



PLANTX LIFE INC.

Condensed Interim Consolidated Financial Statements

For the three and nine months ended December 31, 2021 and 2020

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

MANAGEMENT'S COMMENTS ON UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if any auditor has not performed a review of the Interim Condensed Consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited Interim Condensed Consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of Interim Condensed Consolidated financial statements by an entity's auditors.

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

PlantX Life Inc.

Condensed Interim Consolidated Statements of Financial Position (Expressed in Canadian Dollars)

	2021 December 31 (Unaudited)	2021 March 31 (Audited)
ASSETS		
Current assets		
Cash	\$ 1,979,429	\$ 20,364,895
Trade receivables (Note 5)	2,158,779	2,393,427
Loans receivable	100,000	-
Sales taxes recoverable	76,767	204,126
Prepays and deposits (Note 6)	493,834	1,306,884
Inventories (Note 4)	1,707,784	112,949
Other assets	-	9,759
	6,516,593	24,392,040
Non-Current assets		
Property and equipment (Note 10)	1,802,785	448,787
Right-of-use asset (Note 9)	1,778,514	67,576
Intangible assets (Note 8)	557,746	540,196
Goodwill (Note 8)	22,881,399	8,393,522
Total assets	\$ 33,537,037	\$ 33,842,121
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 7)	\$ 3,574,767	\$ 1,987,602
Unearned revenue (Note 13)	80,197	81,156
Loans payable (Note 14)	115,664	86,683
Other liability	-	65,000
Lease liabilities - current (Note 9)	499,072	31,323
	4,269,700	2,251,764
Non-current liabilities		
Loans payable (Note 14)	230,171	40,000
Lease liabilities - non-current (Note 9)	1,227,229	33,913
Total liabilities	5,727,100	2,325,677
Shareholders' equity		
Share capital (Note 12)	46,316,968	32,495,837
Obligation to issue shares (Note 12)	4,413,808	14,700
Reserves (Note 12)	29,203,942	25,802,809
Foreign exchange translation reserve	(13,923)	58,371
Deficit	(52,141,365)	(26,855,273)
Total equity attributable to shareholders of the Company	27,779,430	31,516,444
Non-controlling interests (Notes 22 and 23)	30,507	-
Total Shareholder's Equity	27,809,937	31,516,444
Total liabilities and shareholders' equity	\$ 33,537,037	\$ 33,842,121

Approved on behalf of the Board of Directors:

“Quinn Field-Dyde” (signed)
Quinn Field-Dyde, 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.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

For the three months and nine months ended December 31, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

	Three months ended 2021		Nine months ended 2021		Three months ended 2020		Nine months ended 2020	
Revenue (Note 13)	\$	2,740,419	\$	9,656,914	\$	1,832,484	\$	2,292,376
Cost of sales		(1,743,907)		(6,230,326)		(1,465,879)		(1,899,271)
Gross Profit		996,512		3,426,588		366,605		393,105
Operating expenses								
Accounting and audit fees		33,137		267,457		4,373		33,135
Advertising and promotion		1,513,988		5,438,918		1,438,594		1,777,923
Amortization (Notes 8, 9 and 10)		201,499		459,803		6,309		12,948
Bad debt expense		-		3,360		-		25,517
Consulting and management expenses (Note 11)		1,041,344		3,073,463		3,023,525		3,277,914
General and administrative		1,762,133		3,457,287		208,089		252,429
Insurance expense		48,962		126,086		23,806		38,973
Legal fees		520,894		1,146,011		950,336		950,336
Salaries and benefits (Note 11)		1,168,943		2,992,363		100,717		130,382
Share-based compensation (Notes 11 and 12)		1,911,612		11,243,623		2,513,646		3,442,799
Transfer agent and filing fees		8,443		63,120		26,918		48,310
Travel expenses		292,783		673,598		68,781		122,620
		(8,503,738)		(28,945,089)		(8,365,094)		(10,113,286)
Operating Loss		(7,507,226)		(25,518,501)		(7,998,489)		(9,720,181)
Other items								
Foreign exchange gain (loss)		77,761		108,056		(113,448)		(103,637)
Interest income		2,586		16,487		1,096		2,601
Listing expense		-		-		-		(2,192,833)
Other income		41,034		107,864		-		-
		121,381		232,407		(112,352)		(2,293,869)
Net loss and comprehensive loss	\$	(7,385,845)	\$	(25,286,092)	\$	(8,110,841)	\$	(12,014,050)
Net loss attributable to:								
Company's Shareholders		(7,355,338)		(25,255,585)		(8,110,841)		(12,014,050)
Non-controlling interests (Notes 22 and Note 23)		(30,507)		(30,507)		-		-
Net loss and comprehensive loss	\$	(7,385,845)	\$	(25,286,092)	\$	(8,110,841)	\$	(12,014,050)
Basic and diluted loss per share (Note 12)	\$	(0.07)	\$	(0.22)	\$	(0.12)	\$	(0.27)
Weighted average number of common shares outstanding - basic and diluted		111,779,435		117,566,951		65,626,646		44,988,296

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

PlantX Life Inc.

Condensed Interim Consolidated Statements of Cash Flows

For the nine months ended December 31, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

	2021	2020
Operating activities		
Net loss for the period	\$ (25,286,092)	\$ (12,014,050)
Items not involving cash:		
Share-based compensation	11,243,623	3,442,799
Shares issued for services	373,523	-
Depreciation	412,874	-
Amortization of intangible assets	46,928	12,947
Bad debt expense	-	25,517
Listing expense	-	2,162,255
Net changes in non-cash working capital:		
Trade receivable	(675,206)	(826,224)
Sales taxes recoverable	127,359	(129,233)
Inventories	(1,259,426)	-
Prepays and deposits	915,293	(599,071)
Other assets	9,760	-
Accounts payable and other liabilities	616,741	1,992,023
Unearned revenue	(961)	-
Due from (to) related parties	166,112	(79,218)
Net cash used in operating activities	(13,309,472)	(6,012,255)
Investing activities		
Net cash paid for acquisition of Little West	(427,041)	-
Net cash paid for acquisition of New Deli	(559,050)	-
Net cash paid for acquisition of LIV Marketplace	(687,913)	-
Net cash paid for acquisition of Peter Rubi	(1,573,208)	-
Net cash paid for acquisition of EH Coffee	(213,231)	-
Net cash paid for acquisition of Portfolio Coffee	(216,319)	-
Net cash received for acquisition of Plant X Living	-	30,578
Net cash paid for acquisition of Bloombox	-	(684,121)
Investments	-	(4,216)
Addition of property, plant, and equipment	(1,072,979)	-
Net cash used in investing activities	(4,749,741)	(657,759)
Financing activities		
Proceeds from exercise of share options	31,690	183,750
Proceeds from share subscriptions	26,082	-
Proceeds of loans	(94,668)	-
Payment of lease liability	(217,063)	-
Proceeds from issuance of shares, net of issuance cost	-	14,313,410
Net cash provided by financing activities	(253,959)	14,497,160
Effect of foreign exchange on cash and cash equivalents	(72,294)	-
Net change in cash	(18,385,466)	7,827,146
Cash, beginning	20,364,895	97,340
Cash, ending	\$ 1,979,429	\$ 7,924,486

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

PlantX Life Inc.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

(Unaudited)

	Common Share Capital		Obligation to issue shares	Contributed Surplus	Accumulated Other Comprehensive Income	Accumulated Deficit	Non Controlling interests	Total
	Number of Shares	Amount						
Balance, March 31, 2020	23,572,220	\$ 471,444	\$ -	\$ 7,875	\$ -	\$ (342,386)	\$ -	\$ 136,933
Shares issued from private placements (Note 12)	45,728,291	9,840,118	-	4,924,682	-	-	-	14,764,800
Eliminated PlantX Living shares (Note 16)	(35,572,220)	-	-	-	-	-	-	-
PlantX Life number of shares - post consolidation (Notes 12 and 16)	2,513,394	-	-	-	-	-	-	-
Shares issued for RTO acquisition (Notes 12 and 16)	39,129,442	1,517,654	-	-	-	-	-	1,517,654
Shares issued for Bloombox Acquisition (Notes 12 and 17)	10,782,559	3,925,335	-	-	-	-	-	3,925,335
Shares issued as finders' fee (Notes 12 and 16)	1,043,473	866,083	-	-	-	-	-	866,083
Share issuance costs - cash (Note 12)	-	(444,547)	-	-	-	-	-	(444,547)
Finders' warrants (Note 12)	-	(847,559)	-	847,559	-	-	-	-
Shares issued for exercise of options (Note 12)	1,635,000	499,611	-	(315,861)	-	-	-	183,750
Share subscriptions receivable (Note 12)	-	(6,845)	-	-	-	-	-	(6,845)
Shares subscriptions received (Note 12)	-	-	73,075	-	-	-	-	73,075
Share-based compensation (Notes 11 and 12)	-	-	-	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
Balance, March 31, 2021	110,981,737	\$ 32,495,837	\$ 14,700	\$ 25,802,809	\$ 58,371	\$ (26,855,273)	\$ -	\$ 31,516,444
Shares issued for vested RSU and PSU (Note 12)	7,700,167	7,842,490	-	(7,842,490)	-	-	-	-
Shares issued for acquisition of Little West (Notes 19)	4,324,252	2,205,369	1,520,525	-	-	-	-	3,725,894
Shares issued for acquisition of Plant-Based Deli (Notes 20)	2,515,983	1,484,430	-	-	-	-	-	1,484,430
Shares issued for acquisition LIV assets (Notes 21)	3,777,778	1,813,333	-	-	-	-	-	1,813,333
Shares issued for acquisition EH Coffee and Portfolio Coffee (Notes 22 and 23)	182,664	74,520	299,277	-	-	-	-	373,797
Shares issued for acquisition PlantX Midwest ("Peter Rubi") (Note 24)	-	-	2,549,000	-	-	-	-	2,549,000
Shares issued for exercise of options (Note 12)	100,000	31,690	-	-	-	-	-	31,690
Shares issued for services (Note 12)	759,744	343,217	30,306	-	-	-	-	373,523
Share subscription received (Note 12)	-	26,082	-	-	-	-	-	26,082
Share-based compensation (Notes 11 and 12)	-	-	-	11,243,623	-	-	-	11,243,623
Non-controlling interests (Notes 22 and 23)	-	-	-	-	-	-	30,507	30,507
Net and comprehensive loss	-	-	-	-	(72,294)	(25,286,092)	-	(25,358,386)
Balance, December 31, 2021	130,342,325	\$ 46,316,968	\$ 4,413,808	\$ 29,203,942	\$ (13,923)	\$ (52,141,365)	\$ 30,507	\$ 27,809,937

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

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

1. Nature of Operations

PlantX Life Inc. (“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 16). 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 store (Note 17).

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 (Note 18).

On May 10, 2021, the Company closed the acquisition of Little West LLC (“Little West”). Little West is a privately owned, California-based cold-pressed juice company that offers a wide range of curated cold-pressed juices and products that emphasize health and wellness with a focus on locally sourced, high-quality and fresh ingredients (Note 19).

On May 27, 2021, the Company completed its acquisition of all of the issued and outstanding membership interests of MK Cuisine Global LLC's Plant-Based Deli LLC (New Deli). New Deli is a sustainable and plant-based neighborhood bodega located in Venice Beach, California, that offers practical, everyday retail goods that range from household supplies and personal hygiene products to frozen foods, pantry staples, snacks, beer and wine (Note 20).

On June 25, 2021, the Company completed the acquisition of certain assets of LIV Marketplace LLC (“LIV Marketplace”). California-based LIV Marketplace is the exclusive on-line fulfilment partner and retail distributor of PlantX products within the United States and is responsible for building and operating the Company's brick-and-mortar retail store in San Diego, California (Note 21).

On November 11, 2021 the Company acquired majority equity interests in each of Eh Coffee Corp. (“Eh Coffee”) and Portfolio Coffee Inc. (“Portfolio Coffee”). Eh Coffee and Portfolio Coffee source, roast, and distribute specialty coffees for a memorable farm to cup experience. Headquartered in Toronto, Ontario, Eh Coffee sources specialty coffee beans from renowned family farms worldwide and custom roasts these harvests in Canada. Branded “Portfolio” – Portfolio Coffee distributes these wide ranges of specialty coffees, featuring different roasts, flavour profiles and regions (Note 22 and Note 23).

On December 12, 2021, the Company, through its indirect wholly-owned subsidiary, PlantX Midwest Inc. has acquired substantially all of the assets and assumed certain of the liabilities of Peter Rubi, LLC (“Peter Rubi”). Peter Rubi is an innovative plant-based market, e-commerce platform and two brick-and-mortar stores located in Chicago, Illinois (Montrose Avenue) and Plainfield, Illinois (Route 59). The Peter Rubi brand is known for its plant-based grocery items, plant-based catering services and the delivery of carefully designed plant-based dishes, dips and seasonal fruit and vegetable trays from local vendors (Note 24).

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”.

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

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

These condensed interim consolidated financial statements were reviewed and approved by the Board of Directors and authorized for issued on February 28, 2022.

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.

During the nine months ended December 31, 2021, the Company generated revenue of \$9,656,914 and as of December 31, 2021, had a deficit of \$52,141,365 (March 31, 2021 - \$26,855,273). 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.

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 pursue 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 existing cash resources and 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. 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.

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. The impact of these factors on the Company is not yet determinable; however, the Company’s financial position, results of operations and cash flows in future periods may be materially affected.

3. Statement of Compliance and Basis of Presentation

(a) Basis of presentation and measurement

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting, and should be read in conjunction with the Company’s audited consolidated financial statements as at and for the fiscal year ended March 31, 2021 (“last annual financial statements”), which were prepared in accordance with International Financial Reporting Standards (“IFRS”).

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

These condensed consolidated interim financial statements are presented in Canadian dollars

(b) 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, 2021
Vegaste Technologies US Corp. ("Vegaste")	US	U.S Dollar	100%
PlantX Living Inc.	Canada	Canadian Dollar	100%
Bloombox Club Ltd. ("Bloombox")	United Kingdom	Pound Sterling	100%
Bloombox UG	Germany	Euro	100%
PlantX Living Squamish Inc. ("Score")	Canada	Canadian Dollar	100%
PlantX Israel Ltd. ("Israel")	Israel	Israeli New Shekel	100%
PlantX Lifestyle USA Inc.	US	U.S Dollar	100%
WS West LLC ("Little West LLC")	US	U.S Dollar	100%
Plant-Based Deli LLC	US	U.S Dollar	100%
New Deli Hillcrest LLC	US	U.S Dollar	100%
PlantX Nevada Holdings LLC	US	U.S Dollar	100%
PlantX UK	United Kingdom	Pound Sterling	100%
EH Coffee Inc. ("EH Coffee")	CAD	Canadian Dollar	53.5%
Portfolio Coffee Inc. ("Portfolio Coffee")	CAD	Canadian Dollar	51%
PlantX Midwest Inc.	US	U.S Dollar	100%

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

4. New Significant Accounting Policies

(a) Inventory

Inventories are measured at the lower of cost and net realizable value (NRV). Cost is determined using FIFO ("First In First Out"), and includes all costs of purchases and all other costs incurred in bringing inventories to their present location and condition.

NRV is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

When there is a decline in the price of an item which indicates that the cost is higher than the NRV, a provision for inventories is established and an expense is recognized in the period in which the write-down occurs.

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements
For the three and nine months ended December 31, 2021 and 2020
(Expressed in Canadian Dollars)
(Unaudited)

5. Risk Management and Financial Instruments

The Company's financial instruments consist of cash, trade receivable, 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, 2021, 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. The impairment test of goodwill and intangible assets of the acquisition of Bloombox was tested using level 2 inputs of comparable transactions of ecommerce companies.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. 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. As at December 31, 2021, 76% of the Company's accounts receivable were from one customer.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying its 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, 2021, the Company had a cash balance of \$1,979,429 and current liabilities of \$4,269,700. Please also refer Note 2.

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, 2021, the Company is not exposed to significant market risk.

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements
For the three and nine months ended December 31, 2021 and 2020
(Expressed in Canadian Dollars)
(Unaudited)

6. Prepaid and deposits

	December 31, 2021		March 31, 2021	
Insurance	\$	69,774	\$	30,333
Legal		28,837		30,655
Office		79,449		69,142
Advertising and promotion		120,189		1,009,972
Consulting		-		88,261
Rent		37,134		78,521
Deposits		158,451		-
	\$	493,834	\$	1,306,884

7. Accounts Payable and Accrued Liabilities

	December 31, 2021		March 31, 2021	
Accounts payable (Note 11)	\$	2,799,213	\$	1,381,851
Accrued liabilities		775,554		605,751
	\$	3,574,767	\$	1,987,602

8. Intangible Assets and Goodwill

Intangible assets	Website		Customer Relationship		Trade Name		Total
Cost:							
As at March 31, 2020	\$	132,796	\$	-	\$	-	\$ 132,796
Additions (Note 17)		38,000		316,000		123,000	477,000
Additions (Note 18)		10,000		-		-	10,000
As at March 31, 2021		180,796		316,000		123,000	619,796
Additions (Note 19)		67,587		-		-	67,587
As at December 31, 2021	\$	248,383	\$	316,000	\$	123,000	\$ 687,383
Amortization:							
As at March 31, 2020	\$	-	\$	-	\$	-	\$ -
Charge for the year		(22,898)		(43,889)		(12,813)	(79,600)
As at March 31, 2021	\$	(22,898)	\$	(43,889)	\$	(12,813)	\$ (79,600)
Charge for the period		(16,865)		(26,333)		(7,688)	(50,886)
FX translation		58		639		152	849
As at December 31, 2021	\$	(39,705)	\$	(69,583)	\$	(20,349)	\$ (129,637)
Net book value:							
As at March 31, 2021	\$	157,898	\$	272,111	\$	110,187	\$ 540,196
As at December 31, 2021	\$	208,678	\$	246,417	\$	102,651	\$ 557,746

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

Goodwill	LIV	New Deli	Little West	Bloombox	Score	EH Coffee	Portfolio Coffee	PlantX Midwest	Total
As at March 31, 2020	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additions (Notes 17 and 18)	-	-	-	7,464,982	2,041,480	-	-	-	9,506,462
Impairment (Note 18)	-	-	-	-	(1,112,940)	-	-	-	(1,112,940)
As at March 31, 2021	-	-	-	7,464,982	928,540	-	-	-	8,393,522
Additions (Notes 18-24)	3,604,988	2,106,451	4,412,550	-	-	376,367	398,817	3,588,703	14,487,876
As at December 31, 2021	\$ 3,604,988	\$ 2,106,451	\$ 4,412,550	\$ 7,464,982	\$ 928,540	\$ 376,367	\$ 398,817	\$ 3,588,703	\$ 22,881,398

Goodwill calculated in these acquisitions represents the expected synergies from combining the operations of Bloombox Score, Little West, LIV, EH Coffee, Portfolio Coffee, PlantX Midwest and New Deli with the Company, revenue growth, future market development and the workforce acquired.

9. Lease Assets and Liabilities

The following is the continuity of lease liabilities as at and for the nine months ended December 31, 2021:

Right-of-use asset:	
Present value of lease payments	\$ 64,719
Deposits	8,250
Depreciation	(5,393)
Balance, March 31, 2021	67,576
Addition	1,984,356
Depreciation	(273,418)
Balance, December 31, 2021	\$ 1,778,514
Lease liability:	
Present value of lease payments	\$ 64,719
Accrued interest	517
Balance, March 31, 2021	65,236
Less: current portion	(31,323)
Non-current portion	\$ 33,913
Balance, March 31, 2021	\$ 65,236
Addition	1,998,022
Accrued interest	40,683
Payment	(377,640)
Balance, December 31, 2021	1,726,301
Less: current portion	(499,072)
Non-current portion	\$ 1,227,229

PlantX Life Inc.

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The following schedule lists out the timing of lease payments:

	December 31, 2021
Less than one year	\$ 498,411
Between one and two years	531,911
Between two and three years	316,424
Between three and four years	228,795
Between four and five years	150,759
	\$ 1,726,301

10. Property and Equipment

	Office Equipment	Machinery and Equipment	Furniture and Fixtures	Building Improvements	Total
Cost:					
Balance, March 31, 2020	\$ -	\$ -	\$ -	\$ -	\$ -
Additions (Note 18)	20,581	363,323	58,840	332,438	775,182
Disposal	-	-	(5,180)	-	(5,180)
Balance, March 31, 2021	20,581	363,323	53,660	332,438	770,002
Additions (Notes 18-24)	988,729	384,279	70,649	1,145,938	2,589,595
Balance, December 31, 2021	\$ 1,009,310	\$ 747,602	\$ 124,309	\$ 1,478,376	\$ 3,359,597
Amortization:					
Balance, March 31, 2020	\$ -	\$ -	\$ -	\$ -	\$ -
Additions	(17,804)	(124,148)	(16,679)	(132,975)	(291,606)
Charge for the year	(1,979)	(10,312)	(1,342)	(8,311)	(21,944)
FX translation	49	(7,714)	-	-	(7,665)
Balance, March 31, 2021	(19,734)	(142,174)	(18,021)	(141,286)	(321,215)
Charge for the period	(394,586)	(208,739)	(4,785)	(627,487)	(1,235,597)
Balance, December 31, 2021	\$ (414,320)	\$ (350,913)	\$ (22,806)	\$ (768,773)	\$ (1,556,812)
Net book value:					
Balance, March 31, 2021	\$ 847	\$ 221,149	\$ 35,639	\$ 191,152	\$ 448,787
Balance, December 31, 2021	\$ 594,990	\$ 396,689	\$ 101,503	\$ 709,603	\$ 1,802,785

PlantX Life Inc.

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11. Related Party Transactions

Related parties include key management personnel and the entities controlled or directed by key management personnel. Key management personnel include Board of Directors and key executives of the Company together with certain individuals responsible for outsourced services who in the opinion of the Company have satisfied relevant criteria to be considered, key management personnel under applicable accounting standards based on the information available as of the date of issuance of these consolidated financial statements. Key management compensation are as follows:

	Three months ended December 31, 2021	Nine months ended December 31, 2021	Three months ended December 31, 2020	Nine months ended December 31, 2020
Consulting expenses	\$ 310,899	\$ 1,023,914	\$ 323,018	\$ 379,464
Other operating expense	49,492	397,165	-	-
Share-based compensation (Note 12)	2,048,931	5,922,253	1,105,836	1,105,836
	\$ 2,094,322	\$ 7,343,332	\$ 1,428,854	\$ 1,485,300

As at December 31, 2021, \$166,112 (March 31, 2021 - \$39,347) is included in accounts payable and accrued liabilities owing to directors or officers for consulting and director fees. The amounts due are unsecured, due on demand, and bear no interest.

During the nine months ended December 31, 2021, the Company incurred legal fees of \$375,546 with a law firm at which a director, is a partner. Other operating expenses include administrative expenses for the three and nine months ended December 31, 2021, 2021 of \$37,385 and \$130,565 and travel expenses for the three and nine months ended December 31, 2021 of \$60,809 and \$270,205 that were paid on behalf of key management in the normal course of operations.

12. 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 16).

As at December 31, 2021, the Company had 130,342,325 (March 31, 2021 - 110,981,737) common shares outstanding.

During the nine months ended December 31, 2021:

On April 5, 2021, the Company issued 2,163,250 common shares for vested 987,500 PSU's and 1,175,750 RSU's to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of common shares issued was \$2,376,023.

On May 7, 2021, the Company issued a total of 1,272,832 common shares for a fair value of \$649,144 as consideration to acquire Little West (Note 19).

On May 18, 2021, the Company issued an aggregate of 646,909 common shares for a fair value of \$304,047 to certain consultants of the Company at a price of \$0.47 per common share for services rendered in accordance with the terms

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of their respective consulting agreements with the Company.

On May 26, 2021, the Company issued a total of 2,515,983 common shares for a fair value of \$1,484,430 as consideration to acquire New Deli (Note 20).

On June 25, 2021, the Company issued a total of 3,777,778 common shares for a fair value of \$1,813,333 as consideration to acquire LIV Marketplace assets (Note 21).

On September 16, 2021, the Company issued 2,972,500 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of common shares issued was \$2,976,085.

On September 29, 2021, the Company issued a total of 1,206,553 common shares for a fair value of \$615,342 in accordance with the terms of the acquire agreement with Little West (Note 19).

On November 11, 2021, the Company issued a total of 1,206,553 common shares for a fair value of \$615,342 in accordance with the terms of the acquire agreement with Little West (Note 19).

On November 12, 2021, the Company issued a total of 182,664 common shares for a fair value of \$74,520 in accordance with the terms of the acquire agreement with Little West (Note 19).

On December 15, 2021, the Company issued a total of 638,314 common shares for a fair value of \$325,540 in accordance with the terms of the acquire agreement with Little West (Note 19).

On December 16, 2021, the Company issued 1,833,250 common shares to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's PSU and RSU Plan. The fair value of common shares issued was \$2,177,897.

During the year ended March 31, 2021:

On August 5, 2020, the Company issued a total of 39,129,442 common shares at a fair value of \$1,517,654 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 16).

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.

On November 6, 2020, the Company issued a total of 10,782,559 common shares at a fair value of \$6,841,976 as consideration to acquire Bloombox. In connection with the acquisition, the Company issued 1,251,255 common shares with a fair value of \$1,080,098 as finders' fee (Note 17).

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. 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.

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. 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 CSE (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

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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.

On January 4, 2021, the Company issued a total of 158,979 common shares to third parties for a fair value of \$206,673 in exchange of services.

On January 7, 2021, the Company issued a total of 1,897,152 common shares for a fair value of \$1,943,492 as consideration to acquire Score (Note 18).

On March 22, 2021, the Company completed a public offering through the sale and issue of 19,102,765 units of the Company for gross proceeds of \$20,057,903, including a partial exercise of the overallotment option (hereafter defined). Pursuant to an agency agreement between the company and Mackie Research Capital Corp. entered into on March 11, 2021, the agent acted as the lead agent and sole bookrunner for the offering. The Company granted the agent an option to purchase up to an additional 15% of the units, exercisable on or before April 21, 2021, at a price of \$1.05 per unit, to cover overallotments. The overallotment option is exercisable to acquire additional units, common shares or warrants (or any combination thereof) at the discretion of the agent. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of \$1.25 per warrant up to March 22, 2023, provided that if, at any time, the daily volume-weighted average trading price (or closing price on trading days when there are no trades) of the common shares on the CSE or, if the common shares are not listed on the CSE, then on such other recognized Canadian stock exchange on which the common shares are then listed, equals or exceeds \$2 per common share over any 10 consecutive trading days, the Company shall be entitled, at its option, within 10 business days following such 10-day period, to accelerate the exercise period of the warrants through the issuance of a press release specifying the new expiry date and, in such case, the warrants will expire on the 30th day following the issuance of the acceleration notice. From and after the new expiry date specified in such acceleration notice, no warrants may be issued or exercised, and all unexercised warrants shall be void and of no effect following the new expiry date. The Company paid the agent a cash commission of \$970,139 and finder fees of \$441,544 and issued 923,943 finders' warrants exercisable until March 22, 2023, at a price of \$1.25 per share with a fair value of \$518,793.

During the year ended March 31, 2021, the Company issued of 625,600 common shares with a fair value of \$727,618 in settlement of debt of \$688,964. The Company recognized a loss on debt settlement of \$38,654 on the statement of loss and comprehensive loss (Note 11).

During the year ended March 31, 2021, the Company issued a total of 272,500 common shares for exercise of 272,500 options at an exercise price of \$0.25.

During the year ended March 31, 2021, the Company issued 1,500,000 common shares for exercise of 1,500,000 options at an exercise price of \$0.10 to a related party of the Company.

During the year ended March 31, 2021, the Company issued 19,800 common shares related to the exercise of 19,800 finders' warrants at an exercise price of \$0.25.

During the year ended March 31, 2021, the Company received an aggregate amount of \$27,425 of share subscriptions.

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Basic and diluted loss per share

The calculation of basic and diluted loss per share for the nine months ended December 31, 2021 was based on the loss and comprehensive loss attributable to common shareholders of \$25,286,092 (2020 - \$12,014,050) and the weighted average number of common shares outstanding of 117,566,951 (2020 - 44,988,296).

Escrow shares (RTO)

As at December 31, 2021, 12,343,332 shares were held in escrow and will be released on each of the following dates:

Number of escrow shares	Date
3,085,833	February 10, 2022
3,085,833	August 10, 2022
3,085,833	February 10, 2023
3,085,833	August 10, 2023

Stock Options, Performance Share Units, and Restricted Share Units

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 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 \$4,105,445 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$nil and \$628,818 in share-based compensation.

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 \$644,911 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$46,032 and \$418,939 in share-based compensation.

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 \$1,271,454 in share-based compensation during the year ended March 31,

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2021. During the three months and nine months ended December 31, 2021, the Company recognized \$119,011 and \$978,943 in share-based compensation.

The Company has an obligation to issue 10,000 options to a consultant. The options vest over a period of one year, with one quarter of the aggregate options vesting on each three-month anniversary of the grant date. The options are exercisable at a price of \$1.65 for a period of 90 days.

The Company has an obligation to issue 6,000 options to a consultant. The options vest over a period of one year, with one quarter of the aggregate options vesting on each three-month anniversary of the grant date. The options are exercisable at a price of \$1.52 for a period of 90 days.

The Company has an obligation to issue 800,000 options to a consultant. The options are exercisable at a price of \$1.12 for a period of 10 years until February 26, 2031. Half of the options will vest on the date of the agreement, February 26, 2021 and the remainder of the options shall vest in equal quarterly installments of 100,000 each. The fair value of the stock options was estimated to be \$850,599 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 10 years; annualized volatility – 122%; risk-free interest rate – 1.17%; 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 \$499,136 in share-based compensation during the year ended March 31, 2021. During the three months and nine months ended December 31, 2021, the Company recognized \$nil and \$335,398 in share-based compensation.

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 ("RSU's") plan for eligible officers, directors, employees and consultants, and a performance share unit ("PSU's") 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 \$1,653,483 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$161,095 and \$1,111,517 in share-based compensation.

The Company has an obligation to issue 50,000 PSUs to a consultant of the Company. The PSUs have a term of 180 days and will vest one third every 60-day term from the date of the agreement. The Company recognized \$50,806 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$nil and \$59,000 in share-based compensation.

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 \$232,365 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$16,613 and \$152,635 in share-based compensation.

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 \$3,551,814 share-based compensation for the RSU vested during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$339,464 and \$2,802,276 in share-based compensation.

The Company has an obligation to issue 30,000 RSUs to a consultant of the Company. The RSUs have a term of one year and will vest one quarter every 3 months from the date of the agreement. The Company recognized \$22,145 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$nil and \$21,025 in share-based compensation.

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The Company has an obligation to issue 30,000 RSUs to a consultant of the Company. The RSUs have a term of one year and will vest one quarter every 3 months from the date of the agreement. The Company recognized \$22,064 in share-based compensation during the year ended March 31, 2021. During the three and nine months ended December 31, 2021, the Company recognized \$nil and \$21,106 in share-based compensation.

During the year ended March 31, 2021, the Company issued a total of 272,500 common shares related to the exercise of 272,500 options at an exercise price of \$0.25.

During the year ended March 31, 2021, 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.

On April 5, 2021, the Company granted 3,851,000 stock options to purchase common shares of the Company to certain directors, officers, employees and consultants of the Company. The options are exercisable for a 5-year period at a price of \$0.80 per common share. 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 \$2,354,603 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 119.21%; risk-free interest rate – 0.82%; 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 \$359,376 and \$2,188,778 in share-based compensation during the three and nine months ended December 31, 2021.

On the same date, the Company also granted 2,687,000 restricted RSU's to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's restricted share unit plan. The RSU's have a term of 1 year, of which a quarter of the RSU's will vest every three months from the date of grant. The Company recognized \$313,938 and \$1,903,065 stock-based compensation for the RSU vested during the three and nine months ended December 31, 2021.

On May 26, 2021, the Company granted 100,000 RSU's to a consultant of the Company pursuant to terms and conditions of the Company's restricted share unit plan. The RSU's have a term of 2 year, of the RSU's will vest every monthly from the date of grant. The Company recognized \$7,250 and \$16,917 stock-based compensation for the RSU vested during the three and nine months ended December 31, 2021.

During the three and nine months ended December 31, 2021, the Company issued 110,000 common shares related to the exercise of 110,000 options at an exercise price of \$0.25 to a related party of the Company.

On September 15, 2021, the Company granted 2,880,000 RSU's to certain directors, officers, employees and consultants of the Company pursuant to terms and conditions of the Company's restricted share unit plan. The RSU's have a term of 1 year, of which a quarter of the RSU's will vest every three months from the date of grant. The Company recognized \$46,800 and \$642,460 stock-based compensation for the RSU vested during the three and nine months ended December 31, 2021.

On September 15, 2021, the Company granted 120,000 stock options to purchase common shares of the Company to certain directors, officers, employees and consultants of the Company. The options are exercisable for a 5-year period at a price of \$0.42 per common share. 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 \$46,229 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 155.17%; risk-free interest rate – 0.77%; 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 \$11,652 and \$13,552 in share-based compensation during the three and nine months ended December 31, 2021.

A summary of the Company's outstanding stock options as at December 31, 2021 is as follows:

PlantX Life Inc.**Notes to Condensed Interim Consolidated Financial Statements
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	Number of Options	Weighted Average Exercise Price
Outstanding, March 31, 2020	1,500,000	\$ 0.10
Replaced*	(1,500,000)	-
Granted*	1,500,000	0.10
Granted	8,463,036	0.59
Expired	(125,000)	0.25
Exercised	(272,500)	0.25
Exercised	(1,500,000)	0.12
Outstanding, March 31, 2021	8,065,536	\$ 0.60
Granted	3,851,000	0.80
Granted	120,000	0.25
Exercised	(100,000)	0.25
Expired	(16,000)	1.60
Outstanding, December 31, 2021	11,920,536	\$ 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 16). 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 \$286,071 in share-based compensation during the year ended March 31, 2021 for this amendment. 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%.

A summary of the Company's outstanding PSU's and RSU's as at December 31, 2021 are as follows:

	Number of PSU's
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-
Granted	4,000,000
Outstanding, March 31, 2021	4,000,000
Exercised	(987,500)
Exercised	(987,500)
Outstanding, December 31, 2021	2,025,000

PlantX Life Inc.

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	Number of RSU's
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-
Granted	4,763,000
Outstanding, March 31, 2021	4,763,000
Granted	2,720,276
Granted	100,000
Granted	2,880,000
Exercised	(1,175,750)
Exercised	(1,985,000)
Exercised	(16,667)
Exercised	(20,750)
Exercised	(12,500)
Exercised	(1,833,250)
Exercised	(681,250)
Outstanding, December 31, 2021	4,738,109

During the three and nine months ended December 31, 2021, the Company recognized a total of \$916,848 and \$2,562,441 in share-based compensation.

The following summarizes information about stock options outstanding and exercisable at December 31, 2021:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining life (years)
August 10, 2025	3,564,536	3,224,073	\$ 0.25	3.86
December 2, 2025	1,815,000	1,517,432	\$ 0.70	4.18
December 16, 2025	1,870,000	1,521,916	\$ 1.45	4.21
February 26, 2031	800,000	500,000	\$ 1.12	9.41
April 5, 2025	3,851,000	1,895,524	\$ 0.80	3.52
September 15, 2026	120,000	120,000	\$0.42	4.96

Warrants

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company issued 36,000 finders' warrants (Note 16). 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%.

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%. In connection with the public offering on March 22, 2021, the Company issued 19,102,765 warrants

PlantX Life Inc.**Notes to Condensed Interim Consolidated Financial Statements****For the three and nine months ended December 31, 2021 and 2020****(Expressed in Canadian Dollars)****(Unaudited)**

at an exercise price of \$1.25 per share until March 22, 2023. In the event that the trading price of the common shares on the CSE (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, the Company shall be entitled, 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 warrants will expire on the 30th day following the issuance of the acceleration notice. From and after the new expiry date specified in such acceleration notice, no warrants may be issued or exercised, and all unexercised warrants shall be void and of no effect following the new expiry date. The fair value of the warrants was estimated to be \$7,505,533 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 132.21%; risk-free interest rate – 0.27%; dividend rate – 0%.

The Company also granted to the agent an additional of 923,943 finders' warrants exercisable at any time up to March 22, 2023, to purchase common shares at a price of \$1.25 per warrant. The fair value of the finders' warrants was estimated to be \$518,793 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 2 years; annualized volatility – 132.21%; 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.

During the year ended March 31, 2021, the Company issued 19,800 common shares related to the exercise of 19,800 finders' warrants at an exercise price of \$0.25.

A summary of the Company's outstanding warrants as at December 31, 2021 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation) and March 31, 2020	-	\$ -
Issued	41,746,556	0.99
Exercised	(19,800)	0.25
Outstanding, March 31, 2021 and December 31, 2021	41,726,756	\$ 0.99

The following summarizes information about warrants outstanding and exercisable at December 31, 2021:

Expiry date	Warrants outstanding	Exercise price	Remaining life (years)
August 5, 2022	16,200	\$ 0.25	1.10
December 16, 2022	21,683,848	\$ 0.75	1.46
March 22, 2023	20,026,708	\$ 1.25	1.73

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

13. Revenue and Geographic Information

During the nine months ended December 31, 2021, 54% (2020 - 90%) of revenues were earned from one customer. Revenue derived from customers located in the following geographic areas:

	Three months ended December 31, 2021	Nine months ended December 31, 2021	Three months ended December 31, 2020	Nine months ended December 31, 2020
United States	\$ 1,212,718	\$ 4,561,207	\$ 921,861	\$ 1,381,047
United Kingdom	732,121	2,452,529	794,705	794,705
Canada	795,580	2,643,178	115,918	116,624
	\$ 2,740,419	\$ 9,656,914	\$ 1,832,484	\$ 2,292,376

As at December 31, 2021, the Company recognized unearned revenue of \$80,197 (2020 - \$81,156) which represents payments received for products shipped subsequent to the period end.

14. Loans payable

The Company assumed from the acquisition of Bloombox (Note 17) a £50,000 6-year unsecured UK government loan with no interests for the first 12 months as a result of the acquisition. The loan is payable with 60 monthly installments of £833 starting the payments on June 4, 2021. The loan is recorded at amortized cost, with a 4% effective interest rate, and the carrying value as at December 31, 2021 is \$75,664. The Company intends to repay this loan within 1 year.

During the year ended March 31, 2021, the Company received an aggregate \$60,000 from Canada Emergency Business Account ("CEBA"). The interest free loan is used to finance operating costs which was offered by the Government of Canada through the Company's bank in response to the COVID19 pandemic. If the balance is repaid on or before December 31, 2023 will result in loan forgiveness of \$20,000. Commencing on January 1, 2024, interest will accrue on the balance of the term of the loan at the rate of 5% fixed interest per year. Since, the Company is expecting to repay this loan before December 31, 2023, the \$20,000 for the forgiveness of the loan was recognized as other income in consolidated statements of loss and comprehensive loss. The carrying value of the loan as at December 31, 2021 was \$40,000.

Little West LLC received a loan amounting to USD 150,000 from Small Business Administration (SBA) @3.75% per annum payable in 30 years. Additionally, Little West received US 62,000 from (SBA) @ 1% interest under Paycheck Protection Program (PPP) payable in 60 months. The carrying value of the loan as at December 31, 2021 was \$190,170(USD 150,000). The loan is used to finance operating costs.

The Company assumed from the acquisition of EH Coffee (Note 22) a loan amounting to \$80,000 from BDC with @8.86% per annum payable in 5 years. The loan is recorded at amortized cost, and the carrying value as at December 31, 2021 is \$54,530. Additionally, the Company an aggregate \$60,000 from Canada Emergency Business Account ("CEBA"). The interest free loan is used to finance operating costs which was offered by the Government of Canada through the Company's bank in response to the COVID19 pandemic. If the balance is repaid on or before December 31, 2023 will result in loan forgiveness of \$20,000. Commencing on January 1, 2024, interest will accrue on the balance of the term of the loan at the rate of 5% fixed interest per year. Since, the Company is expecting to repay this loan before December 31, 2023, the \$20,000 for the forgiveness of the loan was recognized as other income in consolidated statements of loss and comprehensive loss. The carrying value of the loan as at December 31, 2021 was \$40,000.

PlantX Life Inc.

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(Expressed in Canadian Dollars)

(Unaudited)

15. 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.

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

16. 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 17, 2020. The transaction constitutes a fundamental change pursuant to Policy 8, Fundamental Changes and Change of Business of the CSE, 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 12). Outstanding stock options of PlantX Living by their terms became exercisable for an aggregate of 1,500,000 common shares of the Company.

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 12).

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 (2,513,384 shares at \$0.25 per share) *	\$	628,346
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 and finders' fee (3,557,222 shares at \$0.25 per share)		1,235,485
Listing expense	\$	2,192,833

*The fair value of the 2,513,384 shares issued for the transaction and the 3,557,222 shares issued as finders' fees were estimated to be \$0.25 per share using the price of the concurrent private placement (Note 12).

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

17. Acquisition of Bloombox Club Ltd.

On November 6, 2020 (the “Completion Date”), the Company completed its acquisition of Bloombox a UK-based e-commerce platform that sells and delivers indoor plants to their established wellness community via subscription service and online store. 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\$968,766) 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 \$6,841,976 (Note 12). 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.

As at December 31, 2021, 2,156,512 shares are held in escrow.

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 1.72994)	\$	968,766
Fair value of consideration (10,782,559 shares at \$0.83 per share)		8,949,523
Discount for shares in pool		(2,107,547)
		<hr/> 7,810,742
Allocated as follows:		
Identified fair value of net assets:		
Cash		384,373
Prepayments		27,247
Inventories		29,488
Office equipment (Note 10)		5,331
Accounts payable and accrued liabilities		(481,070)
Loans payable (Note 14)		(96,609)
Net liabilities assumed		<hr/> (131,240)
Intangible assets (Note 8)		477,000
Goodwill (Note 8)	\$	7,464,982

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

18. Acquisition of Score

On January 7, 2021, the Company completed the acquisition of 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. On January 7, 2021, the Company name was changed to PlantX Living Squamish Inc. The Company acquired all of the issued and outstanding common shares of Score by the issuance of 1,897,152 common shares of the Company with a fair value of \$1,943,492 and the payment of \$327,435 cash (Note 12). The Consideration Shares are in a pool and will be released based on the following schedule:

- 10% at the Completion Date;
- 30% on the three-month anniversary of the Completion Date;
- 30% on the six-month anniversary of the Completion Date and;
- The remaining 30% on the eighteen-month anniversary of the Completion Date.

As at December 31, 2021, 569,145 shares are held in escrow.

For accounting purposes, the acquisition of Score was considered a business combination and accounted for using the acquisition method. The results of operations from Score 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	\$	327,435
Fair value of share consideration (1,897,152 shares at \$1.31 per share)		2,485,269
Discount for shares in pool		(541,777)
		<u>2,270,927</u>
Allocated as follows:		
Identified fair value of net assets:		
Cash		25,336
Receivables		10,462
Prepayments		4,381
Inventories		22,531
Property and equipment (Note 10)		331,312
Accounts payable and accrued liabilities		(88,429)
Due from PlantX Life Inc.		(3,591)
Loan payable (Note 14)		(82,555)
Net assets assumed		<u>219,447</u>
Intangible (Note 8)		10,000
Goodwill (Note 8)	\$	2,041,480

Management determined that the carrying value of the goodwill as at March 31, 2021 has been impaired by \$1,112,940.

PlantX Life Inc.

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19. Acquisition of Little West

On May 10, 2021, the Company closed the acquisition of Little West LLC (“Little West”), through PlanX Lifestyle USA Inc., (“PlantX USA”) a newly incorporated wholly owned subsidiary of the Company, to acquire all of the issued and outstanding limited liability membership interest of Little West. Little West is a privately owned, California-based cold-pressed juice company that offers a wide range of curated cold-pressed juices and products that emphasize health and wellness with a focus on locally sourced, high-quality and fresh ingredients.

PlantX USA acquired all of the issued and outstanding limited liability membership interest of the Little West for an initial consideration consisting of:

- issuance of an aggregate of 6,703,143 shares of the Company;
- issuance of additional shares of the Company to the vendors upon the satisfaction of certain financial performance milestones during each of Little West’s seven fiscal quarters immediately following the closing of the acquisition;
- payment of US\$385,000 in cash; and,
- issuance of an aggregate of 602,531 shares of the Company to repay certain indebtedness and expenses of Little West.

As at December 31, 2021, 3,619,705 shares are held in escrow.

For accounting purposes, the acquisition of Little West was considered a business combination and accounted for using the acquisition method. The results of operations from Little West 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	\$	445,158
Fair value of share consideration (1,272,832 shares at \$0.51 per share)		649,144
Fair value of shares to be issued (6,032,842 shares at \$0.51 per share)		3,076,750
		<u>4,171,052</u>
Allocated as follows:		
Identified fair value of net assets:		
Cash		18,116
Receivables		222,969
Prepayments		52,971
Inventories		41,128
Property and equipment (Note 10)		132,951
Website		56,086
Accounts payable and accrued liabilities		(509,164)
Loan payable (USD 212,117, Note 14)		(256,555)
Net liabilities assumed		<u>(241,498)</u>
Goodwill (Note 8)	\$	4,412,550

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

PlantX Life Inc.

Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

continues to finalize the purchase price allocation for the fair value of identifiable intangible assets and the allocation of goodwill.

20. Acquisition of Plant-Based Deli

On May 27, 2021, the Company, through PlantX USA, completed its acquisition of all of the issued and outstanding membership interests of MK Cuisine Global LLC's Plant-Based Deli LLC ("New Deli") for an aggregate purchase price of US\$1,569,999. The purchase price was satisfied by a combination of US\$471,000 in cash and 2,515,983 common shares of the Company. New Deli is a sustainable and plant-based neighborhood bodega located in Venice Beach, California. The Consideration Shares are in a pool and will be released based on the following schedule:

- 10% 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;
- 15% on the fifteen-month anniversary of the Completion Date; and
- The remaining 15% on the eighteen-month anniversary of the Completion Date.

As at December 31, 2021, 1,509,536 shares are held in escrow.

For accounting purposes, the acquisition of New Deli was considered a business combination and accounted for using the acquisition method. The results of operations from New Deli 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 (USD471,000 at 1.22912)	\$	578,915
Fair value of share consideration (2,515,983 shares at \$0.59 per share)		1,484,430
		2,063,345
Allocated as follows:		
Identified fair value of net assets:		
Cash		19,866
Receivables		4,033
Prepayments		35,012
Inventories		36,245
Accounts payable and accrued liabilities		(99,990)
Loan payable (Note 14)		(38,272)
Net liabilities assumed		(43,106)
Goodwill (Note 8)	\$	2,106,451

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.

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21. Acquisition of New Deli (LIV)

On June 25, 2021, the Company, through its wholly owned subsidiary New Deli Hillcrest LLC, completed the acquisition of certain assets of LIV Marketplace LLC ("LIV Marketplace") for an aggregate purchase price of US\$3,246,938.73. The purchase price was satisfied by (i) US\$450,000 in cash; (ii) 3,777,778 common shares; (iii) the assumption of \$1,000,000 in debt owed by LIV Marketplace to the Company; and (iv) US\$96,938 in inventory. California-based LIV Marketplace is the exclusive on-line fulfilment partner and retail distributor of the Company's products within the United States.

In addition, the consideration shares will be released in accordance with the following release schedule:

- 10% of the consideration shares will be immediately released upon closing.
- 15% will be released three months from closing.
- 15% will be released six months from closing.
- 15% will be released nine months from closing.
- 15% will be released 12 months from closing.
- 15% will be released 15 months from closing.
- The remaining 15% will be released 18 months from closing.

As at December 31, 2021, 2,266,667 shares are held in escrow.

For accounting purposes, the acquisition of LIV was considered a business combination and accounted for using the acquisition method. The results of operations from LIV 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 (USD546,000 at 1.25991)	\$	687,912
Fair value of share consideration (3,777,778 shares at \$0.48 per share)		1,813,333
Accounts receivable forgiven		1,222,223
		<hr/> 3,723,468
Allocated as follows:		
Identified fair value of net assets:		
Inventories		118,480
Net assets		118,480
Goodwill (Note 8)	\$	3,604,988

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.

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22. Acquisition of EH Coffee

On November 11, 2021 (the "Completion Date"), the Company completed its acquisition of EH Coffee a Canadian-based roasting business that sources, roasts, and distributes specialty coffees for a memorable farm to cup experience.

The Company acquired 53.5% issued and outstanding shares of EH Coffee for an aggregate purchase price of \$404,825, a combination of \$217,029 in cash and 456,660 in common shares in the capital of the Company. In addition, in connection with this acquisition, PlantX has agreed to pay an aggregate of \$30,306 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares. The Company issued an aggregate of 456,660 common shares (the "Consideration Shares") as at a fair value of \$187,048. The Consideration Shares are in a pool and will be released based on the following schedule:

- 20% at the Completion Date;
- 20% on the three-month anniversary of the Completion Date;
- 20% on the six-month anniversary of the Completion Date;
- 20% on the nine-month anniversary of the Completion Date;
- 20% on the twelve-month anniversary of the Completion Date;.

As at December 31, 2021, 365,328 shares are held in escrow.

For accounting purposes, the acquisition of EH Coffee was considered a business combination and accounted for using the acquisition method. The results of operations from EH Coffee 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	\$	217,777
Fair value of consideration (456,660 shares at \$0.41 per share)		187,048
		<hr/> 404,825
Allocated as follows:		
Identified fair value of net assets:		
Cash		4,546
Receivables (Note 5)		92,627
Prepayments (Note 6)		2,036
Inventories		24,997
Furniture and equipment (Note 10)		60,421
Accounts payable and accrued liabilities (Note 7)		(112,443)
Loans payable (Note 14)		(18,992)
Net assets assumed		<hr/> 53,192
Non controlling interest		24,734
Goodwill (Note 8)	\$	376,367

In addition, PlantX has agreed to pay for both EH Coffee and Portfolio Coffee acquisitions an aggregate of \$60,611 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares, subject to applicable securities laws.

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Notes to Condensed Interim Consolidated Financial Statements For the three and nine months ended December 31, 2021 and 2020 (Expressed in Canadian Dollars) (Unaudited)

23. Acquisition of Portfolio Coffee

On November 11, 2021 (the "Completion Date"), the Company completed its acquisition of Portfolio Coffee a Canadian-based roasting business that sources, roasts, and distributes specialty coffees for a memorable farm to cup experience.

The Company acquired 51% issued and outstanding shares of Portfolio Coffee for an aggregate purchase price of \$404,825, a combination of \$217,029 in cash and 456,660 in common shares in the capital of the Company. In addition, in connection with this acquisition, PlantX has agreed to pay an aggregate of \$30,306 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares. The Company issued an aggregate of 456,660 common shares (the "Consideration Shares") as at a fair value of \$187,048. The Consideration Shares are in a pool and will be released based on the following schedule:

- 20% at the Completion Date;
- 20% on the three-month anniversary of the Completion Date;
- 20% on the six-month anniversary of the Completion Date;
- 20% on the nine-month anniversary of the Completion Date;
- 20% on the twelve-month anniversary of the Completion Date;.

As at December 31, 2021, 365,328 shares are held in escrow.

For accounting purposes, the acquisition of Portfolio Coffee was considered a business combination and accounted for using the acquisition method. The results of operations from Portfolio Coffee 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	\$	217,777
Fair value of consideration (456,660 shares at \$0.41 per share)		187,048
		<hr/> 404,825
Allocated as follows:		
Identified fair value of net assets:		
Cash		1,758
Receivables (Note 5)		92,740
Accounts payable and accrued liabilities (Note 7)		(56,644)
Loans payable (Note 14)		(26,071)
Net assets assumed		<hr/> 11,783
Non controlling interest		(5,775)
Goodwill (Note 8)	\$	398,817

In addition, PlantX has agreed to pay for both EH Coffee and Portfolio Coffee acquisitions an aggregate of \$60,611 in fees to a professional advisor, which amount will be paid post-closing in the form of cash and PlantX Shares, subject to applicable securities laws.

PlantX Life Inc.

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24. Acquisition of PlantX Midwest (“Peter Rubi”)

On December 12, 2021 (the “Completion Date”), the Company through its wholly owned subsidiary, PlantX Midwest, completed the acquisition of certain assets of Peter Rubi LLC (“Peter Rubi”). The Peter Rubi brand is known for its plant-based grocery items, plant-based catering services and the delivery of carefully designed plant-based dishes, dips and seasonal fruit and vegetable trays from local vendors.

The Company acquired all the assets of Peter Rubi for an aggregate purchase price of \$4,134,432, a combination of US\$1,200,000 in cash and 9,188,897 in common shares in the capital of the Company. The common shares are in a pool and will be released based on the following schedule:

- 10% 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;
- 15% on the fifteen-month anniversary of the Completion Date;
- 15% on the eighteen-month anniversary of the Completion Date.

As at December 31, 2021, 9,188,897 shares are held in escrow.

For accounting purposes, the acquisition of Peter Rubi was considered a business combination and accounted for using the acquisition method. The results of operations from Peter Rubi 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 (USD1,200,000 at 1.32)	\$	1,585,432
Fair value of consideration (9,188,897 shares at \$0.28 per share)		2,549,000
		<hr/> 4,134,432
Allocated as follows:		
Identified fair value of net assets:		
Inventories		114,557
Property, Plant and Equipment (Note 10)		418,947
Security Deposits (Note 6)		12,225
Net assets assumed		<hr/> 545,729
Goodwill (Note 8)	\$	3,588,703

In connection with the Purchase Agreement, the Company has agreed to pay a finder's fee of 1,029,156 Common Shares at a deemed issue price of \$0.28 per share to the founder of the Company. Furthermore, the Company has agreed to pay a financial advisory fee to an arm's length financial advisor, which will be satisfied by cash in the aggregate amount of US\$18,000 and the issuance of an aggregate of 166,763 Common Shares at a deemed issue price of \$0.28 per share.

PlantX Life Inc. (formerly Vegaste Technologies Corp.)

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For the three months and nine months ended December 31, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

25. Segment Information

The operating segments of the Company are identified as Vegaste, PlantX Living Inc, Bloombox, Score (“Squamish”), Israel, Little West, Plant-Based Deli and New Deli (LIV Marketplace assets). In determining the operating segments, management considered the product mix as well as the geographical segments that the business units sell under. Disclosure by segment pertaining to income statement transactions are for the three and nine months ended December 31, 2021, and 2020. The asset and liability balances are as at December 31, 2021 and March 31, 2021.

Income statement Items three months ended:

December 31, 2021	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	Plant-Based Deli	New Deli	PlantX UK	PlantX Nevada	EH Coffee	Portfolio Coffee	PlantX Midwest	Consolidated
Sales	\$ -	\$ 102,333	\$ 32,349	\$ 732,122	\$ 611,672	\$ -	\$ 570,764	\$ 104,142	\$ 130,523	\$ -	\$ 259,904	\$ 52,880	\$ 28,696	\$ 115,034	\$ 2,740,419
Cost of sales	-	(77,496)	(24,146)	(500,667)	(234,594)	-	(409,275)	(74,811)	(64,067)	-	(208,067)	(47,770)	(18,940)	(84,074)	(1,743,907)
Gross margin	\$ -	\$ 24,837	\$ 8,203	\$ 231,455	\$ 377,078	\$ -	\$ 161,489	\$ 29,331	\$ 66,456	\$ -	\$ 51,837	\$ 5,110	\$ 9,756	\$ 30,960	\$ 996,512
Net (loss) income	\$ (2,748,450)	\$ (612,404)	\$ (1,146,162)	\$ (518,305)	\$ (1,153,852)	\$ (175,419)	\$ (100,370)	\$ (201,256)	\$ (364,800)	\$ (17,353)	\$ (145,444)	\$ (50,457)	\$ 1,071	\$ (152,644)	\$ (7,385,845)

December 31, 2020	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	Plant-Based Deli	New Deli	PlantX UK	PlantX Nevada	EH Coffee	Portfolio Coffee	PlantX Midwest	Consolidated
Sales	\$ -	\$ 108,089	\$ 929,690	\$ 794,705	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,832,484
Cost of sales	-	(97,835)	(801,027)	(567,017)	-	-	-	-	-	-	-	-	-	-	(1,465,879)
Gross margin	\$ -	\$ 10,254	\$ 128,663	\$ 227,688	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 366,605
Net loss	\$ (3,975,565)	\$ (514,755)	\$ (565,018)	\$ (1,876,875)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (8,110,841)

(i) PlantX Life was initially “Winston Resources Inc.” as at December 31, 2020 and changed its name on August 5, 2020.

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Income statement Items nine months ended:

December 31, 2021	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	Plant-Based Deli	New Deli	PlantX UK	PlantX Nevada	EH Coffee	Portfolio Coffee	PlantX Midwest	Consolidated
Sales	\$ -	\$ 344,921	\$ 2,336,945	\$ 2,452,530	\$ 2,216,682	\$ -	\$ 1,419,770	\$ 299,029	\$ 130,523	\$ -	\$ 259,904	\$ 52,880	\$ 28,696	\$ 115,034	\$ 9,656,914
Cost of sales	-	(178,059)	(2,016,920)	(1,532,912)	(891,806)	-	(968,066)	(219,645)	(64,067)	-	(208,067)	(47,770)	(18,940)	(84,074)	(6,230,326)
Gross margin	\$ -	\$ 166,862	\$ 320,025	\$ 919,618	\$ 1,324,876	\$ -	\$ 451,704	\$ 79,384	\$ 66,456	\$ -	\$ 51,837	\$ 5,110	\$ 9,756	\$ 30,960	\$ 3,426,588
Net (loss) income	\$ (15,868,308)	\$ (1,649,308)	\$ (2,945,567)	\$ (1,688,994)	\$ (1,273,484)	\$ (345,949)	\$ (298,710)	\$ (278,786)	\$ (508,656)	\$ (17,353)	\$ (208,947)	\$ (50,457)	\$ 1,071	\$ (152,644)	\$ (25,286,092)

December 31, 2020	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	Plant-Based Deli	New Deli	PlantX UK	PlantX Nevada	EH Coffee	Portfolio Coffee	PlantX Midwest	Consolidated
Sales	\$ -	\$ 116,624	\$ 1,381,047	\$ 794,705	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,292,376
Cost of sales	-	(84,285)	(1,247,969)	(567,017)	-	-	-	-	-	-	-	-	-	-	(1,899,271)
Gross margin	\$ -	\$ 32,339	\$ 133,078	\$ 227,688	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 393,105
Net loss	\$ (7,883,697)	\$ (1,551,659)	\$ (701,819)	\$ (1,876,875)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (12,014,050)

(i) PlantX Life was initially "Winston Resources Inc." as at December 31, 2020 and changed its name on August 5, 2020.

Balance Sheet items:

As at December 31, 2021	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	Plant-Based Deli	New Deli	PlantX UK	PlantX Nevada	EH Coffee	Portfolio Coffee	PlantX Midwest	Consolidated
Assets	\$ 747,128	\$ 843,206	\$ 1,865,360	\$ 8,398,590	\$ 2,237,640	\$ 746,014	\$ 5,056,868	\$ 2,677,550	\$ 4,180,950	\$ 50,164	\$ 1,442,002	\$ 544,996	\$ 455,739	\$ 4,290,830	\$ 33,537,037
Liabilities	\$ 1,274,153	\$ 459,785	\$ 216,408	\$ 873,679	\$ 325,695	\$ 246,377	\$ 568,141	\$ 614,460	\$ 63,094	\$ 7,789	\$ 880,322	\$ 135,969	\$ 40,616	\$ 20,612	\$ 5,727,100

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As at March 31, 2021	PlantX Life	PlantX Living	Vegaste	Bloombox	Squamish	Israel	Little West	Plant-Based Deli	New Deli	PlantX UK	PlantX Nevada	EH Coffee	Portfolio Coffee	PlantX Midwest	Consolidated
Assets	\$ 1,002,641	\$ 19,636,754	\$ 2,909,226	\$ 8,554,999	\$ 1,590,586	\$ 147,915	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 33,842,121
Liabilities	\$ 55,124	\$ 729,920	\$ 46,588	\$ 1,302,143	\$ 178,902	\$ 13,001	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,325,677

PlantX Life Inc.

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(Unaudited)

26. Subsequent events

Subsequent to the quarter ended December 31, 2021, the Company received an advance from Clear Finance Technology Corp in the amount of USD \$395,000 bearing interest at 6% per annum, repayable using a 20% remittance rate based on the e-commerce sales.

Subsequent to the quarter ended December 31, 2021, the Company has completed an oversubscribed non-brokered private placement of 52,296,660 units of the Company at a price of CAD\$0.105 per unit for approximate aggregate gross proceeds of CAD \$5,491,150.