Boosh Plant-Based Brands Inc.

Management's Discussion and Analysis

For fiscal years ended March 31, 2023 and 2022

The following discussion and analysis is prepared as of December 20, 2023, and should be read in conjunction with the consolidated financial statements of Boosh Plant-Based Brands Inc. (the "Company" or "BPBB") for the fiscal years ended March 31, 2023 and 2022 which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the notes thereto.

Forward Looking Information

Certain statements in this report are forward-looking statements which reflect management's expectations regarding future growth, results of operations, performance, business prospects and opportunities, the Company's ability to meet financial commitments and its ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, the global economic environment, and the Company's ability to manage its operating costs, may prove to be incorrect. A number of risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Some of the risks which could affect future results and could cause results to differ materially from those expressed in the forward-looking statements contained herein include:

- Limited Operating History
- Regulatory Risks
- Permits and Governmental Regulations
- Supply and Demand Risk
- Reliance on Third-Party Suppliers
- Reliance on Third-Party Co-Packer
- Third-Party Supplier Compliance
- Limited Number of Distributors
- Transportation Providers
- Competition
- Damage to the Company's Reputation
- Maintaining the Brand
- Food Safety and Illness Incidents
- Product Innovation and Development
- Acquiring and Retaining Customers
- Changing Consumer Preferences
- Ingredient and Packing Costs
- Reliance on Management
- Operational Risks
- COVID-19 Pandemic Risks
- Intellectual Property Protection
- Holding Company
- Conflicts of Interest

Company Overview

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 (note 5). As a result, Boosh became a wholly owned subsidiary of the Company, and the outstanding shares of Boosh were cancelled. 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 #103 - 6554 176 Street, Surrey, BC V3S 4G5. 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”.

Recent Developments

The Company continues to integrate and optimize the Beanfields subsidiary, which instantly became the Company’s primary asset following its acquisition in 2022. Beanfields produces a healthy, gluten-free, non-GMO, vegan, top eight allergen-free flavored bean-based chip. Beanfields' products include a broad offering of nine flavors, including Black Bean, Sour Cream and Onion, Fiery Hot and Nacho flavors capitalizing on the industry trends of 'better for you' in the salty snack category and have quickly gained popularity in stores in the U.S. and Canada.

Despite operational challenges, the Company remains committed to Beanfields and sees tremendous opportunity to grow this brand. The Company consistently has orders in excess of $1 million per month for Beanfields product but has been constrained by operational and financial limitations which Have negatively impacted the Company’s ability to ramp up production commensurate with the demand for Beanfield’s products.

Throughout the year, the Company has initiated several cost cutting measures to reduce cash burn, improve operational efficiency, and reduce overhead at Beanfields, including:

- The closure of a small production facility in Penticton, British Columbia which was acquired through the Pulse Kitchen acquisition due to unprofitable operations;
- Switching to a primary spice ingredient supplier to reduce shipping costs and increase purchasing power through consolidation;
- Focusing Beanfields production on top selling products; and
- Reduction of labour costs by eliminating redundant positions and fulfilling roles with existing staff and management.

In addition to the above initiatives, the Company has also successfully and strategically raised capital over the past year to protect and maintain the Beanfields brand.

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.

On December 20, 2022, the Company entered into a loan agreement with two arm’s length parties (the “Lenders”) whereby the Lenders agreed to advance the Company up to $500,000, funded in tranches. As part of the agreement, the Lenders will also be advising the Company on various capital market strategies to drive shareholder value. Proceeds from this financing have primarily been used to maintain production at Beanfields.

On January 9th 2023, the Company closed on subscriptions of $330,000 through the issuance if of 6,600,000 common shares at a price of $0.05 per share, including $100,000 from the Company's CEO Connie Marples.

Most recently, and subsequent to year end, the The company has secured a Licensing agreement for the sale and distribution of Beanfields Chips in the US. Under the terms of the agreement, the Company sells the finished product to Licensor for all related cost of goods plus 7%. The Licensor pays in advance for all related costs which results in the Company receiving a fixed margin with no capital risk or investment required. Additionally, the Licensor pays USD$40,000 per year to maintain the license and has agreed to provide a line up credit of up to USD$950,000 to cover Beanfields working capital requirements.

The Company believes that the cash flow generated from this agreement will allow operations to scale up and achieve production volumes that will support profitable operations in Canada and export to new and existing global markets. The first production run supported by the licensing agreement is expected to occur in the current month and will scale up in early 2024. The ability to commence production was impacted by the availability of bean grits which is the core ingredient in Beanfield's production. This issue has been now been alleviated with the addition of a new Canadian supplier and US co-manufacturer.

In Canada our products are sold through Loblaws, Sobeys, direct and channels and with independent distributors that serve natural channels. Historically Beanfield sold in Mexico, the Middle East Australia and South America.

Our distributor Specialty Foods in Mexico has already placed its first purchase order and is agreeing to prepay for their orders upon production. Previous accounts they serviced and will open again are in Cabo San Lucas, and the Yucatan Peninsula (Cancun and Playa Del Carmen. Additionally, they service the airports. A secondary Distributor is in the works of being set up to cover the West Coast focusing on Puerto Vallarta and surrounding tourist areas.

Previously, four different distributors imported Beanfields into the Middle East with a particular focus on Dubai. The Company has made progress re-establishing these contacts with the first distributor ready to launch in the near future. Distributors in Australia are also waiting for product and are willing prepay once production volumes are restored.

We have outsourced our logistics and supply chain management to Storied Health Partners in Ontario who are experienced operators. Our management team will work with them to execute and oversee operations at Beanfields including production, logistics and distribution. Additionally, they are very experienced with online marketing and sales and they have demonstrated past successes in the online space.

The Company also announced Marion McGrath resigned as officer and corporate secretary, and Robert Hall, advisor to the company, was appointed as officer and Frank Kordy was appointed as corporate secretary. The current Board of Directors consists of Connie Marples, Lance Marples and David Coburn Board with Rob Hall acting as an officer.

Results of Operations

Fiscal 2023 Financial Performance Highlights

The following table presents the consolidated financial information for the periods indicated. The summary financial information for the years ended March 31, 2023 and 2022 have been derived from the audited consolidated financial statements, prepared in accordance with IFRS.

	2023	2022	$ Change
Sales	**$ 2,662,134**	$ 684,044	$ 1,978,090
Cost of sales	**3,739,375**	(830,568)	4,569,943
Gross profit	**(1,077,241)**	(146,524)	(930,717)
Operating expenses			
Amortization	**10,500**	86,174.0	(75,674)
Depreciation	**656,893**	111,565	545,328
General and administrative expenses	**598,920**	509,472	89,448
Marketing and sales	**1,044,737**	3,635,723	(2,590,986)
Management fees	**424,000**	139,112	284,888
Professional fees	**449,767**	531,376	(81,609)
Rent	**49,028**	47,767	1,261
Research and development	**7,908**	62,642	(54,734)
Salaries and beneifts	**875,639**	673,016	202,623
Share-based payments	**387,798**	755,373	(367,575)
Total operating expenses	**4,505,190**	6,709,979	(2,204,789)
Loss from operations	**(5,582,431)**	(6,856,503)	1,274,072
Other items			
Accretion expense	**(21,336)**	(5,728)	(15,608)
Foreign exchange gain	**(18,913)**	157,759	(176,672)
Finance income (cost)	**(476,458)**	-	(476,458)
Interest expense	**(246,831)**	-	(246,831)
Transaction cost	**-**	(42,231)	42,231
Beanfields acquisition cost	**-**	(691,663)	691,663
Loss on disposal of equipment	**(12,002)**	-	(12,002)
Loss on debt settlement	**(245,894)**	-	(245,894)
Impairment	**(8,209,074)**	(455,041)	(7,754,033)
Other income (loss)	**(9,230,508)**	(1,207,085)	(8,023,423)
Net loss	**(14,812,939)**	(8,063,588)	(6,749,351)
Cumulative translation adjustment	**123,185**	87,008.00	36,177
Net loss and comprehensive loss	**$ (14,689,754)**	$ (7,976,580)	$ (6,713,174)
Loss per share, basic and diluted	**$ (0.22)**	$ (0.46)	$ 0.24

Revenue and gross margin

Revenue and gross profit for the fiscal year ended March 31, 2023, were $2,662,134 and negative $1,077,241, respectively (2022 - $684,044 and negative gross profit of $146,524, respectively). The substantial increase in revenues relative to the prior period is primarily attributable to a full year contribution of Beanfields sales during the period which was acquired late in the previous fiscal period.

On February 16, 2022, the Company completed the acquisition of Beanfields which generated revenue of $2,432,829 during the year ended March 31, 2023 versus $301,229 from the date of acquisition in the prior period to period end.

The Company's gross profit margin of (1,077,241) for the fiscal year ended March 31, 2023 reflects cost inefficiencies related to the Beanfields acquisition. The Company continues to focus on cost cutting measures to increase cash flow but has been unable to scale Beanfields operations to achieve profitability. Management believes that the recently announced US licensing transaction will provide the scale required to generate a positive gross margin from Beanfields.

Operating expenses

Total operating expenses for the fiscal year ended March 31, 2023 were $4,505,190 (2022 - $6,709,979). The overall decrease is primarily related to reductions in marketing and sales, professional fees, and share-based payments.

Marketing and sales

Marketing and sales is comprised of expenses incurred to promote the Company's brands to potential wholesale and retail customers, attend industry trade show events, and investor relation activities. Marketing and sales decreased to $1,044,737 during the fiscal year ended March 31, 2023 from $3,635,723 in 2022. The significant decrease is related to non-recurring expenses of approximately $3,000,000 related to initial investor relations activities following the Company's IPO during the prior period.

General and administrative expenses

General and administrative fees primarily consist of filing fees, insurance, travel expenses, dues and subscriptions, and general office expenses. The year-over-year increase is primarily related to public company related expenses as the Company was not public for the full year in the comparable period.

Professional fees

Professional fees were $449,767 for the fiscal year ended March 31, 2023 versus $531,376 for the prior period. The decrease is primarily related to non-recurring legal and accounting expenses related to the four acquisitions completed during the previous period.

Salaries and benefits

Salaries and benefits were $875,639 during the fiscal year ended March 31, 2023 versus $673,016 during the prior period. The increase reflects full year compensation for Beanfields personnel.

Share-based payments

Share-based payment expense was $387,798 during the fiscal year ended March 31, 2023 versus $755,373 during the prior period. The decrease is due to few options granted in the current period versus the prior period, and prior period options granted at a higher exercise price during the prior period which results in a higher stock-based payment expense on a per option basis.

Management fees

Management fees were $424,000 for the fiscal year ended March 31, 2023 versus $139,112 during the prior period. The increase in the current period reflects compensation accrued for key management in the current period

Other items

Impairment

Other income (loss) is primarily comprised of Impairment expense of $8,209,074 for the fiscal year ended March 31, 2023 versus 455,041 during the prior year. During the current period, all remaining goodwill and intangible asset value associated with the Beanfields acquisition was written off based on the impairment analysis completed at year end.

Q4 2023 Financial Performance Highlights

	Q4 2023	Q4 2022	$ Change
Revenue	**$ (11,350)**	$ 472,157	$ (483,507)
Gross profit	**(1,136,204)**	(205,487)	(930,717)
Operating expenses	**1,012,860**	2,308,223	(1,295,363)
Loss from operations	**(2,123,188)**	(2,513,710)	390,522

Revenue

Revenue for the quarter ending March 31, 2023 was negative $11,350 versus $472,157 for the prior year. Due to cash flow limitations, the Company was not able to maintain Beanfields production at sufficient levels to avoid punitive chargebacks and deductions.

Gross profit

Gross profit was a negative $1,136,204 during the fourth quarter compared to a negative gross profit of $205,487 during the fourth quarter of the previous year. Profitability was negatively impacted during the quarter by the revenue deductions related to low volumes.

Operating expenses

Operating expenses were $1,012,860 during the fourth quarter compared to $2,308,223 during the fourth quarter of the previous year. The significant decrease is related to cost mitigation efforts in the current period and non-recurring expenses incurred in the prior period related to the acquisitions, additional marketing to promote the new brands, and non-recurring professional fees related to legal, accounting and consulting related to the acquisitions.

Summary of Quarterly Results

The table below sets forth selected results of operations for the Company's eight most recently completed quarters (in Canadian dollars). All figures are in accordance with IFRS.

Three months ended	**Total Revenues ($)**	**Net loss for the period ($)**	**Basic and fully diluted loss per share ($)**
March 31, 2023	(11,350)	(12,601,970)	(0.19)
December 31, 2022	523,247	(926,602)	(0.03)
September 30, 2022	700,850	(1,172,955)	(0.04)
June 30, 2022	1,449,387	(1,111,412)	(0.04)
March 31, 2022	472,157	(2,513,710)	(0.16)
December 31, 2021	84,606	(1,963,012)	(0.11)
September 30, 2021	94,267	(1,554,521)	(0.10)
June 30, 2021	33,014	(995,245)	(0.09)

Summary of Results During Prior Quarters

The Company has incurred losses over the last eight quarters as it continues to grow its operations and execute its long-term business strategy and build its business. Results have varied between these fiscal quarters principally because of the following:

- An impairment charge of $8,209,074 during the most recent quarter related to the intangible asset and goodwill initially booked related to the acquisition of Beanfields
- Completion of an RTO and IPO during 2020 resulting in increased costs as a reporting issuer
- Completion of multiple strategic acquisitions during 2021 and 2022 which include non-recurring acquisition costs, financing fees and referral fees
- Increased salaries and wages, professional fees and general and administrative expenses commensurate with the Company's rapid growth and transition to a public company

Capital Resources and Liquidity

The Company's capital currently consists of equity and working capital. Historically and prospectively, the Company's primary sources of liquidity and capital resources have been and will continue to be proceeds from the issuance of debt and common shares.

Based on the current level of operations and management's expected results of operations over the next 12 months, management believes that cash generated from operations in addition to cash on hand and anticipated future capital raises will be adequate to meet the Company's anticipated liquidity requirements, capital expenditures and working capital needs for the next 12 months. However, the Company cannot be certain that the business will generate sufficient cash flow from operations, that the Company's anticipated earnings from operations will be realized, or that future borrowings will be available or otherwise to enable the Company to service its indebtedness or to make anticipated capital expenditures. The Company's future operating performance and its ability to service its debt will be subject to future economic conditions and to financial, business and other factors, many of which are beyond the Company's control. See "Financial Risk Management" of this MD&A for a discussion of the risks related to the Company's liquidity and capital structure.

Cash Flows

The following table provides information regarding the Company's cash flows:

Increase (decrease) in cash for the fiscal year ended,		**March 31, 2023**		**March 31, 2022**
Operating activities	$	(1,540,255)	$	(6,438,344)
Investing activities		8,858		(298,841)
Financing activities		1,232,556		6,722,146
Impact of currency translation on cash		130,248		113,693
Total change in cash		(168,593)		118,654
Cash, beginning of the period		217,117		98,643
Cash, end of the period	$	48,524	$	217,117

At March 31, 2023, the Company had cash of $48,524 (March 31, 2022 - $217,117). The decrease in cash compared to March 31, 2022 was primarily due to cash obtained of $1,232,556 from financing activities which was offset by cash used in operating activities ($1,540,255).

Operating activities

Cash used in operating activities primarily consist of marketing and sales, professional fees, salaries and benefits and general and administrative expenditures. The significant decrease in the use of cash for operating activities for the fiscal year ended March 31, 2022 is mainly attributable to the decrease in operating expenses discussed above.

Investing activities

Cash proceeds of $10,958 for period ended March 31, 2023 were related to the disposition of equipment, as compared to cash used of $298,841 in the prior period related to the acquisitions of Saltspring Harvest and Pulse with an additional $67,313 invested in asset purchases.

Financing activities

Cash from financing activities for the fiscal period ended March 31, 2023 was $1,232,556 versus $6,722,146 during the prior period. During the current period, the Company received $387,500 from private placements, $350,000 from loan proceeds, $285,564 through the sale of future receipts and $250,000 from the issuance of convertible debt. These proceeds were offset against the repayment of lease principal of $40,628. During the prior period, the Company obtained $1,458,618 related to the exercise of warrants, $2,670,005 in proceeds from the IPO net of financing costs, $2,620,895 in proceeds from private placements and $63,000 from the issuance of convertible debt. These proceeds were offset against the repayment of lease principal of $90,371.

Off-Balance Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation to, such considerations as liquidity and capital resources that have not previously been disclosed.

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 March 31, 2023, The Company has 88% (2022 – 81%) of its accounts receivable outstanding from two key customers (Note 21).

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:

	March 31, 2023	March 31, 2022
1 - 60 days	$ 107,871	$ 234,559
61 - 90 days (past due)	38,647	345
Over 90 days (past due)	21,570	9,461
Total	$ 168,088	$ 244,365

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:

	March 31, 2023	March 31, 2022
Accounts receivable and other receivables	$ 160,029	$ 865,284
Accounts payable and accrued liabilities	(1,528,202)	(698,646)
Future receipts	(285,564)	-
Promissory note	(538,604)	(490,967)
Total	$ (2,192,341)	$ (324,329)

Transactions with Related Parties

Amounts due to related parties, including amounts due to key management personnel, at the period-end are unsecured, interest free and settlement generally occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

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 years ended March 31, 2022 and 2021 were as follows:

		March 31, 2023		March 31, 2022
Management fees	$	398,500	$	395,250
Consulting fees		109,338		-
Salaries and benefits		110,942		47,524
Share-based payments		278,464		187,401
	$	578,442	$	630,175

Other compensation

During the year ended March 31, 2023, the Company incurred salaries and wages of $60,000 (2022 - $52,685); management fees of $25,500 (2022 - $Nil); consulting fees of $17,000 (2022 - $Nil) and share-based payments of $12,762 (2022 - $3,090) with a individuals related to the President of the Company.

During the year ended March 31, 2023, 3,800,000 (2022 – Nil) common shares with a fair value of $253,000 (2022 - $Nil) were issued to related parties as consideration for management fees and 700,000 (2022 – Nil) common shares with a fair value of $59,500 were issued to related parties as consideration for consulting fees.

Due to related parties

As at March 31, 2023, due to related parties of $27,253 (2022 - $13,208) consisted of reimbursable expenses. These amounts are due on demand, unsecured and non-interest-bearing.

As at March 31, 2023, accounts payable and accrued liabilities included $88,006 (2022 - $31,565) owing to related parties for services provided. 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 (“RSUs”) to the President 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. The first condition was met during the year ended March 31, 2023 and therefore the Company issued 1,000,000 common shares to the President on March 22, 2023.

During the year ended March 31, 2022, following the completion of the Beanfields acquisition on February 15, 2022, management had 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 $66,000 in the period with a corresponding increase to reserves.

During the year ended march 31, 2023, management determined that the 2nd and 3rd performance conditions are unlikely to be met and therefore revised its estimate to recognize a share-based payment expense of $134,000 in the period, related to the 1st performance milestone only, with a corresponding increase to reserves.

Outstanding Share Data

At time of writing, the Company had 114,147,205 common shares outstanding, 13,341,044 warrants and 750,000 stock options outstanding.

Significant Accounting Policies

Revenue recognition

Revenue is recognized at the point in which the performance obligation under the terms of a contract with the customer have been satisfied and control has transferred. The Company's performance obligation is typically defined as the accepted purchase order with the customer which requires the Company to deliver the requested products at agreed upon prices at the time and location of the customer's choice. The Company satisfies its performance obligation and transfers control to the customer upon shipment. Billings rendered in advance of performance under contracts are recorded as deferred revenue.

Revenue is measured at the fair value of the consideration received or receivable, net of estimated returns and discounts. The time between invoicing and when payment is due is not significant. None of the Company's customer contracts, as at March 31, 2023, contains a significant financing component. The Company does not offer warranties or a right to return on the products it sells except in the instance of a product recall.

The Company routinely offers sales discounts and promotions through various programs to its customers and consumers. These programs include discounts, free samples to open new customer accounts or expand products sold to existing accounts, products as contest prizes on social media and other trade activities.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, demand deposits with financial institutions, and other short-term, highly liquid investments that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

Inventories and cost of sales

Inventories are recorded at lower of cost or net realizable value. The Company accounts for inventory using the FIFO (first-in-first-out) method. In addition to product cost, inventory costs include expenditures such as direct labor, supply and expenses and any third-party costs. Inventories are comprised primarily of raw materials, purchase costs and direct labor. The Company reviews the quantities and condition of the inventory on hand on a regular basis and records a provision for spoiled inventory when it's incurred. Any write-down recorded of inventory is included in cost of sales for the period.

Equipment

Equipment is recorded at cost less accumulated depreciation and impairment losses. The Company provides for depreciation using the methods at rates designed to depreciate the cost of the equipment over their period of expected useful life. The estimated useful lives of assets are reviewed by management and adjusted if necessary.

Costs include expenditures that are directly attributable to the acquisition of the asset or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to profit or loss in the period when they are incurred.

The Company commences recording depreciation when the assets are in a working condition read for use using the straight-line method at the following rates:

Class	**Useful Life**
Kitchen equipment	5 years
Computer equipment	3 years
Leasehold improvements	2 years

Financial instruments

Recognition, classification and measurement

Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income (“FVTOCI”) and fair value through profit and loss (“FVTPL”).

Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership.

All financial liabilities are recognized initially on the transaction date at which the Company becomes a party to the contractual provisions of the instruments. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial instruments are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Company has classified its cash and cash equivalents as a financial asset and convertible debt as a financial liability measured at FVTPL, and classified its trade and other receivables, accounts payable and accrued liabilities, due to related parties, lease liability and promissory note as financial assets and financial liabilities measured at amortized cost. Such assets and liabilities are recognized initially at fair value inclusive of any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment losses.

Financial assets and financial liabilities are offset and the net amount presented in the statements of consolidated financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivable are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

Losses are recognized in the statements of loss and comprehensive loss and reflected in an allowance account against accounts receivable. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of loss and comprehensive loss.

Loss per share

Loss per share is computed by dividing net loss available to shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding options and warrants were exercised and that the proceeds from such exercises were used to acquire shares at the average market price during the reporting periods.

Impairment of assets

The carrying amount of the Company's non-financial assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.
An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount. Any reversal of impairment cannot increase the carrying value of the asset to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in the previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Share-based payments

The Company grants stock options to purchase common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the grant date using the Black-Scholes option pricing model and is recognized over the vesting period. Share-based payments are initially recorded to reserves. Subsequently, the amount together with the consideration received for the shares on the exercise of share-based payments are credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

The Company has a restricted stock unit (“RSU”) plan for directors, executive officers, and employees of the Company. The vesting conditions of the RSUs may be based on a required service period or the achievement of performance targets. RSUs that have been vested are payable in common shares of the Company. The share-based remuneration expense of the RSUs is based on the fair value at grant date and the expected vesting period. A corresponding compensation liability is recorded in equity.

Share capital

The Company records proceeds from the issuance of its common shares as equity. The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units.

The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placement was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted price on the issuance date. The remaining proceeds, if any, are allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrant reserve. Management does not expect to record a value to the warrant in most equity issuances as unit private placements are commonly priced at market or at a permitted discount to market.

Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that shares are issued.

Leases

At inception of a new contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

i. the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company.
ii. the Company has the right to obtain substantially all the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract.
iii. the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use.

At lease commencement date, the Company recognizes a right-of-use (“ROU”) asset and a lease liability on the consolidated statement of financial position. The ROU asset is initially recorded at cost, which comprises the initial amount of the lease liability and any initial direct costs incurred less any lease payments made at or before the initial adoption date. The ROU asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset or the lease term. The ROU asset is periodically reduced by impairment losses, if any, and adjusted for remeasurements of the lease liability. The lease liability is measured at the present value of the expected lease payments over the lease term, discounted at the interest rate implicit in the lease; if the rate cannot be determined, the incremental borrowing rate is used. The liability is increased for the passage of time and payments on the lease are offset against the lease liability.

Convertible debenture

The convertible debentures are separated into their liability and equity components on the consolidated statements of financial position. The liability component is initially recognized at fair value, calculated at the net present value of the liability based on non-convertible debt issued by comparable issuers and accounted for at amortized cost using the effective interest rate method. The effective interest rate used is the estimated rate for non-convertible debt with similar terms at the time of issue. The residual value is then allocated to the equity component.

Foreign currency translation

Transactions in foreign currencies are initially recorded by the Company's subsidiaries at their respective functional currency spot rates at the date the transaction is recognized. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at reporting period ends. Differences arising on settlement or translation of monetary items are recognized in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in other comprehensive income ("OCI") or profit or loss are also recognized in OCI or profit or loss, respectively.

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at the average exchange rate prevailing during each reporting period. Equity balances are translated at historical exchange rates prevailing at the date of the transactions. The exchange differences arising on translation for consolidation are recognized in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current period. Deferred income tax assets, including the benefit of losses available to be carried forward to future years, and liabilities are recognized for temporary differences between the tax and accounting basis of assets and liabilities.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred income tax assets and liabilities are offset if, and only if, a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Goodwill and intangible assets

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is subject to impairment testing on an annual basis.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination. Where goodwill has been allocated to a cash-generating unit ("CGU") and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Intangible assets with finite lives are measured on initial recognition at cost, which comprises the purchase price plus any directly attributable costs of preparing the asset for intended use. Following initial recognition, such intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether this status continues to be appropriate.

Class	Useful Life
Recipes & Formulas	5 years
Customer Relationships	4-6.5 years
Brand	indefinite

Subsequent Events

a) On May 5, 2023 the Company announced that it finalized debt settlement agreements to both satisfy and to extinguish an aggregate total of $722,710 of secured debts through the issuance of 16,060,207 common shares at a deemed price of C$0.045 per common share.

b) On August 31, 2023 the Company announced that it has entered into an exclusive US licensing agreement with an arms length party for the sale and distribution of Beautiful Beanfields products. The licensee will pay the Company a license fee equal to 7% of the cost of goods sold. In addition, the agreement also includes a line of credit agreement for up to USD $1,000,000 to cover Beanfields production costs. Until repayment is made in full, interest will accrue on the unpaid principal of advance at a fixed rate of fifteen (15) percent per annum. Beginning on October 1, 2023, the Company will make monthly interest payments for all accrued interest.

Risk Factors

The securities of the Company must be considered highly speculative due to the nature of the Company's business. The risk and uncertainties below are not the only risks and uncertainties facing the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company and cause the price of its Common Shares to decline. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer insignificantly. Prospective investors should carefully consider each of, and the cumulative effect of all of, the following risk factors:

Risks Related to the Business of the Company

Limited Operating History

The Company was only recently incorporated and has no history of significant operations which makes it difficult for investors to evaluate the Company's operations and prospects and may increase the risks associated with an investment into the Company. The Company has not generated positive cash flow, and, as a result, has only a very limited operating history upon which its business and future prospects may be evaluated. Although the Company expects to generate additional revenues from its operations in the future, the Company is expected to remain subject to many of the risks common to early-stage enterprises for the foreseeable future, including challenges related to laws, regulations, licensing, integrating and retaining qualified employees; making effective use of limited resources; achieving market acceptance of existing and future solutions; competing against companies with greater financial and technical resources; acquiring and retaining customers; and developing new solutions. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations. Additionally, the Company expects its operating expenses and capital expenditures will increase substantially in the foreseeable future as it continues to invest in expansion such as increasing its customer base, supplier and distributor networks, hiring additional employees, introducing new products in the market, expansion to other jurisdictions, and ramp-up of marketing programs to build brand awareness. These expansion efforts may prove more expensive than anticipated, and the Company not succeed in increasing sales and margins sufficiently to offset the anticipated higher expenses

Reliance on Management

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management, particularly Ms. Connie Marples. While employment agreements or management agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Qualified individuals are in high demand, and the Company may incur significant costs to attract and retain them. In addition, the Company's lean management structure may be strained as the Company pursues growth opportunities in the future. The loss of the services of such individuals or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on the Company's ability to execute on its business plan and strategy, and the Company may be unable to find adequate replacements on a timely basis, or at all. The Company's future success depends substantially on the continued services of its executive officers, its key research and development personnel and its key growth and extraction personnel. If one or more of its executive officers or key personnel were unable or unwilling to continue in their present positions, the Company might not be able to replace them easily or at all. In addition, if any of its executive officers or key employees joins a competitor or forms a competing company, the Company may lose know-how, key professionals and staff members. These executive officers and key employees could compete with and take customers away.

Competition

The Company competes with other companies for financing and business opportunities in the prepared food industry. Most of the Company's competitors are, and many of its potential competitors may be, larger, and may have greater brand recognition, greater presence in both the retail and online marketplace and access to greater financial, marketing and other resources. Therefore, these competitors may be able to devote greater resources to the marketing and sale of their products, generate greater brand recognition or adopt more aggressive pricing policies and distribution methods than the Company. As a result, the Company may lose market share, which could reduce revenue and adversely affect results of operations.. Such competition may also result in the Company being unable to enter into desirable strategic agreements or similar transactions, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations. Existing or future competition in the prepared foods industry, including, without limitation, the entry of large multinational entities into the industry, could materially adversely affect the Company's prospects.

Risks relating to limited or disrupted supply of key ingredients

A number of the ingredients in the Company's products, such as vegetables, beans and pea proteins, are vulnerable to adverse weather conditions and natural disasters, such as floods, droughts, frosts, earthquakes, hurricanes and pestilence. Adverse weather conditions and natural disasters can lower crop yields and reduce crop size and quality, which in turn could reduce the available supply of, or increase the price of quality ingredients. The Company also compete swith other food producers in the procurement of ingredients, and as consumer demand for plant-based protein products increases, this competition may increase. If supplies of quality ingredients are reduced or there is greater demand for such ingredients, the Company may not be able to obtain sufficient supply on favourable terms, or at all, which could impact the ability to supply products to distributors and retailers and may adversely affect the Company's business, results of operations and financial condition.

Reliance on Third-Party Suppliers

Because the Company relies on a limited number of third-party suppliers, it may not be able to obtain raw materials on a timely basis or in sufficient quantities to produce its products or meet the demand for its products.

The Company's financial performance depends in large part on its ability to arrange for the purchase of raw materials in sufficient quantities at competitive prices. The Company is not assured of continued supply or pricing of raw materials. Any of the Company's suppliers could discontinue or seek to alter their relationship with the Company. Any disruption in the supply of pea protein from these suppliers would have a material adverse effect on the Company's business if it cannot replace these suppliers in a timely manner or at all. Events that adversely affect the Company's suppliers of raw materials could impair its ability to obtain raw material inventory in the quantities that it desires. Such events include problems with the Company's suppliers' businesses, finances, labor relations, ability to import raw materials, costs, production, insurance and reputation, as well as natural disasters, fires or other catastrophic occurrences. The Company continuously seeks alternative sources of materials and proteins to use in its products, but it may not be successful in diversifying the raw materials it uses in its products. If the Company needs to replace an existing supplier, there can be no assurance that supplies of raw materials will be available when required on acceptable terms, or at all, or that a new supplier would allocate sufficient capacity to the Company in order to meet its requirements, fill its orders in a timely manner or meet its strict quality standards. If the Company is unable to manage its supply chain effectively and ensure that its products are available to meet consumer demand, its operating costs could increase and its profit margins could decrease. Any significant increase in the price of raw materials that cannot be passed on to the customers could have a material adverse effect on the Company's results of operations or financial condition.

Reliance on Third Party Co-Packer

The Company currently relies on a singular co-packer to produce its products. The Company's financial performance depends in large part on its ability to produce its products in a timely manner at competitive pricing. The Company and the co-packer could terminate their relationship.

Any disruption in the Company's ability to deliver its products would have a material adverse effect on the Company's business if it cannot replace the co-packer in a timely manner or at all.

The Company continuously seeks alternative and secondary co-packing relationships for redundancy, but it may not be successful in diversifying.

If the Company needs to replace its co-packer, there can be no assurance that an alternative co-packer will be available when required on acceptable terms, or at all, or that a new co-packer would allocate sufficient capacity to the Company in order to meet its requirements, fill its orders in a timely manner or meet its strict quality standards. If the Company is unable to manage its supply chain effectively and ensure that its products are available to meet consumer demand, its operating costs could increase, and its profit margins could decrease.

Third-Party Supplier Compliance

Failure by the Company's suppliers of raw materials or co-packers to comply with food safety, environmental or other laws and regulations, or with the specifications and requirements of its products, may disrupt its supply of products and adversely affect its business.

If suppliers or partners fail to comply with food safety, environmental or other laws and regulations, or face allegations of non-compliance, their operations may be disrupted. In the event of actual or alleged noncompliance, the Company might be forced to find alternative suppliers or partners and it may be subject to lawsuits related to such non-compliance. As a result, the Company's supply of raw materials or finished products could be disrupted or its costs could increase, which would adversely affect its business, results of operations and financial condition. Additionally, actions the Company may take to mitigate the impact of any disruption or potential disruption in its supply of raw materials or finished products, including increasing inventory in anticipation of a potential supply or production interruption, may adversely affect its business, results of operations and financial condition.

Limited Number of Distributors

The Company uses a limited number of distributors for the substantial majority of its sales, and if it experiences the loss of one or more distributors and cannot replace them in a timely manner, results of operations may be adversely affected.

The Company expects that most of its sales will be made through a core number of distributors for the foreseeable future. Since these distributors act as intermediaries between the Company and the retail grocers, the Company does not have short-term or long-term commitments or minimum purchase volumes in its contracts with them that ensure future sales of its products. If the Company loses one or more of its significant distributors and cannot replace the distributor in a timely manner or at all, its business, results of operation and financial condition may be materially adversely affected.

Regulatory Risks

The Company seeks to comply with applicable regulations through a combination of employing internal experience and expert consultants to ensure quality-assurance compliance (i.e., assuring that the Company's products are not adulterated or misbranded) and contracting with third-party laboratories that conduct analyses of products to ensure compliance with nutrition labeling requirements and to identify any potential contaminants before distribution. Failure by the Company or its co-packer to comply with applicable laws and regulations or maintain permits, licenses or registrations relating to the Company's or its co-packer's operations could subject the Company to civil remedies or penalties, including fines, injunctions, recalls or seizures, warning letters, restrictions on the marketing or manufacturing of products, or refusals to permit the import or export of products, as well as potential criminal sanctions, which could result in increased operating costs resulting in a material effect on the Company's operating results and business.

Changes in existing laws or regulations, or the adoption of new laws or regulations may increase the Company's costs and otherwise adversely affect the Company's business, results of operations and financial condition. The manufacture and marketing of food products is highly regulated. The Company and its suppliers and co-manufacturers are subject to a variety of laws and regulations. These laws and regulations apply to many aspects of the Company's business, including the manufacture, packaging, labeling, distribution, advertising, sale, quality and safety of its products, as well as the health and safety of its employees and the protection of the environment.

The regulatory environment in which the Company operates could change significantly and adversely in the future. Any change in manufacturing, labeling or packaging requirements for the Company's products may lead to an increase in cost or interruptions in production, either of which could adversely affect its operations and financial condition. New or revised government laws and regulations could result in additional compliance costs and, in the event of non-compliance, civil remedies, including fines, injunctions, withdrawals, recalls or seizures and confiscations, as well as potential criminal sanctions, any of which may adversely affect the Company's business, results of operations and financial condition.

Permits and Governmental Regulations

The future operations of the Company may require permits from various federal, provincial, and local governmental authorities and will be governed by laws and regulations governing food safety, taxes, labour standards, occupational health and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to for commercial production of its products and operation of its facilities.

Supply and Demand Risk

If the Company fails to effectively market, launch or develop its products, expand its manufacturing and production capacity, its business and operating results and its brand reputation could be harmed. If the Company does not have sufficient capacity to meet customers' demands and to satisfy increased demand, it will need to expand operations, supply and manufacturing capabilities. However, there is risk in the Company's ability to effectively scale production processes and effectively manage supply chain requirements. The Company must accurately forecast demand for products in order to ensure it has adequate available manufacturing capacity. The Company's forecasts are based on multiple assumptions which may cause estimates to be inaccurate and affect its ability to obtain adequate manufacturing capacity in order to meet the demand for products, which could prevent it from meeting increased customer demand and harm the Company's brand and its business and in some cases may result in fines the Company must pay customers or distributors if it is unable to fulfill orders placed by them in a timely manner or at all.

However, if the Company overestimates its demand and overbuilds capacity, it may have significantly underutilized assets and may experience reduced margins. If the Company does not accurately align its manufacturing capabilities with demand, if it experience disruptions or delays in its supply chain, or if it cannot obtain raw materials of sufficient quantity and quality at reasonable prices and in a timely manner, its business, financial condition and results of operations may be materially adversely affected.

Transportation Providers

Failure by the Company's transportation providers to deliver products on time, or at all, could result in lost sales. The Company currently relies upon third-party transportation providers for its product shipments. Utilization of delivery services for shipments is subject to risks, including increases in fuel prices, which would increase its shipping costs, and employee strikes and inclement weather, which may impact the ability of providers to provide delivery services that adequately meet shipping needs. The Company periodically changes shipping companies, and could face logistical difficulties that could adversely affect deliveries. In addition, the Company could incur costs and expend resources in connection with such change. Moreover, the Company may not be able to obtain terms as favorable as those it receives from the third-party transportation providers that it currently uses, which in turn would increase costs and thereby adversely affect operating results.

Damage to the Company's Reputation

The Company's brand and reputation may be diminished due to real or perceived quality or health issues with its products, which could have an adverse effect on the business, reputation, operating results and financial condition. Real or perceived quality or food safety concerns or failures to comply with applicable food regulations and requirements, whether or not ultimately based on fact and whether or not involving the Company (such as incidents involving competitors), could cause negative publicity and reduced confidence in the Company, brand or products, which could in turn harm the Company's reputation and sales, and could materially adversely affect its business, financial condition and operating results. Although the Company believes that it has a rigorous quality control process, there can be no assurance that products will always comply with the standards set for the Company's products. For example, although the Company strives to keep its products free of pathogenic organisms, they may not be easily detected and cross contamination can occur.

There is no assurance that health risks will always be preempted by the Company's quality control processes.

The Company has no control over products once purchased by consumers. Accordingly, consumers may prepare the Company's products in a manner that is inconsistent with the directions or store products for long periods of time, which may adversely affect the quality and safety of the Company's products. If consumers do not perceive the Company's products to be safe or of high quality, then the value of the Company's brand would be diminished, and its business, results of operations and financial condition would be adversely affected.

Any loss of confidence on the part of consumers in the ingredients used in the Company's products or in the safety and quality of its products would be difficult and costly to overcome. Any such adverse effect could be exacerbated by the Company's position in the market as a purveyor of high-quality plant-based products and may significantly reduce its brand value. Issues regarding the safety of any of the Company's products, regardless of the cause, may have a substantial and adverse effect on its brand, reputation and operating results.

The growing use of social and digital media by the Company, its consumers and third parties increases the speed and extent that information or misinformation and opinions can be shared. Negative publicity about the Company, its brands or its products on social or digital media could seriously damage the Company's brands and reputation. If the Company does not maintain the favorable perception of its brands, sales and profits could be negatively impacted.

Maintaining the Brand

If the Company fails to develop and maintain its brand, business could suffer. Maintaining, promoting and positioning the Company's brand and reputation will depend on, among other factors, the success of its plant-based product offerings, food safety, quality assurance, marketing and merchandising efforts and its ability to provide a consistent, high-quality customer experience, which the Company may not do successfully. The Company may introduce new products or services that customers do not like, which may negatively affect its brand and reputation. Any negative publicity, regardless of its accuracy, could materially adversely affect the business. Brand value is based on perceptions of subjective qualities, and any incident that erodes the loyalty of customers, suppliers or co-packers, including adverse publicity or a governmental investigation or litigation, could significantly reduce the value of the Company's brand and significantly damage its business.

Food Safety and Illness Incidents

Food safety and food-borne illness incidents or advertising or product mislabeling may materially adversely affect the Company's business by exposing it to lawsuits, product recalls or regulatory enforcement actions, increasing its operating costs and reducing demand for its product offerings.

Selling food for human consumption involves inherent legal and other risks, and there is increasing governmental scrutiny of and public awareness regarding food safety. Unexpected side effects, illness, injury or death related to allergens, food-borne illnesses or other food safety incidents caused by products the Company sells, or involving its suppliers, could result in the discontinuance of sales of these products or relationships with such suppliers, or otherwise result in increased operating costs, regulatory enforcement actions or harm to the Company's reputation. Shipment of adulterated or misbranded products, even if inadvertent, can result in criminal or civil liability. Such incidents could also expose the Company to product liability, negligence or other lawsuits, including consumer class action lawsuits. Any claims brought against the Company may exceed or be outside the scope of its existing or future insurance policy coverage or limits. Any judgment against the Company that is more than its policy limits or not covered by its policies or not subject to insurance would have to be paid from cash reserves, which would reduce the Company's capital resources.

The occurrence of food-borne illnesses or other food safety incidents could also adversely affect the price and availability of affected ingredients, resulting in higher costs, disruptions in supply and a reduction in sales. Furthermore, any instances of food contamination or regulatory noncompliance, whether or not caused by the Company's actions, could compel it, suppliers, distributors or customers, depending on the circumstances, to conduct a recall. Food recalls could result in significant losses due to their costs, the destruction of product inventory, lost sales due to the unavailability of the product for a period of time and potential loss of existing distributors or customers and a potential negative impact on the Company's ability to attract new customers due to negative consumer experiences or because of an adverse impact on its brand and reputation. The costs of a recall could exceed or be outside the scope of its existing or future insurance policy coverage or limits.

Product Innovation and Development

Failure to introduce new products or successfully improve existing products may adversely affect the Company's ability to continue to grow. A key element of the Company's growth strategy depends on development and marketing of new products that meet standards for quality and appeal to consumer preferences. The success of the Company's innovation and product development efforts is affected by its ability to anticipate changes in consumer preferences, the technical capability of innovation staff in developing and testing product recipes, including complying with applicable governmental regulations, and the success of management and sales and marketing teams in introducing and marketing new products.

Failure to develop and market new products that appeal to consumers may lead to a decrease in growth sales and profitability.

Additionally, the development and introduction of new products requires substantial research, development and marketing expenditures, which the Company may be unable to recoup if the new products do not gain widespread market acceptance. If the Company is unsuccessful in meeting its objectives with respect to new or improved products, business could be harmed

Growth Risk

The Company has grown rapidly since inception and since completing our IPO, which places significant demands on its management, financial, operational and other resources. The anticipated growth and expansion of the Company's business and product offerings will continue to place considerable demands on its management and operations teams and will require substantial resources to meet its needs, which may not be available in a cost-effective manner, or at all. The Company cannot anticipate all the demands that expanding operations would impose on its business, and its failure to appropriately address these demands could have an adverse effect on the Company. If the Company does not effectively manage its growth, its may not be able to execute on its business plan, respond to competitive pressures, take advantage of market opportunities, satisfy customer requirements or maintain high-quality product offerings, any of which could harm the Company's business, brand, results of operations and financial condition.

The success of the Company's growth strategy is dependent on, among other things, its ability to drive revenue growth through increased sales across its distribution network, raise brand awareness, innovate, diversify its product portfolio, effectively integrate newly acquired businesses as well as other factors which are beyond the Company's control, including general economic conditions.

Risks associated with future acquisitions or investments

During the financial year ended March 31, 2022, the Company completed the acquisitions of Vegan Cheez, Saltspring Harvest, Pulse Kitchen Specialty Foods and Beanfields. As the Company moves to integrate these businesses with Boosh, it may experience difficulties, the anticipated benefits of the acquisitions may not be fully realized in a timely manner or at all. The Company also intends to pursue further acquisitions and investments in the future that it believes will help achieve its strategic objectives. However, the Company may not be able to find suitable acquisition candidates, and even if it does, the Company may not be able to complete acquisitions on favourable terms, if at all. If the Company does complete acquisitions, it may not ultimately achieve the Company's goals or realize the anticipated benefits as acquisitions inherently involve a number of risks. Specifically, the pursuit of acquisitions and any integration process will require significant time and resources and could divert management time and focus and the Company may not be able to manage the process successfully. An acquisition, investment or business relationship may result in unforeseen operating difficulties and expenditures, including disrupting ongoing operations and subjecting the Company to additional liabilities, increasing expenses, and adversely impacting its business, financial condition and operating results. To pay for any such acquisitions, the Company would have to use cash, incur debt, or issue debt or equity securities, each of which may affect its financial condition or the value of the Common Shares and could result in dilution to our shareholders.

Risks associated with U.S. expansion

The Company's future growth depends, in part, on its expansion efforts outside of Canada. The Company has limited operating experience outside of Canada including with respect to regulatory environments and market practices and cannot guarantee that it will be able to penetrate or successfully operate in any market outside of Canada. In connection with any future expansion efforts outside of Canada, the Company would expect to encounter additional obstacles, including increased costs and expenses associated with international shipping, including inventory management and distribution, cultural and linguistic differences and differences in regulatory environments and market practices including with respect to food safety, manufacturing, labeling, distribution, marketing, and advertising and privacy laws. Failure to develop new markets outside of Canada (through the proposed eCommerce store or otherwise) may harm the Company's business, growth and results of operations and could cause the market price of the Common Shares to decline.

Intellectual Property Protection

The Company may not be able to protect its intellectual property adequately, which may harm the value of its brand. The Company believes that its intellectual property has substantial value and has contributed significantly to the success of the business. The Company's trademarks are valuable assets that reinforce its brand and consumers' favorable perception of its products. The Company also relies on unpatented proprietary expertise, recipes and formulations and other trade secrets to develop and maintain its competitive position. The Company's continued success depends, to a significant degree, upon its ability to protect and preserve its intellectual property, including its trademarks and trade secrets. The Company relies on confidentiality agreements and trademark, trade secret law to protect its intellectual property rights.

The Company's confidentiality agreements with its consultants, contract employees, suppliers and independent contractors who use its formulations to manufacture its products, generally require that all information made known to them be kept strictly confidential. Nevertheless, trade secrets are difficult to protect. Although the Company attempts to protect its trade secrets, its confidentiality agreements may not effectively prevent disclosure of proprietary information and may not provide an adequate remedy in the event of unauthorized disclosure of such information.

The Company cannot assure purchasers that the steps taken to protect its intellectual property rights are adequate, that its intellectual property rights can be successfully defended and asserted in the future or that third parties will not infringe upon or misappropriate any such rights. In addition, the Company's trademark rights and related registrations may be challenged in the future and could be canceled or narrowed. Failure to protect trademark rights could prevent the Company in the future from challenging third parties who use names and logos similar to its trademarks, which may in turn cause consumer confusion or negatively affect consumers' perception of the brand and products. In addition, if the Company does not keep its trade secrets confidential, others may produce products with the Company's recipes or formulations. Moreover, intellectual property disputes and proceedings and infringement claims may result in a significant distraction for management and significant expense, which may not be recoverable regardless of whether it is successful. Such proceedings may be protracted with no certainty of success, and an adverse outcome could subject the Company to liabilities, force it to cease use of certain trademarks or other intellectual property or force it to enter into licenses with others. Any one of these occurrences may have a material adverse effect on the business, results of operations and financial condition.

Acquiring and Retaining Customers

The Company's success, and its ability to increase revenue and operate profitably, depends in part on its ability to cost-effectively acquire new customers, to retain existing customers, and to keep existing customers engaged so that they continue to purchase products. If the Company is unable to costeffectively acquire new customers, retain existing customers or keep existing customers engaged, the business, financial condition and operating results would be materially adversely affected. Further, if customers do not perceive the Company's product offerings to be of sufficient value and quality, or if it fails to offer new and relevant product offerings, the Company may not be able to attract or retain customers or engage existing customers so that they continue to purchase products. The Company may lose loyal customers to competitors if it is unable to meet customers' orders in a timely manner.

If the Company fails to manage its future growth effectively, the business could be materially adversely affected.

Changing Consumer Preferences

Consumer preferences for the Company's products are difficult to predict and may change, and, if the Company is unable to respond quickly to new trends, its business may be adversely affected.

The Company's business is focused on the development, manufacture, marketing and distribution of a line of branded plant-based meals. Consumer demand could change based on a number of possible factors, including dietary habits and nutritional values, concerns regarding the health effects of ingredients and shifts in preference for various product attributes. If consumer demand for products decreased, the Company's business and financial condition would suffer.

In addition, sales of plant-based products are subject to evolving consumer preferences that the Company may not be able to accurately predict or respond to. Consumer trends that the Company believes favor sales of its products could change based on a number of possible factors, including a shift in preference from plant-based protein to animal-based protein products, economic factors and social trends. A significant shift in consumer demand away from the Company's products could reduce its sales or market share and the prestige of its brand, which would harm the business and financial condition.

Ingredient and Packaging Costs

Ingredient and packaging costs are volatile and may rise significantly, which may negatively impact the profitability of the business. Costs of ingredients and packaging are volatile and can fluctuate due to conditions that are difficult to predict, including global competition for resources, weather conditions, consumer demand and changes in governmental trade and agricultural programs. Volatility in the prices of raw materials and other supplies the Company purchases could increase its cost of sales and reduce its profitability. Moreover, the Company may not be able to implement price increases for its products to cover any increased costs, and any price increases it does implement may result in lower sales volumes. If the Company is not successful in managing its ingredient and packaging costs, if it is unable to increase its prices to cover increased costs or if such price increases reduce sales volumes, then such increases in costs will adversely affect its business, results of operations and financial condition.

Operational Risks

The Company may be affected by a number of operational risks and may not be adequately insured for certain risks, including: labour disputes; catastrophic accidents; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, floods, earthquakes and ground movements. There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's facilities, personal injury or death, environmental damage, adverse impacts on the Company's operations, costs, monetary losses, potential legal liability and adverse governmental action, any of which could have an adverse impact on the Company's future cash flows, earnings and financial condition on the Company. Also, the Company may be subject to or affected by liability or sustain loss for certain risks and hazards against which it may elect not to insure because of the cost. This lack of insurance coverage could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

COVID-19 Pandemic Risks

The global spread and unprecedented impact of COVID-19 continues to create significant volatility, uncertainty and economic disruption. COVID-19 has led governments and other authorities around the world to implement significant measures intended to control the spread of the virus, including social distancing measures, business closures or restrictions on operations, quarantines and travel bans. While some of these restrictions have been lifted or eased in many jurisdictions as the rates of COVID-19 infections have decreased or stabilized, a resurgence of COVID-19 and the discovery of various new COVID-19 variants in some markets has slowed, halted or reversed the reopening process altogether. While the rollout of COVID-19 vaccines is currently underway in Canada and in the United States, the Company expect sthat it will take significant time before the vaccines are widely available and taken up on significant scale, including as a result of delays in the rollout or administration of the COVID-19 vaccines, declines in the public's perception of the safety of the vaccines and their willingness to take the vaccines, or if COVID-19 and the new COVID-19 variant infection rates continue to increase.

The specific impacts that the Company may experience as a result of COVID-19 include disruptions to our operations and lost revenue if a significant number of employees are asked to self-isolate and are unable to work or if the Company required to temporarily suspend production as a result of an outbreak of COVID-19 at its co-packer's facility.. Overall, the ongoing effects of COVID-19 could have a material adverse impacts on the Company's business, results of operations, financial condition, and cash flows and may adversely impact the price of our Common Shares.

Risks relating to climate change

Physical risks resulting from climate change can be event-driven (acute) or long-term (chronic) shifts in climate patterns that may have negative impacts on the Company's business, including direct damage to assets and indirect impact to the supply chain. As climate change accelerates, its impacts are becoming more widespread and unpredictable. The incidence and impact of severe weather-related events, long term changes in weather patterns that lead to extreme weather and natural disasters including flooding and drought, may have a negative effect on agricultural productivity, which may result in decreased availability or less favourable pricing for some or many of the ingredients in the Company's products such as such as legumes and vegetables. Furthermore, evolving regulatory and legal frameworks to tackle climate change today and in the future may lead to adverse impacts to the Company's business. These may include, but are not limited to, costs related to compliance, resources, and transportation.

Risks associated with general economic conditions

The global economy can be negatively impacted by a variety of factors such as the spread or fear of spread of contagious diseases (such as COVID-19), man-made or natural disasters, actual or threatened war, terrorist activities, political unrest, civil unrest, and other geopolitical uncertainty. Consumers may shift purchases to lower-priced or other perceived value offerings during economic downturns and may reduce the amount of plant-based food products that they purchase. In addition, the occurrence of any of these events may disrupt commerce, supply chain operations, international trade or result in political or economic instability. Prolonged unfavourable economic conditions or uncertainty may have an adverse effect on our business and financial condition.

Holding Company

The Company is a holding company and essentially all of its assets are the capital stock of its material subsidiaries. As a result, investors in the Company are subject to the risks attributable to its subsidiaries. Consequently, the Company's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and investments and the distribution of those earnings to Company. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt. In the event of a bankruptcy, liquidation or reorganization of any of the Company's material subsidiaries, holders of indebtedness and trade creditors may be entitled to payment of their claims from the assets of those subsidiaries before the Company.

Conflicts of Interest

Certain of the Company's directors and officers are, and may continue to be, involved in other business ventures through their direct and indirect participation in, among other things, corporations, partnerships, joint ventures, that may become potential competitors of the technologies, products and services the Company intends to provide. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers conflict with or diverge from the Company's interests. In accordance with applicable corporate law, directors who have a material interest in or who are parties to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the transaction. In addition, the directors and officers are required to act honestly and in good faith with a view to the Company’s best interests. However, in conflict of interest situations, the Company’s directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

Risks related to the Company’s Common Shares

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved. See “Negative Cash Flow from Operations" below.

Volatility of Stock Markets

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares to sell their securities at an advantageous price. Market price fluctuations in the Shares may be due to the Company’s operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts’ estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares. Financial markets have historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the Shares may decline even if the Company’s operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company’s operations could be adversely impacted and the trading price of the Shares may be materially adversely affected.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder’s holdings in the Company. The Company’s articles permit the issuance of an unlimited number of Shares. The Company’s shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common will be issued by the Company on the exercise of options under the Stock Option Plan and upon the exercise of outstanding warrants and RSUs. It is likely that the Company will enter into more agreements to issue Common Shares and warrants and options to purchase Common Shares. The impact of the issuance of a significant amount of Common Shares from these warrant and option exercises could place downward pressure on the market price of the Common Shares.

Ability of Company to Continue as a Going Concern

The Company is in the development stage and is currently seeking additional capital to develop its operations in the prepared food industry and grow its revenue. The Company's ability to continue as a going concern is dependent upon its ability in the future to grow its revenue and achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity and debt, will be sought to finance the operations of the Company; however, there can be no certainty that such funds will be available at terms acceptable to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Negative Cash Flow from Operations

During the fiscal year ended March 31, 2023, the Company had negative cash flows from operating activities. Although the Company anticipates it will have positive cash flow from operating activities in future periods, to the extent that the Company has negative cash flow in any future period the Company may be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company.

Dividends

The Company does not anticipate paying any dividends on the Common Shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings. Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant.