PLANTX LIFE INC.
(FORMERLY VEGASTE TECHONOLOGIES CORP.)

Condensed Interim Consolidated Financial Statements

For the nine months ended December 31, 2020 and for the period from October 11, 2019 (date of incorporation) to December 31, 2019

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

PlantX Life Inc. (formerly Vegaste Technologies Corp.)
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at		December 31, 2020		March 31, 2020
		(Unaudited)		(Audited)
ASSETS				
Current assets				
Cash	$	**7,924,486**	$	97,340
Trade receivables (Note 11)		**911,358**		13,862
Sales taxes recoverable		**129,438**		205
Prepaid expenses (Note 6)		**607,328**		8,257
Investments		**4,216**		-
Inventories		**29,895**		-
Due from related party (Note 9)		**7,184**		-
		9,613,905		119,664
Office equipment		**5,405**		-
Intangible assets (Note 8)		**119,849**		132,796
Goodwill (Note 14)		**5,016,639**		-
Total assets	$	**14,755,798**	$	252,460
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Notes 7)	$	**2,228,586**	$	43,493
Loans payable (Note 14)		**5,461**		-
Due to related party (Note 9)		**-**		72,034
		2,234,047		115,527
Long-term liability				
Loans payable (Note 14)		**76,764**		
		2,310,811		115,527
Shareholders' equity				
Share capital (Note 10)		**15,821,294**		471,444
Obligation to issue shares (Note 10)		**73,075**		-
Reserves (Note 10)		**8,907,054**		7,875
Foreign exchange translation reserve		**16,005**		-
Deficit		**(12,372,441)**		(342,386)
Total shareholders' equity		**12,444,987**		136,933
Total liabilities and shareholders' equity	$	**14,755,798**	$	252,460

Nature of Operations (Note 1)
Going Concern Assumption (Note 2)
Reverse Takeover Acquisition (Note 13)
Acquisition of Bloombox (Note 14)
Subsequent Events (Note 15)

Approved on behalf of the Board of Directors:

"Quinn Field-Dyte" (signed)
Quinn Field-Dyte, Director

"Lorne Rapkin" (signed)
Lorne Rapkin, Director

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

PlantX Life Inc. (formerly Vegaste Technologies Corp.)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the nine months ended December 31, 2020 and for the period from October 11, 2019 (date of incorporation) to December 31, 2019
(Expressed in Canadian Dollars)
(Unaudited)

	For the three months ended December 31, 2020	For the nine months ended December 31, 2020	For the period from October 11, 2019 (date of incorporation) to December 31, 2019
Revenue (Note 11)	$ 1,832,484	$ 2,292,376	$ -
Cost of sales	(1,465,879)	(1,899,271)	-
	366,605	393,105	-
Operating expenses			
Accounting and audit fees	4,373	33,135	5,000
Advertising and promotion	1,438,594	1,777,923	140,187
Amortization (Note 8)	6,309	12,948	-
Bad debt expense (Note 10)	-	25,517	-
Consulting and management expenses (Notes 9 and 14)	3,023,525	3,277,914	-
General and administrative	208,089	252,429	-
Insurance expense	23,806	38,973	-
Legal fees	950,336	950,336	-
Salaries (Note 9)	100,717	130,382	-
Share-based compensation (Note 9 and10)	2,513,646	3,442,799	7,875
Transfer agent and filing fees	26,918	48,310	-
Travel expenses	68,781	122,620	-
	(8,365,094)	(10,113,286)	(153,062)
Other items			
Foreign exchange loss	(124,520)	(119,642)	-
Interest income	1,096	2,601	-
Listing expense (Note 13)	-	(2,192,833)	-
	(123,424)	(2,309,874)	-
Net loss for the period	$ (8,121,913)	$ (12,030,055)	$ (153,062)
Cumulated translation loss	11,072	16,005	-
Net loss and comprehensive loss for the period	(8,110,841)	(12,014,050)	(153,062)
Basic and diluted loss per share (Note 10)	$ (0.12)	$ (0.27)	$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	65,626,646	44,988,296	13,587,209

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

PlantX Life Inc. (formerly Vegaste Technologies Corp.)

Condensed Interim Consolidated Statements of Cash Flows
For the nine months ended December 31, 2020 and for the period from October 11, 2019 (date of incorporation) to December 31, 2019
(Expressed in Canadian Dollars)
(Unaudited)

		For the nine months ended December 31, 2020		For the period from October 11, 2019 (date of incorporation) to December31, 2019
Operating activities				
Net loss for the period	$	(12,030,055)	$	(153,062)
Items not involving cash:				
Bad debt expense		25,517		-
Share-based compensation		3,442,799		7,875
Listing expense, net of cash received		2,162,255		-
Amortization		12,947		-
Net changes in non-cash working capital:				
Trade receivable		(826,224)		-
Sales taxes recoverable		(129,233)		-
Prepaid expenses		(599,071)		-
Accounts payable and accrued liabilities		1,992,023		9,472
Due from related party		(79,218)		268,511
Net cash used in operating activities		(6,028,260)		132,796
Investing activities				
Cash received from acquisition of PlantX Living		30,578		-
Net cash paid for acquisition of Bloombox		(684,121)		-
Intangible assets		-		(132,796)
Investments		(4,216)		-
Net cash used in investing activities		(657,759)		(132,796)
Financing activities				
Proceeds from issuance of shares, net of issuance cost		14,313,410		260,010
Proceeds from exercise of share options		183,750		-
Net cash provided by financing activities		14,497,160		260,010
Foreign exchange translation effect on cash		16,005		-
Net change in cash		7,827,146		260,010
Cash, beginning of period		97,340		-
Cash, end of period	$	7,924,486	$	260,010
Supplemental disclosure:				
Shares issued in settlement of debt	$	-	$	-
Shares issued for RTO acquisition	$	1,517,652	$	-
Shares issued for Bloombox acquisition	$	4,791,417	$	-

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

PlantX Life Inc. (formerly Vegaste Technologies Corp.)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

	Common Share Capital						
	Number of Shares	Amount	Obligation to Issue Shares	Contributed Surplus	Accumulated Other Comprehensive Income	Accumulated Deficit	Total
Balance, October 11, 2019 (date of incorporation)	**-**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Shares issued from private placements (Note 10)	22,500,000	450,000	-	-	-	-	450,000
Share-based compensation (Note 10)	-	-	-	7,875	-	-	7,875
Net and comprehensive loss	-	-	-	-	-	(153,062)	(153,062)
Balance, December 31, 2019	**22,500,000**	**450,000**	**-**	**7,875**	**-**	**(153,062)**	**304,813**
Balance at April 1, 2020	**23,572,220**	**471,444**	**-**	**7,875**	**-**	**(342,386)**	**136,933**
Shares issued from private placements (Note 10)	45,728,291	9,840,118	-	4,924,682	-	-	14,764,800
Eliminated PlantX Living shares (Note 13)	(35,572,220)	-	-	-	-	-	-
PlantX Life number of shares - post consolidation (Notes 10 and 13)	2,513,394	-	-	-	-	-	-
Shares issued for RTO acquisition (Notes 10 and 13)	39,129,442	1,517,654	-	-	-	-	1,517,654
Shares issued for Bloombox Acquisition (Notes 10 and 14)	10,782,559	3,925,335	-	-	-	-	3,925,335
Shares issued as finders' fee (Notes 10 and 14)	1,043,473	866,083	-	-	-	-	866,083
Share issuance costs - cash (Note 10)	-	(444,547)	-	-	-	-	(444,547)
Finders' warrants (Note 10)	-	(847,559)	-	847,559	-	-	-
Share issued for exercise of options (Note 10)	1,635,000	499,611	-	(315,861)	-	-	183,750
Share subscriptions receivable (Note 10)	-	(6,845)	-	-	-	-	(6,845)
Share subscriptions received (Note 10)	-	-	73,075	-	-	-	73,075
Share-based compensation (Notes 9 and 10)	-	-	-	3,442,799	-	-	3,442,799
Net and comprehensive loss	-	-	-	-	16,005	(12,030,055)	(12,014,050)
Balance, December 31, 2020	**88,832,159**	**$15,821,294**	**$ 73,075**	**$ 8,907,054**	**$ 16,005**	**$(12,372,441)**	**$ 12,444,987**

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

1. Nature of Operations

PlantX Life Inc. (formerly Vegaste Technologies Corp.) ("PlantX" or the "Company") is incorporated under the laws of the province of British Columbia. PlantX was formerly an exploration stage company engaged in the acquisition and exploration of mineral resource properties in Canada.

On August 5, 2020, the Company completed the acquisition of PlantX Living Inc. (formerly PlantX Life Inc.) ("PlantX Living"). In connection with the acquisition, the Company also consolidated its common shares on the basis of one post-consolidation share for ten pre-consolidation shares and changed its name from "Winston Resources Inc." to "Vegaste Technologies Corp.". The acquisition was a reverse takeover transaction, and the Company carried on the business of PlantX Living (Note 13). On September 28, 2020, the Company changed its name to "PlantX Life Inc."

On November 6, 2020, the Company completed the acquisition of Bloombox Club Ltd. ("Bloombox"). Bloombox is a privately held e-commerce company based in the United Kingdom that sells and delivers indoor plants to its established wellness community via subscription service and on-line shop (Note 14).

PlantX is a reporting issuer in the jurisdictions of British Columbia, Alberta and Ontario and lists its Common Shares for trading on the Canadian Securities Exchange ("CSE") under the new symbol "VEGA", on the OTCQB® Venture Market under the symbol "PLTXF" and on the Frankfurt Stock Exchange under the symbol "WNT1".

The head office of the Company is located at 504-100 Park Royal South West Vancouver, BC, V7T 1A2, Canada.

2. Going Concern Assumption

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards ("IFRS"). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

Management's current strategy is to control costs while pursuing opportunities within various market sectors. Management recognizes the Company's need to increase its cash reserves if it intends to adhere to its plans and has evaluated its potential sources of funds. Although management intends to assess and act on these options throughout the course of the year, there can be no assurance that the steps management take will be successful.

In the event that cash flow from operations, together with the proceeds from any future financings are insufficient to cover planned expenditures, management will allocate available resources in such manner as deemed to be in the Company's best interest. This may result in a significant reduction in the scope of existing and planned operations.

During the nine months ended December 31, 2020, the Company generated revenue of $2,292,376 and as of December 31, 2020 had a deficit of $12,372,441 (March 31, 2020 - $342,386). The Company is actively seeking additional sources of financing. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon its ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

Accordingly, these condensed interim consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying condensed interim consolidated financial statements. These adjustments could be material.

2. Going Concern Assumption (Continued)

Since March 2020, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which included the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruptions to business globally in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time.

3. Statement of Compliance and Basis of Presentation

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements were approved by the Board of Directors on February 26, 2021.

(b) Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 and on a going concern basis, under the historical cost convention, except for certain financial instruments which may be carried at fair value and have been prepared using the accrual basis of accounting, except for cash flow information. These condensed interim consolidated financial statements are presented in Canadian dollars. All values are rounded to the nearest dollar unless otherwise indicated.

(c) Basis of consolidation

These condensed interim consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company's returns.

These condensed interim consolidated financial statements include the financial statements of the Company and its significant subsidiaries listed in the following table:

Name	Country of incorporation	Functional Currency	% equity interest as at December 31, 2020
Vegaste Technologies US Corp. ("Vegaste")	US	U.S Dollar	100%
PlantX Living	Canada	Canadian Dollar	100%
Bloombox Club Ltd.	United Kingdom	Pound Sterling	100%

All intercompany transactions, balances and any unrealized gains and losses from intercompany transactions are eliminated on consolidation.

4. Significant Accounting Policies

(a) Use of estimates and judgments

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and, the recoverability and measurement of deferred tax assets.

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the assessment of the Company's ability to continue as a going concern.

(b) Foreign currency translation

Foreign currency transactions are translated into Canadian dollars using exchange rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the exchange rate in effect at the measurement date. Non-monetary assets and liabilities denominated in foreign currencies are translated into the functional currency using the historical exchange rate or the exchange rate in effect at the measurement date for items recognized at FVTPL. Gains and losses arising from foreign exchange are included in the consolidated statements of operations.

Translation to presentation currency

The results and financial position of those entities with a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of the Statements of Financial Position;
- income and expenses are translated at average exchange rates; and
- all resulting exchange differences are recognized in accumulated other comprehensive loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising on translation of foreign operations are recognized in accumulated other comprehensive loss. On disposal of a foreign operation (that is, a disposal of the Company's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation) all exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified from accumulated other comprehensive income/loss to net income/loss for the period.

(c) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. All financial instruments are initially recorded at fair value, adjusted for directly attributable transaction costs. The Company determines each financial instrument's classification upon initial recognition. Measurement in subsequent periods depends on the financial instrument's classification.

4. Significant Accounting Policies (Continued)

(c) Financial instruments (continued)

Classification
The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Measurement
Financial assets at FVTOCI
Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive loss and never reclassified to profit and loss. The Company has no financial assets classified as FVTOCI.

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company's financial assets and liabilities at amortized cost include trade receivable, due from related party, accounts payable and due to related party.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of comprehensive loss in the period in which they arise. Cash is classified as FVTPL.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit losses. The Company shall recognize in the statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition
Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

4. Significant Accounting Policies (Continued)

(c) Financial instruments (continued)

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of comprehensive loss.

(c) Loss per share

Basic loss per share is calculated by dividing the net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is determined by adjusting the weighted average number of common shares outstanding for the effects of dilutive instruments such as options granted to employees. The effects of anti-dilutive potential units are ignored in calculating diluted earnings per share. All options and warrants are considered anti-dilutive when the Company is in a loss position.

(d) Intangible assets

The Company's intangible assets consist of a finite life intangible asset that is recorded at cost less accumulated depreciation and accumulated impairment losses. Finite life intangible assets are amortized once they are in use on a straight-line basis over their estimated useful lives. The Company's intangible asset is amortized over its estimated useful life of 5 years.

(e) Impairment of non-financial assets

The carrying amount of the Company's non-financial assets (which include intangible assets and goodwill) 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 previous years.

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

(f) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

4. Significant Accounting Policies (Continued)

(g) Warrants

When the Company issues units that are comprised of a combination of shares and warrants, the value is assigned to shares and warrants based on their relative fair values. The fair value of the shares is determined by the closing price on the date of the transaction and the fair value of the warrants is determined based on the Black-Scholes Option Pricing Model.

(h) Share-based compensation

The Company grants stock options to directors, officers, employees and consultants. Share-based compensation is measured on the grant date at the fair value of equity instruments issued, using the Black-Scholes Option Pricing Model and is recognized over the vesting periods. A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in contributed surplus. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

(i) Business combination

Business combinations are accounted for using the acquisition method. The cost of the business combination is measured as the aggregate of the fair values (at the date of exchange) of assets acquired and liabilities incurred or assumed. The acquiree’s identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3, Business Combinations, are recognized at their fair values at the acquisition date. Acquisition costs are expensed as incurred.

(j) Income taxes

Current income tax:
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:
Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes

4. Significant Accounting Policies (Continued)

(j) Income taxes (continued)

Deferred income tax:
Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(k) Revenue

The Company adopted all requirements of IFRS 15 Revenue from Contracts with Customers ("IFRS 15") as of January 1, 2018. IFRS 15 utilizes a methodical framework for entities to follow to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

The IFRS 15 model contains the following five-step contract-based analysis of transactions guiding revenue recognition:

1. Identify the contract with a customer;
2. Identify the performance obligation(s) in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligation(s) in the contract; and
5. Recognize revenue when or as the Company satisfies the performance obligation(s).

Revenue comprises the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of returns and discounts.

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a good or service to a customer.

The Company operates websites where customers can purchase high-quality plant-based food and beverage products from various suppliers and also distributes these products through wholesale arrangements. The Company also offers household plants, cosmetics and plant-based pet food on the same platform. The Company's primary sources of revenue are sales made through its website, wholesale arrangements and sales made directly to restaurants and grocery stores.

The Company transfers control and satisfies its performance obligation when the plant-based food and beverage products are delivered and accepted by its customers.

(l) Future accounting pronouncements

There are no other IFRS or International Financial Reporting Interpretations Committee interpretation that are not yet effective that are expected to have a material impact on the Company's financial statements.

5. Risk Management and Financial Instruments

The Company's financial instruments consist of cash, accounts receivable, investments, amounts due to/from related party, accounts payable and accrued liabilities and loans payable. The carrying values of the financial instruments approximate fair value due to the short-term nature of these instruments. Fair value of financial assets and liabilities, information related to risk management positions and discussion of risks associated with financial assets and liabilities are presented as follows:

Fair value

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1 quoted prices in active markets for identical assets or liabilities;
Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. from derived prices); and
Level 3 inputs for the asset or liability that are not based upon observable market data.

As at December 31, 2020, the carrying value of the Company's financial instruments approximates their fair value due to their short terms to maturity. The fair value of cash was determined using level 1 inputs.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is in its cash accounts and trade receivable. The Company manages credit risk, in respect of cash, by placing cash at major Canadian financial institutions. Accounts receivable mainly consists of receivables from its customers. At December 31, 2020, 46% of the Company's accounts receivable were from one customer. The Company considers that no bad provision for the trade receivable is necessary based on the current business situation of its debtors at the reporting date.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. At December 31, 2020, the Company had a cash balance of $7,924,486 and current liabilities of $2,234,047. All of the Company's financial liabilities have contractual maturities of less than 90 days. The Company is not exposed to liquidity risk.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital. As at December 31, 2020, the Company is not exposed to significant market risk.

(Expressed in Canadian Dollars)

6. Prepaid Expenses

		As at December 31, 2020		As at March 31, 2020
Insurance	**$**	**53,083**	$	-
Legal		**25,000**		-
Office		**18,272**		8,257
Advertising and promotion		**494,642**		-
Rent		**16,331**		-
	$	**607,328**	$	8,257

7. Accounts Payable and Accrued Liabilities

		As at December 31, 2020		As at March 31, 2020
Accounts payable (Note 9)	**$**	**2,000,155**	$	38,493
Accrued liabilities		**228,431**		5,000
	$	**2,228,586**	$	43,493

8. Intangible Assets

		Website
Cost:		
Website development costs incurred	$	132,796
As at December 31, 2020 and March 31, 2020	$	132,796
Amortization:		
As at March 31, 2020	$	-
Additions		12,947
As at December 31, 2020	$	12,947
Net book value:		
As at March 31, 2020	$	132,796
As at December 31, 2020	**$**	**119,849**

9. Related Party Transactions

The following transactions occurred between related parties during the nine months ended December 31, 2020 and the period from October 11, 2019 (date of incorporation) to December 31, 2019:

(Expressed in Canadian Dollars)

9. Related Party Transactions (Continued)

		Nine months ended December 31, 2020		Period from October 11, 2019 (date of incorporation) to December 31, 2019
Salaries paid to CEO	**$**	**18,796**	$	-
Consulting fees paid to CEO		**10,685**		-
Consulting fees paid to a director		**15,000**		-
Consulting fees paid to the founder of the Company		**50,325**		-
Consulting fees paid to a company controlled by a director		**284,658**		-
Share-based compensation		**1,105,836**		-
	$	**1,485,300**	$	-

On March 24, 2020, the Company issued 1,072,220 common shares in settlement of debt to the founder of the Company of $268,055 (Note 10).

On August 10, 2020, the Company granted 1,747,036 stock options to related parties of the Company and recorded share-based compensation of $860,221 for the nine months ended December 31, 2020 (Note 10).

On December 2, 2020, the Company granted 465,000 stock options to related parties of the Company and recorded share-based compensation of $45,742 for the nine months ended December 31, 2020 (Note 10).

On December 2, 2020, the Company granted 1,100,000 Performance Share Units (“PSUs”) to a company owned by a director of the Company and recorded share-based compensation of $112,539 for the nine months ended December 31, 2020 (Note 10).

On December 2, 2020, the Company granted 550,000 Restricted Share Units (“RSUs”) to directors of the Company and recorded share-based compensation of $64,185 for the nine months ended December 31, 2020 (Note 10).

On December 16, 2020, the Company issued 100,000 common shares to a related party for gross proceeds of $55,000 (Note 10).

On December 17, 2020, the Company granted 188,000 RSUs to directors of the Company and recorded share-based compensation of $23,150 for the nine months ended December 31, 2020 (Note 10).

During the nine months ended December 31, 2020, the Company issued 1,500,000 common shares related to the exercise of 1,500,000 options at an exercise price of $0.10 to a related party of the Company (Note 10).

As at December 31, 2020, the Company has $7,184 (March 31, 2020 - $72,034 due to) due from the founder of the Company. The amounts are non-interest bearing, unsecured and has no fixed terms of repayment.

As at December 31, 2020, included in the accounts payable is $83,265 (March 31, 2020 - $Nil) owing to directors of the Company (Note 7). The amount is non-interest bearing, unsecured and has no fixed terms of repayment.

10. Share Capital and Reserves

Share capital

The Company's authorized share capital consists of:

- an unlimited number of common shares without par value; and
- an unlimited number of preferred shares without special rights or restrictions attached.

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company consolidated its common shares on the basis of one post-consolidation share for ten pre-consolidation shares (Note 13).

As at December 31, 2020, the Company had 88,832,159 (December 31, 2020 - 22,500,000) common shares outstanding.

During the nine months period ended December 31, 2020:

On August 5, 2020, the Company issued a total of 39,129,442 common shares at a fair value of $1,517,652 related to the reverse takeover acquisition of PlantX Living. In connection with the acquisition, the Company closed a private placement of 12,819,200 common shares at a price of $0.25 per share for total gross proceeds of $3,204,800 (Note 13).

In addition, the Company also closed a seed round financing of 12,000,000 common shares at a price of $0.005 per share for total gross proceeds of $60,000.

During the nine months period ended December 31, 2020, the Company incurred in $14,000 issuance cost and issued 36,000 finders' warrants for a fair value of $5,724 related to this offering.

The Company wrote off subscription receivable for $25,517 during the nine months period ended December 31, 2020.

On November 6, 2020, the Company issued a total of 10,782,559 common shares at a fair value of $3,925,335 as consideration to the acquire Bloombox. In connection with the acquisition, the Company issued 1,043,473 common shares at a fair value of $866,083 as finders' fee (Note 14).

On December 16, 2020, the Company closed a non-brokered private placement of 20,909,091 units of the Company at a price of $0.55 per unit for aggregate gross proceeds of $11,500,000 (Note 10). Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at an exercise price of $0.75 per share until December 16, 2022. In the event that the trading price of the common shares on the Canadian Securities Exchange (or such other Canadian stock exchange on which the common shares are listed for trading) equals or exceeds $2 per common share for any period of 10 consecutive trading days, then the Company may, at its option, within 10 business days following such 10-day period, accelerate the warrant expiry date by issuing a press release, and, in such case, the warrant expiry date will be deemed to be 5 p.m. PT on the 30th day following the issuance of the warrant acceleration press release. The Company paid a total of $430,547 in finders' fees and issued an aggregate of 774,757 finders' warrants with a fair value of $841,835 to the finders in connection with the offering. Each finder's warrant entitles the finder to acquire one common share at an exercise price of $0.75 per share until the warrant expiry date unless otherwise accelerated pursuant to the warrant acceleration option.

10. Share Capital and Reserves (Continued)

Share capital (continued)

During the nine months ended December 31, 2020, the Company issued a total of 135,000 common shares related to the exercise of 135,000 options at an exercise price of $0.25.

During the nine months ended December 31, 2020, the Company issued 1,500,000 common shares related to the exercise of 1,500,000 options at an exercise price of $0.10 to a related party of the Company.

As at December 31, 2020, the Company has $6,845 of share subscriptions receivable.

During the period from October 11, 2019 (date of incorporation) to December 31, 2020:

On November 29, 2019, the Company issued 9,500,000 common shares at a price of $0.02 per share.

On December 20, 2019, the Company issued 13,000,000 common shares at a price of $0.02 per share.

On March 24, 2020, the Company issued 1,072,220 common shares with a fair value of $21,444 in settlement of debt of $268,055, resulting in a gain of $246,611, which was recognized in deficit (Note 9).

Obligation to issue shares

During the nine months ended December 31, 2020, the Company received an aggregate amount of $73,075 of share subscriptions.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the nine months ended December 31, 2020 was based on the loss and comprehensive loss attributable to common shareholders of $12,014,050 (period from October 11, 2019 (date of incorporation) to December 31, 2020 - $153,062) and the weighted average number of common shares outstanding of 44,988,296 (period from October 11, 2019 (date of incorporation) to December 31, 2020 – 13,587,209).

Stock options

The Company has a stock option plan in place under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees and other service providers. The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of ten years. The plan allows for the issuance of up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

On December 20, 2019, PlantX Living granted 1,500,000 stock options, which are exercisable at $0.10 for a period of two years until December 20, 2021. The fair value of the stock options was estimated to be $7,875 and was determined using the Black-Scholes Option Pricing Model and the following weighted average assumptions: share price of $0.02, expected share price volatility of 116%, expected life of two years and risk-free interest rate of 1.67%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the PlantX Living.

10. Share Capital and Reserves (Continued)

Stock options (Continued)

On August 10, 2020, the Company granted 3,962,036 stock options to the Company's officers, consultants, and advisors. The stock options are exercisable at $0.25 for a period of five years until August 10, 2025. 300,000 of the stock options has a vesting term of two years on quarterly basis and 3,662,036 of the stock options has a vesting term of one year on quarterly basis. The fair value of the stock options was estimated to be $4,783,534 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 145.89%; risk-free interest rate – 0.27%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $1,803,145 in share-based compensation during the nine months ended December 31, 2020 (Note 9).

On December 2, 2020, the Company granted 1,815,000 stock options to the Company's officers, consultants and employees. The stock options are exercisable at a price of $0.70 for a period of five years until December 2, 2025. One quarter of the options will vest every three months from the date of grant. The fair value of the stock options was estimated to be $1,063,850 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 124.38%; risk-free interest rate – 0.41%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $178,540 in share-based compensation during the nine months ended December 31, 2020 (Note 9).

On December 16, 2020, the Company granted 1,870,000 stock options to the Company's consultants. The options are exercisable at a price of $1.45 for a period of five years until December 16, 2025. One quarter of the options will vest every three months from the date of grant. The fair value of the stock options was estimated to be $2,250,396 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 122.25%; risk-free interest rate – 0.38%; dividend rate – 0%. The expected volatility is based on historical prices of comparable companies within the same industry due to the lack of historical pricing information for the Company. The Company recognized $195,347 in share-based compensation during the nine months ended December 31, 2020.

As part of a new long-term incentive program to link pay to performance and align the interests of the Company's management, directors, employees with shareholders, the Company also announces that a restricted share unit plan for eligible officers, directors, employees and consultants, and a performance share unit plan for eligible employees and consultants were approved by the board of directors.

On December 2, 2020, the Company granted 3,950,000 PSUs to officers, consultants and employees of the Company. The PSUs have a term of one year and will vest as to one third every four months from the date of grant, subject to the achievement of certain performance metrics related to gross sales. The Company recognized $404,117 in share-based compensation during the nine months ended December 31, 2020 (Note 9).

On December 2, 2020, the Company granted 550,000 RSUs to directors of the Company. The RSUs have a term of one year of which one quarter of the RSUs will vest every three months from the date of grant. The Company recognized $64,185 in share-based compensation during the nine months ended December 31, 2020 (Note 9).

(Expressed in Canadian Dollars)

10. Share Capital and Reserves (Continued)

Stock options (continued)

On December 17, 2020, the Company granted 4,153,000 RSUs to directors, officers and consultants of the Company. The RSUs have a term of one year, of which one-quarter of the restricted share units will vest every three months from the date of grant. The Company recognized $511,392 stock based compensation for the RSU vested during the quarter ended December 31, 2020 (Note 9).

On November 16, 2020, the Company issued 35,000 common shares related to the exercise of 35,000 options at exercise price of $0.25.

On November 23, 2020, the Company issued 25,000 common shares related to the exercise of 25,000 options at exercise price of $0.25.

On November 24, 2020, the Company issued 25,000 common shares related to the exercise of 25,000 options at exercise price of $0.25.

On December 1, 2020, the Company issued 25,000 common shares related to the exercise of 25,000 options at exercise price of $0.25.

On December 9, 2020, the Company issued 25,000 common shares related to the exercise of 25,000 options at exercise price of $0.25.

On November 26, 2020, the Company issued 1,500,000 common shares related to the exercise of 1,500,000 options at exercise price of $0.10.

A summary of the Company's outstanding stock options as at December 31, 2020 is as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation)	-	$ -
Granted	1,500,000	0.10
Outstanding, March 31, 2020	1,500,000	0.10
Replaced*	(1,500,000)	-
Granted*	1,500,000	0.10
Granted	7,647,036	0.75
Exercised	(1,635,000)	0.11
Outstanding, December 31, 2020	7,512,036	$ 0.66

*On August 5, 2020, the Company granted 1,500,000 replacement stock options to certain directors and officers pursuant to the reverse takeover acquisition with PlantX Living (Note 13). The stock options are exercisable for common shares of the Company at an exercise price of $0.10 per share until August 5, 2022. The fair value of the new stock options was estimated to be $293,949 which is higher than the fair value recognized as of the original issuance of stock options. As a result, the Company recognized an additional $286,073 in share-based compensation during the nine months ended December 31, 2020 for this amendment (Note The fair value was determined using the Black-Scholes Option Pricing Model at the amendment date with the following assumptions: share price of $0.25; expected life – 2 years; annualized volatility – 128.15%; risk-free interest rate – 0.23%; dividend rate – 0%.During the nine months ended December 31, 2020, the Company recognized a total of 3,442,799 in share-based compensation (period from October 11, 2019 (date of incorporation) to March 31, 2020 - $7,875).

(Expressed in Canadian Dollars)

10. Share Capital and Reserves (Continued)

Stock options (continued)

The following summarizes information about stock options outstanding and exercisable at December 31, 2020:

Expiry date	Options outstanding and exercisable	Exercise price	Remaining life (years)
August 10, 2025	3,827,036	$ 0.25	4.60
December 3, 2025	1,815,000	$ 0.70	4.91
December 17, 2025	1,870,000	$ 1.45	4.95

Warrants

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company issued 36,000 finders' warrants (Note 13). The fair value of the warrants was estimated to be $5,724 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 128.15%; risk-free interest rate – 0.23%; dividend rate – 0% (Note 13).

In connection with the non-brokered private placement on December 16, 2020, the Company issued 20,909,091 warrants at an exercise price of $0.75 per share until December 16, 2022. In the event that the trading price of the common shares on the Canadian Securities Exchange (or such other Canadian stock exchange on which the common shares are listed for trading) equals or exceeds $2 per common share for any period of 10 consecutive trading days, then the Company may, at its option, within 10 business days following such 10-day period, accelerate the warrant expiry date by issuing a press release, and, in such case, the warrant expiry date will be deemed to be 5 p.m. PT on the 30th day following the issuance of the warrant acceleration press release. The fair value of the warrants was estimated to be $4,924,682 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 129.05%; risk-free interest rate – 0.24%; dividend rate – 0%.

The Company issued an aggregate of 774,757 finders' warrants at an exercise price of $0.75 per share until December 16, 2022. The fair value of the warrants was estimated to be $841,835 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 129.05%; risk-free interest rate – 0.24%; dividend rate – 0%.

A summary of the Company's outstanding warrants as at December 31, 2020 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-	$ -
Issued	21,719,848	0.75
Outstanding, December 31, 2020	21,719,848	$ 0.75

The following summarizes information about warrants outstanding and exercisable at December 31, 2020:

Expiry date	Warrants outstanding	Exercise price	Remaining life (years)
August 5, 2022	36,000	$ 0.25	1.59
December 16, 2022	21,683,848	$ 0.75	1.96

(Expressed in Canadian Dollars)

11. Revenue and Geographic Information

Revenues consist of fees for connecting a wholesale customer to a supplier of plant-based food and beverage products. During the nine months ended December 31, 2020, 59% of revenues were earned from one customer.

Revenue derived from customers located in the following geographic areas:

	For the nine months ended December 31, 2020	For the period from October 11, 2019 (date of incorporation) to December 31, 2019
United States	$ 1,381,047	$ -
United Kingdom	794,705	-
Canada	116,624	-
	$ 2,292,376	$ -

On September 14, 2020, the Company entered into a partnership agreement (the "Agreement") with Liv Marketplace LLC (“Liv Marketplace”) whereby Liv Marketplace will serve as the exclusive online fulfillment partner and retail distributor of the Company's products in the United States. Additionally, Liv Marketplace agreed to establish and operate retail stores, coffee shops and cafés in the United States under the PlantX Life name.

Liv Marketplace will purchase a minimum of US$25,000,000 of the Company’s products over a one-year term for distribution in the United States. In addition, Liv Marketplace will pay the Company a 6% royalty on the gross revenue generated under the Agreement from the Liv Marketplace Liv Marketplace agreement. Under this model, the Company will not have to incur additional United States labour costs and the Company will limited carrying costs for inventory in the United States due to Liv Marketplace fulfilling online orders using its facilities and staff.

Liv Marketplace will build and operate the Company’s first brick and mortar retail location in San Diego, California. The 4,515 square foot store will be located at 3930 5th Avenue in San Diego, California and will serve as the Company’s showcase store in the United States with over 5,000 plant-based products available for purchase and bring the Company’s current Canadian meal delivery service to the United States. The Company’s first store location in San Diego, California that is scheduled to open in March 2021.

Liv Marketplace pays the Company a 6% royalty on the gross revenue generated under the Agreement. The Company recognized $1,351,901 revenues for this partnership, which is equivalent to 59% of the total revenues, during the nine months period ended December 31, 2020. The Company has amount due as at December 31, 2020 from Liv Marketplace for $427,240 (March 31, 2020, $Nil) which represents 46% of the trade receivable as at December 31, 2020.

12. Capital Risk Management

The Company’s objective when managing capital is to safeguard the Company’s ability to continue as a going concern. The Company considers the items included in shareholders’ equity as capital. The Company’s primary source of capital comes from the issuance of capital stock.

The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek to additional funding through issuance of new shares or new debt. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long-term but recognizes there will be risks involved that may be beyond its control. The Company is not subject to external capital requirements and there were no changes to the Company approach to the management of capital.

(Expressed in Canadian Dollars)

13. Reverse Takeover Acquisition of PlantX Living

On August 5, 2020, the Company completed a reverse takeover acquisition transaction with PlantX Living. In connection with the transaction, the Company consolidated its common shares on the basis of one post-consolidation share for ten pre-consolidation shares and changed its name to Vegaste Technologies on July 19, 2020. The transaction constitutes a fundamental change pursuant to Policy 8, Fundamental Changes and Change of Business of the Canadian Securities Exchange, and the Company will carry on the business of PlantX Living, which is now a wholly owned subsidiary of the Company.

The Company acquired all of the issued and outstanding shares of PlantX Living through an amended and restated share exchange agreement dated July 10, 2020, as amended on July 29, 2020, among the Company, PlantX Living and all of the shareholders of PlantX Living. Pursuant to the transaction, the Company issued to the shareholders of PlantX Living an aggregate of 35,572,220 common shares (Note 10). Outstanding stock options of PlantX Living by their terms became exercisable for an aggregate of 1,500,000 common shares.

In connection with the transaction, the Company issued 3,557,222 common shares to an arm's-length finder at a deemed price of $0.25 per common share as finders' fees (Note 10).

In addition, the Company closed a non-brokered private placement of 12,819,200 common shares at a price of $0.25 per share for total gross proceeds of $3,204,800 (Note 10). The Company paid $14,000 and issued 36,000 finders' warrants with a fair value of $5,724, as finders' fees.

The Company does not meet the definition of a business, therefore the transaction is outside of the scope of IFRS 3 *Business Combinations*. Instead, the transaction will be accounted for under IFRS 2 *Share-based Payment*. Under this basis of accounting, the consolidated entity is considered to be a continuation of PlantX Living with the net identifiable assets of the Company deemed to have been acquired by PlantX Living. The results of operations from the Company are included in the financial statements since the date of acquisition.

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Fair value of consideration (6,070,606 shares at $0.25 per share) *	$	1,517,652
Allocated as follows:		
Identified fair value of net assets:		
Cash		30,578
GST recoverable		96,789
Due from PlantX Living		38,850
Accounts payable and accrued liabilities		(495,219)
Net liabilities assumed		(329,002)
		1,846,654
Transaction costs		346,179
Listing expense	**$**	**2,192,833**

*The fair value of the 6,070,606 shares issued was estimated to be $0.25 per share using the price of the concurrent private placement. These shares include 2,513,384 post consolidated shares of PlantX and 3,557,222 shares issued as finders' fees.

(Expressed in Canadian Dollars)

14. Acquisition of Bloombox Club Ltd.

On November 6, 2020 (the "Completion Date"), the Company completed its acquisition of Bloombox a leading UK-based e-commerce platform that sells and delivers indoor plants to their established wellness community via subscription service and online shop.

The Company acquired all of the issued and outstanding shares of Bloombox for an aggregate purchase price of £8,000,000, a combination of £560,000 (C$960,064) in cash and £7,440,000 in common shares in the capital of the Company. The Company issued an aggregate of 10,782,559 common shares (the "Consideration Shares") as at a fair value of $3,925,335 (Note 10). The Consideration Shares are in a pool and will be released based on the following schedule:

- 20% at the Completion Date;
- 15% on the three-month anniversary of the Completion Date;
- 15% on the six-month anniversary of the Completion Date;
- 15% on the nine-month anniversary of the Completion Date;
- 15% on the twelve-month anniversary of the Completion Date;
- 10% on the fifteen-month anniversary of the Completion Date; and
- The remaining 10% on the eighteen-month anniversary of the Completion Date.

The Company assumed a £50,000 6-year UK government loan with no interests for the first 12 months as a result of the transaction. The loan is payable with 60 monthly installments of £833.33 starting the payments on June 4, 2021. The carrying value of the loan as at December 31, 2020 is $82,225.

In addition, the Company closed a non-brokered private placement of 12,819,200 common shares at a price of $0.25 per share for total gross proceeds of $3,204,800 (Note 10). The Company paid $14,000 and issued 36,000 finders' warrants with a fair value of $5,724, as finders' fees.

For accounting purposes, the acquisition of Bloombox was considered a business combination and accounted for using the acquisition method. The results of operations from Bloombox are included in the consolidated financial statements from the date of acquisition.

The following table summarizes the consideration paid and the fair value of the identifiable assets acquired, and liabilities assumed as of the date of acquisition:

Cash (GBP560,000 at 1.7144)	$	960,064
Fair value of consideration (10,782,559 shares at $0.83 per share)		8,949,524
Discount for shares in pool		(5,024,189)
		4,885,399
Allocated as follows:		
Identified fair value of net assets:		
Cash		275,943
Prepayments		27,247
Inventories		29,488
Office equipment		5,331
Accounts payable and accrued liabilities		(372,640)
Loans payable		(96,609)
Net liabilities assumed		(131,240)
Goodwill	**$**	**5,016,639**

14. Acquisition of Bloombox Club Ltd. (Continued)

Management is in the process of gathering the relevant information that existed at the acquisition dates to determine the fair value of the net identifiable assets acquired and liabilities assumed. As such, the initial purchase prices were provisionally allocated based on the Company's estimated fair value of the identifiable assets acquired and the liabilities assumed on the acquisition date. The values assigned are, therefore, preliminary and subject to change. Management continues to finalize the purchase price allocation for the fair value of identifiable intangible assets and the allocation of goodwill.

15. Subsequent Event

On January 7, 2021, the Company completed the acquisition of Score Enterprises Ltd. ("Score"), a privately held company that operates the Squamish, British Columbia based Locavore Bar & Grill, and other related businesses including the Cloudburst Cafe and Locavore Food Truck. The restaurant location will be redesigned as the Company's Canadian flagship brick-and-mortar shop. The Company acquired all of the issued and outstanding common shares of Score for a purchase price of $1,350,000, which was partially paid by the issuance of 1,897,152 common shares of the Company at $0.539 per consideration share. The remaining $327,435 was paid in cash.

On February 16, 2021, the Company filed an amended and restated short form preliminary short form prospectus in connection with the marketed public offering ("Offering"). The Offering will be at a price of $1.25 per unit of the Company (a "Unit") for the issuance of a minimum of 8,000,000 Units to raise minimum total gross proceeds of $10,000,000. The Offering, which will be conducted on a "best efforts" agency basis, is being led by Mackie Research Capital Corporation (the "Agent") as lead agent and sole bookrunner. Each Unit will consist of one (1) common share of the Company (an "Unit Share", each such common share in the authorized capital structure of the Company, a "Common Share") and one (1) Common Share purchase warrant (a "Warrant"). Each Warrant will be exercisable at a price of $1.45 and will entitle the holder to purchase one additional Common Share (a "Warrant Share") for a period of two (2) years from the closing of the Offering (the "Closing").