless otherwise stated in the note. The overall objective of management is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company is subject to credit risk on its cash and accounts receivable. The Company limits its exposure to credit loss on cash by placing its cash with a high-quality financial institution. The Company has concentrations of credit risk with respect to accounts receivable as large amounts of its accounts receivable are concentrated amongst a small number of customers. As at September 30, 2022, The Company has 53% (2021 – 43%) of its accounts receivable outstanding from one customer.

The Company performs credit evaluations of its customers but generally does not require collateral to support accounts receivable. The Company has certain amounts of aged trade receivables that are not deemed impaired as follows:

	September 30, 2022 ($)	September 30, 2021 ($)
1 - 60 days	95,730	208,377
61 - 90 days (past due)	-	59,610
Over 90 days (past due)	12,096	145,492
Total	107,826	413,479

Liquidity risk

Liquidity risk arises from the Company's general and capital financing needs. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities, when feasible.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The interest earned on cash is insignificant and the Company does not rely on interest income to fund its operations. The Company has an outstanding convertible promissory note at a fixed interest rate. As a result, the Company is not significantly exposed to interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of a change in foreign exchange rates. The Company is primarily exposed to foreign currency risk related to the operations of its U.S. subsidiary. The Company does not use derivative instruments to hedge its exposure to this risk.

The statements of financial position include the following amounts expressed in Canadian dollars with respect to financial assets and liabilities which are denominated in U.S. dollars:

	September 30, 2022 ($)	September 30, 2021 ($)
Accounts receivable and other receivables	520,119	-
Accounts payable and accrued liabilities	1,296,297	-
Promissory note	542,334	-
Total	1,318,512	-

(Expressed in Canadian dollars)

Fair Value

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of their issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, convertible debt and due to related parties. Cash is measured at fair value on a recurring basis using level 1 inputs. The carrying value of the Company's financial instruments carried at amortized cost approximate their fair values due to their short-term maturities.

21. SEGMENTED INFORMATION

The Companies reportable operating segments are distinct business units that offer different products within the food industry. The Company has four reportable operating segments: corporate, snacks, entrees, and appetizers. During the comparable period ended September 30, 2021, the company operated as a single operating segment.

Six months ended, September 30, 2022	**Corporate ($)**	**Snacks ($)**	**Entrees ($)**	**Appetizers ($)**	**Total ($)**
Sales	-	2,002,434	90,160	57,643	2,150,237
Net loss	467,846	596,640	747,109	67,665	1,879,260
Total assets	105,681	10,065,629	346,797	84,379	10,602,486
Capital expenditures	-	2,104	-	-	2,104

Geographically, the company has operated in Canada and the United States ("U.S.") since the acquisition of Beanfields on February 11, 2022. The following is selected information for the three and six months ended September 30, 2022 based on the geographic segments (no U.S. operations during comparable period).

Six months ended, September 30, 2022	**Canada ($)**	**U.S. ($`)**	**Total ($)**
Sales	147,803	2,002,434	2,150,237
Net loss	1,282,620	596,640	1,879,260
Total assets	536,857	10,065,629	10,602,486
Capital expenditures	-	2,104	2,104

22. COMMITMENTS

On October 18, 2021, the Company entered into a marketing agreement for a monthly fee of $22,500 for a period of twelve months. As of September 30, 2022, $135,000 (2021 - $nil) is recorded in accounts payable and accrued liabilities.

On February 15, 2022, the Company entered into a compensation agreement consisting of a referral fee of US$92,000 and 564,000 common shares (issued) and a monthly fee of US$5,000 and 25,000 common shares for a period of one year. As of September 30, 2022, US$97,000 (CDN$121,211) (2021 - $nil) is recorded in accounts payable and accrued liabilities.

On September 28, 2022, the Company entered into an agreement for the purchase and sale of future receipts with a U.S. financial institution for net proceeds of USD$150,000. Pursuant to the terms of the agreement, the Company will pay USD$230,400 through 24 biweekly payments of USD$9,600.

23. SUBSEQUENT EVENTS

a) On November 3, 2022, the Company announced that it has arranged a non-brokered private placement to raise up to up to $500,000 through the issuance of up to 10,000,000 units (each a "Unit") at a price of $0.05 per Unit. Each Unit will comprise of one common share and one share purchase warrant (a "Warrant"). Each Warrant shall be exercisable to acquire one common share for a period of 12 months.