FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: _JIVA Technologies Inc. (formerly, PlantX Life Inc.) (the "Issuer").

Trading Symbol: JIVA

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

The Unaudited Interim Financial statements for the first quarter ended on June 30, 2025 are attached as "Appendix A"

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

The related party transactions, if any, are included in the notes to the condensed interim consolidated financial statements which are attached hereto as “Appendix A".

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

The summary of securities issued during the reporting period is included in the notes to the condensed interim consolidated financial statements which are attached hereto as "Appendix A".

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period, - **not applicable**

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

(b) number and recorded value for shares issued and outstanding,

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

The summary of securities as at the end of the reporting period is included in the notes to the condensed interim consolidated financial statements which are attached hereto as “Appendix A"

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Lorne Rapkin	Director and Chief Executive Officer
Quinn P Field-Dyte	Director
Ralph Allan Moxness	Director & Chairman
Alexandra Hoffman	Director and Chief Marketing Officer
Eric Sherb	Chief Financial Officer

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

The Unaudited Interim management discussion and analysis for the first quarter ended on June 30, 2025 are attached as “Appendix B”

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated September 11, 2025 .

Lorne Rapkin
Name of Director or Senior Officer

/s/ Lorne Rapkin
Signature

Chief Executive Officer and Director
Official Capacity

Issuer Details Name of Issuer JIVA Technologies Inc. (formerly PlantX Life Inc)	For Quarter Ended June 30, 2025	Date of Report YY/MM/D 25/09/10
Issuer Address 1861 Mamquam Road		
City/Province/Postal Code Squamish, British Columbia V8B 0H5 Canada	Issuer Fax No. (NA)	Issuer Telephone No. (786)389-9771)
Contact Name Lorne Rapkin	Contact Position CEO	Contact Telephone No. (786)389-9771
Contact Email Address lorne@veghouse.co	Web Site Address https://jivatech.co/	

JIVA TECHNOLOGIES INC.

(Formerly PlantX Life Inc.)

Consolidated Financial Statements

For the Three Months ended June 30, 2025 and 2024

(EXPRESSED IN CANADIAN DOLLARS)

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 Condensed Interim 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 Condensed Interim 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 Condensed Interim Consolidated financial statements by an entity's auditors.

JIVA Technologies Inc. (Formerly PlantX Life Inc.)
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	June 30, 2025	March 31, 2025
Current assets		
Cash	$ 196,119	$ 68,278
Receivables	269,196	107,592
Inventories (Note 4)	15,823	15,823
	481,137	191,693
Non-current assets		
Property and equipment (Note 8)	128,345	141,491
Right-of-use asset (Note 7)	160,928	198,095
Total assets	$ 770,410	$ 531,279
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	$ 6,045,173	$ 5,786,670
Due to related party (Note 9)	581,339	581,339
Loans payable (Note 12)	892,294	915,171
Derivative liability	155,158	155,252
Lease liabilities (Note 7)	165,918	163,861
Other liability	3,283	3,283
	7,843,165	7,605,576
Non-current liabilities		
Loans payable (Note 12)	5,574,528	5,541,555
Lease liabilities (Note 7)	-	42,259
Total liabilities	13,417,693	13,189,390
Shareholders' deficit		
Share capital (Note 10)	61,632,184	61,632,184
Obligation to issue shares (Note 10)	208,026	208,026
Reserves (Note 10)	24,975,436	25,011,067
Deficit	(99,462,930)	(99,509,388)
Total shareholder's (deficit) equity	(12,647,283)	(12,658,111)
Total liabilities and shareholders' (deficit)	$ 770,410	$ 531,279

Note 2, "Going Concern"

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

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

JIVA Technologies Inc. (Formerly PlantX Life Inc.)
Consolidated Statements of Loss and Comprehensive Loss
For the Three Months ended June 30, 2025 and 2024
(Expressed in Canadian Dollars)

	June 30, 2025	June 30, 2024
Revenue (Note 11)	$ 1,197,416	$ 1,299,761
Cost of sales	(418,038)	(473,728)
Gross Profit	779,378	826,033
Operating expenses		
Advertising and promotion	14,264	84,004
Amortization (Notes 7 and 8)	50,559	39,166
Consulting and management expenses	19,102	242,425
General and administrative	143,669	184,348
Share-based compensation (Note 10)	-	45,684
Legal fees	1,540	59,716
Salaries and benefits	377,452	421,194
Transfer agent and filing fees	2,625	27,969
Operating Loss	170,167	(278,473)
Other items		
Foreign exchange gain (loss)	-	(528)
Interest (expense) /income	(124,102)	(66,610)
Change in fair value of derivative liability	94	-
Other income/ (loss)	300	-
	(123,708)	(67,138)
Net income (loss)	46,458	(345,611)
Exchange difference on translating foreign operations	(35,631)	(148,687)
Net income (loss) and comprehensive income (loss) for the period	$ 10,827	$ (494,298)
Basic and diluted loss per share (Note 10)	$ 0.00	$ (0.49)
Weighted average number of common shares outstanding- basic and diluted	2,286,794	1,012,378

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

JIVA Technologies Inc. (Formerly PlantX Life Inc.)
Consolidated Statements of Cash Flows
For the Three Months ended June 30, 2025 and 2024
(Expressed in Canadian Dollars)

	June 30, 2025	June 30, 2024
Operating activities		
Operations:		
Net income (loss) for the period	$ 46,458	$ (345,611)
Depreciation	50,557	1,999
Amortization of intangible assets	-	37,167
Change in fair value of derivative liability	(94)	-
Interest expense	124,102	4,364
Net changes in non-cash working capital:		
Receivables	(161,604)	(58,941)
Inventories	-	(10,803)
Prepaid and deposits	-	26,147
Other assets	-	4,599
Accounts payable and other liabilities	258,505	(405,794)
Unearned revenue	-	1,200
Other liabilities	-	203
Due from (to) related parties	-	79,514
Net cash (used) in operating activities	317,924	(665,956)
Investing activities		
Addition of property, plant, and equipment	(244)	-
Net cash (used) / inflow in investing activities	(244)	-
Financing activities		
Proceeds from loan	-	868,904
Repayment of loan	(111,597)	-
Payment of lease liability	(42,611)	(42,609)
Net cash inflow / (used) in financing activities	(154,208)	826,295
Effect of foreign exchange on cash and cash equivalents	(35,631)	(148,687)
Net change in cash	127,841	11,652
Cash, beginning	68,278	73,937
Cash, ending	$ 196,119	$ 85,589

	2025	2024
Supplemental disclosure:		

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

JIVA Technologies Inc. (Formerly PlantX Life Inc.)
Consolidated Statements of Changes in Shareholders' (Deficit) Equity
(Expressed in Canadian Dollars)

	Common Share Capital						
	Number of shares	Share capital	Obligation to issue shares	Contributed surplus	Accumulated Other Comprehensive Income	Accumulated Deficit	Total
Balance, March 31, 2024 (Restated)	1,012,463	61,158,031	208,026	25,356,870	(34,417)	(98,857,407)	(12,168,897)
Net loss of the period	-	-	-	-	(148,687)	(345,611)	(494,298)
Balance, June 30, 2024	**1,012,463**	**61,158,031**	**208,026**	**25,356,870**	**(183,104)**	**(99,203,018)**	**(12,663,195)**
Balance, March 31, 2024 (Restated)	1,012,463	61,158,031	208,026	25,356,870	(34,417)	(98,857,407)	(12,168,897)
Shares issued (conversion of debts)	1,274,331	474,153	-	-	-	-	474,153
Net loss of the period	-	-	-	-	(311,386)	(651,981)	(963,367)
Balance, March 31, 2025	**2,286,794**	**$ 61,632,184**	**$ 208,026**	**$ 25,356,870**	**$ (345,803)**	**$ (99,509,388)**	**$ (12,658,111)**
Net income of the period	-	-	-	-	(35,631)	46,458	10,827
Balance, June 30, 2025	**2,286,794**	**61,632,184**	**208,026**	**25,356,870**	**(381,434)**	**(99,462,930)**	**(12,647,284)**

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

1. Nature of Operations

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

JIVA 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 "JIVA", on the OTCQB® Venture Market under the symbol "PLTXF" and on the Frankfurt Stock Exchange under the symbol "WNT1".

The head office of the Company is located at 1861 Mamquam Road Squamish British Columbia V8B 0H5 Canada.

On October 6, 2023 JIVA transferred a collection of assets (the "Subsidiary Assets") in exchange for 50.9% of the total issued and outstanding shares of Veg House Holdings Inc. These assets encompass wholly owned subsidiaries including Vegaste Technologies US Corp., Little West, Plant Based Deli LLC, and PlantX Living Inc., along with the Company's 53% ownership stake in Portfolio Coffee Inc. and 51% ownership in Eh Coffee Corp.

On November 5, 2024, PlantX Life Inc. (VEGA) announced a name and symbol change to JIVA Technologies Inc. ("JIVA")

These consolidated financial statements were reviewed and approved by the Board of Directors and authorized for issued on **September 10, 2025.**

2. Going Concern Assumption

These 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 three months ended June 30, 2025, the Company's net income are $46,458 (June 30, 2024, $(345,611)), cash provided by (used in) operations $317,924 (June 30, 2024; $(665,956)) and the working capital deficit is $ (7,362,028) (March 31, 2025: $(7,413,883)).

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 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 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 consolidated financial statements. These adjustments could be material.

3. Statement of Compliance and Basis of Presentation

a) Basis of presentation and measurement

The policies applied in these consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements of the Company have been prepared based on historical costs, modified where applicable. These consolidated financial statements are presented in Canadian dollars.

The preparation of these consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Such estimates primarily relate to unsettled transactions and events as of the date of the consolidated financial statements. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenues, and expenses. The critical judgments and significant estimates in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are outlined in Note 4 of the last annual financial statements. There have been no significant changes in the Company's judgments and estimates applied during the three months ended June 30, 2025.

The Company has performed an assessment of new and revised standards issued by the IASB that are not yet effective.

The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be material.

b) Basis of consolidation

These 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.

The consolidated financial statements include the financial statements of the Company and its significant subsidiaries listed in the following table as of **June 30, 2024;**

(Expressed in Canadian Dollars)

Name	Country of incorporation	Functional currency	(%) Equity interest as at June 30, 2024
Bloombox Club Ltd. (“Bloombox”)	UK	Pound Sterling	100%
Bloombox UG	Germany	Euro	100%
PlantX Living Squamish Inc. (”Score”)	Canada	Canadian Dollar	100%
PlantX Life UK Ltd	UK	Pound Sterling	100%

The consolidated financial statements include the financial statements of the Company and its significant subsidiaries listed in the following table as of **June 30, 2025:**

Name	Country of incorporation	Functional currency	(%) Equity interest as at June 30, 2025
Bloombox Club Ltd. (“Bloombox”)	UK	Pound Sterling	100%
PlantX Living Squamish Inc. (”Score”)	Canada	Canadian Dollar	100%
PlantX UK	UK	Pound Sterling	100%

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

4. Significant Accounting Policies

(a) Stock split

During the year ended March 31, 2025, the Company effected a 1-for-34 reverse stock split of its common stock. No fractional shares were issued, and any fractional shares were rounded up to the nearest whole share. The reverse stock split did not affect the number of authorized shares or the par value of the common stock. All share and per-share amounts in these financial statements have been retroactively adjusted to reflect the reverse stock split for all periods presented.

(b) Use of estimates and judgments

The preparation of consolidated financial statements requires the directors and management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical estimates and judgments applied by management that most significantly affect the Company's consolidated financial statements. Uncertainty about these judgements and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Measurement of revenue

Revenue is recognized when the amount of revenue can be measured reliably, the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of products can be estimated reliably. Revenues are presented net of refunds, discounts, and credits.

Deferred revenues are estimated based on the average numbers of days for goods to be delivered to the online customers and are presented as current liability.

Business combinations and contingent consideration

Management is required to make judgments and estimates when identifying and measuring the fair value of assets acquired and liabilities assumed in a business combination. Management applied the guidance set out in IFRS 3 Business Combinations when determining the recognition of assets acquired and liabilities assumed in connection with the acquisitions of the Company's subsidiary entities.

In certain acquisitions, the Company may include contingent consideration which is subject to the acquired business achieving certain performance targets. At the date of acquisition and at each subsequent reporting period, the Company estimates the future performance of acquired businesses, which are subject to contingent consideration, in order to assess the probability that the acquired business will achieve its performance targets and thus earn its contingent consideration. Any changes in the fair value of the contingent consideration classified as a liability between reporting periods are included in the determination of profit or loss. Changes in fair value arise as a result of various factors, including the estimated probability of the acquired business achieving its earnings targets.

Impairment of goodwill and determination of cash-generating units

Determining whether goodwill is impaired requires the determination of cash-generating units and an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The determination of cash-generating units requires management' judgment to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

Share-based compensation and warrants

The option pricing model used to determine the fair value of share-based payments requires various estimates relating to volatility, interest rates, dividend yields and expected life of the options granted. Fair value inputs are subject to market factors as well as internal estimates. The Company considers historic trends together with any new information to determine the best estimate of fair value at the date of grant. Separate from the fair value calculation, the Company is required to estimate the expected forfeiture rate of equity-settled share-based payments.

Amortization of intangible assets

The Company applies the straight-line method to recognize amortization of intangible assets. Management is satisfied that the straight-line method best reflects the pattern in which the assets' future economic benefits are expected to be consumed by the Company.

Going concern

Assessing the Company's ability to continue as a going concern requires management to estimate future cash flows and other future events, the outcome of which is uncertain.

Deferred tax

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax recorded is also subject to uncertainty regarding the magnitude of non-capital losses available for carry forward and of the balances in various tax pools. By their nature, these estimates are subject to measurement uncertainty, and the effect on the consolidated financial statements from changes in such estimates in future periods could be material. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets are reviewed at each reporting date and adjusted to the extent that it is no longer probable that the related tax benefit will be realized.

(c) Foreign currency translation

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

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

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

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

(d) Compound Financial Instruments

Compound financial instruments issued by the Company are comprised of convertible debt that can be converted to share capital at a fixed price, at the option of the holder. The liability component of a compound financial instrument is recognized initially at the fair value, which is equal to the net present value of future cash flows applying an interest rate at the date of issue of a similar liability that does not have an equity convertible option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not re-measured after initial recognition.

Interest, losses, and gains relating to the financial liability are recognized in profit or loss.

(e) Financial Instruments

IFRS 9 Financial Instruments ("IFRS 9") contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income or loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Financial assets:

<u>Recognition and initial measurement</u>

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

<u>Classification and subsequent measurement</u>

On initial recognition, financial assets are classified as subsequently measured at amortized cost, FVOCI or FVTPL. The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.
Financial assets are classified as follows:

Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss.

Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss except where the Company has irrevocably elected on initial recognition to present in other comprehensive income the fair value gains and losses of an equity investment that is neither held for trading nor contingent consideration acquired in a business combination. In such cases, the cumulative gains and losses recognized in other comprehensive income are not reclassified to profit or loss on derecognition of the investment.

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for trade receivables. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the consolidated statements of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire, or the financial asset has been transferred under particular circumstances.

For this purpose, a financial asset is transferred if the Company either:

Transfers the right to receive the contractual cash flows of the financial asset, or;

Retains the right to receive the contractual cash flows of the financial asset but assumes an obligation to pay received cash flows in full to one or more third parties without material delay and is prohibited from further selling or transferring the financial asset.

Transferred financial assets are evaluated to determine the extent to which the Company retains the risks and rewards of ownership. When the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, it evaluates whether it has retained control of the financial asset.

Where substantially all risks and rewards of ownership have been transferred, or risks and rewards have neither been transferred nor retained and control of the financial asset has not been retained, the Company derecognizes the financial asset. At the same time, the Company separately recognizes as assets or liabilities the fair value of any rights and obligations created or retained in the transfer. Any difference between the carrying amount measured at the date of recognition and the consideration received is recognized in profit or loss.

Financial liabilities:

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities, except for financial liabilities subsequently measured at fair value through profit or loss, are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.
Classification of financial instruments

The following table summarizes the classification of the Company's financial instruments:

Asset / liability	**Classification under IFRS 9**
Cash	FVTPL
Receivable	Amortised cost
Sales taxes recoverable	Amortised cost
Prepaids and deposits	Amortised cost
Accounts payable and accrued liabilities	Amortised Cost

Contingent consideration	FVTPL
Non-controlling interest put option	Amortised Cost
Loans	Amortised Cost
Lease liability	Amortised Cost

(f) Loss per share

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

(g) Intangible assets

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

- Website – 4 years
- Customer list – 3 years
- Trade name – 4 years

(h) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purpose of testing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating unit, or "CGU"). An impairment loss is recognized for the amount, if any, by which an assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less cost to sell and the value in use (being the present value of expected future cash flows of the asset or CGU). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount and the carrying amount that would have been recorded had no impairment loss been previously recognized, with the exception of goodwill.

(i) Share Capital

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

(j) Warrants

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

(k) Share-based compensation

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

(l) Business Combinations

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition. In determining the allocation of the purchase price in a business combination, including any acquisition-related contingent consideration, estimates including market based and appraisal values are used. The contingent consideration is measured at its acquisition date fair value and included as part of the consideration transferred in a business combination. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with IFRS 9 Financial Instruments, or IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as appropriate, with the corresponding gain or loss being recognized in profit or loss.

The Company measures all assets acquired and liabilities assumed at their acquisition-date fair values. Acquisition-related costs are recognized as expenses in the periods in which the costs are incurred and the services are received (except for the costs to issue debt or equity securities which are recognized according to specific requirements). The excess of the aggregate of (a) the consideration transferred to obtain control, over (b) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, is recognized as goodwill as of the acquisition date.

(m) Income taxes

Current income tax:

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

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

Deferred income tax:
Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.
The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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

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

(n) Revenue

The Company adopted all requirements of IFRS 15 Revenue from Contracts with Customers (“IFRS 15”) on incorporation at October 11, 2019. IFRS 15 utilizes a framework for entities to follow to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

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

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

Revenue comprises the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of the Company’s activities. Revenue is shown net of returns and discounts. Revenue is measured based on the consideration specified in a contract with a customer. The Company recognizes revenue when it transfers control over a good or service to a customer.

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

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

(o) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured based on the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received.

The right-of-use assets are depreciated to the earlier of the end of the useful life of the right-of-use asset or the lease term using the straight-line method. The lease term includes periods covered by an option to extend if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset can be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate.

Short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of lease liabilities are recognized in profit or loss as incurred.

(p) Future accounting pronouncements

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

(q) 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. Net realizable value is the estimated selling price in the ordinary course of business, less applicable variable 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. A provision for impairment involves significant management judgment and includes the review of inventory aging and an assessment of cost recoverability.

Inventory consisted of mainly finished goods as at June 30, 2025 and March 31, 2025.

(r) Goodwill

Goodwill represents the excess of the purchase price paid for the acquisition of subsidiaries over the fair value of the net tangible and intangible assets acquired. Following initial recognition, goodwill is measured at cost less accumulated impairment losses.

(s) Property and equipment

Property and equipment are recorded at cost, net of accumulated depreciation and accumulated impairment losses (if any) Cost includes all expenditure incurred to bring the assets to the location and condition necessary for them to be operated in the manner intended by management.
Depreciation is calculated using the following terms and methods:

- Office Equipment 2-5 Years Straight -Line
- Machinery and Equipment 2-5 Years Straight -Line
- Furniture and Fixtures 2-5 Years Straight -Line
- Truck 3-5 Years Straight -Line
- Building improvements 2-5 Years Straight -Line or lease terms whichever is less

An item of equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the assets (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the profit and loss in the year the assets is derecognized. The assets residual values and useful lives are reviewed and adjusted prospectively if appropriate.

(t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the management and decision makers. The Company evaluates segment performance on the basis of its results, as reported to internal management, on a periodic basis.

The Company Identifies the following as the reportable segments, (see note 16)

Vegaste Technologies US Corp. ("Vegaste")
PlantX Living Inc.
Bloombox Club Ltd. ("Bloombox") and Bloombox UG
PlantX Living Squamish Inc. ("Score")
PlantX Israel Ltd. ("Israel")
WS West LLC ("Little West LLC")
Plant-Based Deli LLC
PlantX UK
EH Coffee Inc. ("EH Coffee") and Portfolio Coffee

Inc
PlantX Midwest Inc.

(u) Non-current asset

Equity instruments designated at fair value through OCI include investments in equity shares of non-listed companies. These investments were irrevocably designated at fair value through OCI.

5. Risk Management and Financial Instruments

The Company's financial instruments consist of cash, trade receivable, accounts payable and accrued liabilities, loans payable, due to and from related parties. 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 June 30, 2025, the fair value of cash was determined using level 1 inputs. Contingent consideration is accounted for at FVTPL as a Level 3 fair value measurement, and is revalued at each reporting period. The fair value is determined by estimating the expected earnout and redemption amount that will ultimately be payable.

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.

Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash, another financial asset or equity instrument. Liquidity risk is managed by maintaining appropriate levels of cash and cash equivalents. The Company also manages liquidity risk by continuously monitoring actual and projected cash flows. To the extent the Company does not believe it has sufficient liquidity to meet its obligations, it will consider generating funds from additional sources of financing or other strategic alternatives. The Company's liquidity may be adversely affected if its access to the capital and debt markets is hindered, whether as a result of a downturn in general market conditions, or as a result of conditions specific to the Company. If any of these events were to occur, they could adversely affect the financial performance of the Company.

At June 30, 2025, the Company had a cash balance of $196,119 (March 31, 2025: $68,278) and current liabilities of $7,843,165 (March 31, 2025: $7,605,576).

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 June 30, 2025, market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk:

The Company is party to financial instruments or enters into transactions that are denominated in currencies other than its functional currency. Consequently, the Company is exposed to translation risk in which other foreign currencies change in a manner that has an adverse effect on the value of the Company's assets or liabilities denominated in its operational currency. This risk is mitigated by timely payment of creditors and monitoring of foreign exchange fluctuations by management. The Company does not hedge against movements in foreign currency exchange rates.

Interest rate risk:

Interest rate risk refers to the risk of loss due to adverse movements in interest rates. Interest rate risk consists of a) the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, and b) to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities. Interest rate risk on the loan is limited due to the fact that it has a fixed rate of interest.

Other price risk:

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market prices, other than those arising from interest rate risk or currency risk. The Company's exposure to other price risks is not significant.

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.

(Expressed in Canadian Dollars)

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.

6. Accounts Payable and Accrued Liabilities

	June 30, 2025	March 31, 2025
Accounts payable	$ 4,550,611	$ 4,298,529
Accrued liabilities	1,494,563	1,488,141
	$ 6,045,173	$ 5,786,670

7. Right-of-Use Assets and Liabilities

The following is the continuity of lease liabilities as at and for three months ended June 30, 2025:

(Expressed in Canadian Dollars)

a) Right of use assets

Right-of-use asset:		
Balance, March 31, 2024	$	346,763
Depreciation		(148,668)
Balance, March 31, 2025		198,095
Depreciation		(37,168)
Balance, June 30, 2025	$	160,927

b) Right of use liabilities

Lease Liability:		
Balance, March 31, 2024	$	362,006
Accrued interest		14,560
Payment		(170,446)
FX translation		-
Balance, March 31, 2025		(206,120)
Less: current portion		(163,861)
Non-current portion	$	(42,259)
Balance, March 31, 2025	$	206,120
Accrued interest		2,409
Payment		(42,611)
FX translation		-
Balance, June 30, 2025		(165,918)
Less: current portion		(165,918)
Non-current portion	$	-

8. Property and Equipment

(Expressed in Canadian Dollars)

	Office Equipment	Machinery and Equipment	Furniture and Fixtures	Building Improvements	Total
Cost:					
Balance, March 31, 2024	$ -	$ -	$ 156,457	$ -	$ 156,457
Reclasses	428,789	-	(105,277)	174,531	498,043
Additions	14,578	-	28,800	-	43,378
Disposals	(4,087)	-	-	-	(4,087)
Balance, March 31, 2025	439,280	-	79,980	174,531	693,791
Additions	244	-	-	-	244
Balance, June 30, 2025	$ 439,524	$ -	$ 79,980	$ 174,531	$ 694,035
Amortization:					
Balance, March 31, 2024	$ -	$ -	$ (69,533)	$ -	$ (69,533)
Reclasses	(331,669)	-	74,589	(174,531)	(431,611)
Charge for the year	(565)	-	(50,591)	-	(51,156)
Balance, March 31, 2025	(332,234)	-	(45,535)	(174,531)	(552,300)
Charge for the period	(11,390)	-	(2,000)	-	(13,390)
Balance, June 30, 2025	$ (343,624)	$ -	$ (47,535)	$ (174,531)	$ (565,690)
Net book value:					
Balance, March 31, 2025	**$ 107,046**	**$ -**	**$ 34,445**	**$ -**	**$ 141,491**
Balance, June 30, 2025	**$ 95,900**	**$ -**	**$ 32,446**	**$ -**	**$ 128,345**

9. 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.

10. Share Capital and Reserves

Share capital

The Company's authorized share capital consists of:

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

As of June 30, 2025, the Company had 2,286,794 (March 31, 2025, 2,286,794) Common Shares outstanding.

During the year ended March 31, 2025, the Company issued a total of 1,274,331 Common Shares in accordance with the terms of the convertible loan agreement.

During the year ended March 31, 2024, the Company issued 9 Common Shares for vested PSU and RSU's to certain directors, officers, employees, and consultants of the Company pursuant to the terms and conditions of the Company's PSU and RSU Plan.

During the year ended March 31, 2024, the Company issued a total of 839,222 Common Shares in accordance with the terms of the convertible loan agreement.

During the year ended March 31, 2024, the Company issued a total of 3,973 Common Shares in accordance with the terms of the share-based compensation.

On October 10, 2023, the Company completed the settlement of a debt transaction by the issuance of 58,824 common shares at a price per Debt Settlement Share of $1.70 to settle $100,000 in outstanding debt.

On October 18, 2023, the Company issued a total of 1,706 Common Shares in accordance with the terms of the acquisition agreement with Little West.

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the three months ended June 30, 2025 was based on the net income (losses) attributable to common shareholders of $46,458 (June 30, 2024 – $(345,611)) and the weighted average number of Common Shares outstanding of 2,286,794 (June 30, 2024 – 1,012,378).

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 583 stock options to the Company's officers, consultants, and advisors. The stock options are exercisable at $1,700 for a period of five years until August 10, 2025. 44 of the stock options has a vesting term of two years on quarterly basis and 538 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, 2022. During the year ended March 31, 2023, the Company recognized $414,409 in share-based compensation.

On December 2, 2020, the Company granted 267 stock options to the Company's officers, consultants and employees. The stock options are exercisable at a price of $4,760 for a period of five years until December 2, 2025. One quarter of the options will vest every six 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 year ended March 31, 2022, the Company recognized $304,540 in share-based compensation.

On December 16, 2020, the Company granted 275 stock options to the Company's consultants. The options are exercisable at a price of $9,860 for a period of five years until December 16, 2025. One quarter of the options will vest every six 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 – 0.44%; 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, 2021. During the year ended March 31, 2022, the Company recognized $717,507 in share-based compensation.

The Company has an obligation to issue 1 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 $11,220 for a period of 90 days.

The Company has an obligation to issue 1 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 $10,336 for a period of 90 days.

The Company has an obligation to issue 118 options to a consultant. The options are exercisable at a price of $7,616 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 instalments of 15 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 year ended March 31, 2022, the Company recognized $289,875 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 581 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 year ended March 31, 2022, the Company recognized $1,111,517 in share-based compensation.

The Company has an obligation to issue 7 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 year ended March 31, 2022, the Company recognized $8,194 in share-based compensation.

On December 2, 2020, the Company granted 81 RSUs to directors of the Company. The RSUs have a term of one year of which one quarter of the RSUs will vest every six months from the date of grant. The Company recognized $232,365 in share-based compensation during the year ended March 31, 2021. During the year ended March 31, 2022, the Company recognized $152,635 in share-based compensation.

On December 17, 2020, the Company granted 611 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 six 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 year ended March 31, 2022, the Company recognized $2,802,276 in share-based compensation.

The Company has an obligation to issue 4 RSUs to a consultant of the Company. The RSUs have a term of on 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 year ended March 31, 2022, the Company recognized $21,055 in share-based compensation.

The Company has an obligation to issue 4 RSUs to a consultant of the Company. The RSUs have a term of on 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 year ended March 31, 2022, the Company recognized $21,136 in share-based compensation.

During the year ended March 31, 2021, the Company issued a total of 40 Common Shares related to the exercise of 816 options at an exercise price of $1,700.

During the year ended March 31, 2021, the Company issued 221 Common Shares related to the exercise of 4,412 options at an exercise price of $680 to a related party of the Company.

On April 5, 2021, the Company granted 566 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 $5,440 per common share. One quarter of the options will vest every six months from the date of grant. The fair value of the stock options was estimated to be $2,064,747 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 96.06%; risk-free interest rate – 0.97%; 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 $2,057,226 in share-based compensation during the year ended March 31, 2022. During the year ended March 31, 2023, the Company recognized $ 7,169 in share-based compensation.

On the same date, the Company also granted 401 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 six months from the date of grant. The Company
recognized $2,038,452 stock-based compensation for the RSU vested during the year ended March 31, 2022.
During the year ended March 31, 2023, the Company recognized $ 7,169 in share-based compensation.

On May 26, 2021, the Company granted 15 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 $24,167 stock-based compensation for the RSU vested during the year ended March 31, 2022. During the year ended March 31, 2023, the Company recognized $ 29,000 in share-based compensation.

During the year ended March 31, 2022, the Company issued 15 Common Shares related to the exercise of 16 options at an exercise price of $1,700 to a related party of the Company.

On September 15, 2021, the Company granted 424 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 six months from the date of grant. The Company recognized $946,660 stock-based compensation for the RSU vested during the year ended March 31, 2023. During the year ended March 31, 2023, the Company recognized $ 176,540 in share-based compensation.

On September 15, 2021, the Company granted 18 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 $2,856 per common share. One quarter of the options will vest every six months from the date of grant. The fair value of the stock options was estimated to be $37,139 using the Black-Scholes Option Pricing Model and the following weighted average assumptions: expected life – 5 years; annualized volatility – 105.86%; risk-free interest rate – 0.86%; 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 $20,045 in share-based compensation during the year ended March 31, 2022. During the year ended March 31, 2023, the Company recognized $ 31,121 in share-based compensation.

On November 2021, the Company granted 15 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 six months from the date of grant. The Company recognized $31,378 stock-based compensation for the RSU vested during the year ended March 31, 2022. During the year ended March 31, 2023, the Company recognized $ 13,622 in share-based compensation.

(Expressed in Canadian Dollars)

On February 9, 2022, the Company granted 3 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 six months from the date of grant. The Company recognized $1,013 stock-based compensation for the RSU vested during the year ended March 31, 2022. During the year ended March 31, 2023, the Company recognized $ 2,487 in share-based compensation.

On February 14, 2022, the Company granted 15 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 six months from the date of grant. The Company recognized $2,606 stock-based compensation for the RSU vested during the year ended March 31, 2022. During the year ended March 31, 2023, the Company recognized $ 7,394 in share-based compensation.

A summary of the Company's outstanding stock options as at June 30, 2025 is as follows:

	Number of Options
Outstanding, March 31, 2024	1,753
Outstanding, March 31, 2025	1,753
Expired	(566)
Outstanding, June 30, 2025	1,187

*On August 5, 2020, the Company granted 221 replacement stock options to certain directors and officers pursuant to the reverse takeover acquisition with PlantX Living. The stock options are exercisable for Common Shares of the Company at an exercise price of $680 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, 2023 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 $8.5; 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 June 30, 2025 are as follows:

(Expressed in Canadian Dollars)

	Number of PSU's
Outstanding, October 11, 2019 (date of incorporation) and June 30, 202	-
Granted	588
Outstanding, March 31, 2021	588
Exercised	(145)
Exercised	(145)
Exercised	(290)
Outstanding, March 31, 2022	7
Granted/ Exercised	-
Outstanding, March 31, 2023	7
Granted/ Exercised	-
Outstanding, March 31, 2024	7
Expired	(7)
Outstanding, March 31, 2025	-
Outstanding, June 30, 2025	-

	Number of RSU's
Outstanding, March 31, 2022	353
Granted	-
Exercised	(313)
Cancelled	(2)
Outstanding, March 31, 2023	38
Exercised	-
Outstanding, March 31, 2024	38
Expired	(38)
Outstanding, March 31, 2025	-
Outstanding, June 30, 2025	-

During the year ended March 31, 2025, all outstanding PSUs and RSUs expired.

(Expressed in Canadian Dollars)

The following summarizes information about stock options outstanding and exercisable at June 30, 2025:
During the three months ended June 30, 2025, the Company recognized a total of $0 (June 30,2024; $0) in share-based compensation.

The following summarizes information about stock options outstanding and exercisable at June 30, 2025:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining life (years)
August 10, 2025	510	510	$ 1,700	0.11
December 2, 2025	267	267	$ 4,760	0.42
December 16, 2025	275	275	$ 9,860	0.46
February 26, 2031	118	118	$ 7,616	5.66
September 15, 2026	18	18	$ 2,856	1.21

Warrants

On August 5, 2020, in connection with the completion of the reverse takeover acquisition, the Company issued 5 finders' warrants out of this 3 were exercised leaving 2 outstanding. The fair value of the warrants was estimated to be $1,468 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 132%; risk-free interest rate – 0.23%; dividend rate – 0%.

In connection with the non-brokered private placement on December 16, 2020, the Company issued 3,075 warrants at an exercise price of $5,100 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 $13,600 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 – 100.00%; risk-free interest rate – 0.24%; dividend rate – 0%.

The Company issued an aggregate of 114 finders' warrants at an exercise price of $5,100 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 – 129.00%; risk-free interest rate – 1.58%; dividend rate – 0%. In connection with the public offering on March 22, 2021, the Company issued 2,809 warrants at an exercise price of $8,500 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 $13,600 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 136 finders' warrants exercisable at any time up to March 22, 2023, to purchase Common Shares at a price of $8,500 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 – 129.00%; 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 3 Common Shares related to the exercise of 3 finders' warrants at an exercise price of $1,700. The fair value of the warrants was estimated Using the Black- Scholes Option Pricing Model and the following weighted averages assumptions: expected life – 2 years; annualized volatility – 100.00%; risk-free interest rate – 2.23%; 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.

On February 17, 2022, the Company issued 7,691 warrants at an exercise price of $952 and the fair value is estimated to be $2,800,000. The fair value of the warrants was estimated Using the Black- Scholes Option Pricing Model and the following weighted averages assumptions: expected life – 2 years; annualized volatility – 100.00%; risk-free interest rate – 2.23%; 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 issued an aggregate of 58,824 finders' warrants at an exercise price of $3.40 per share until August 26, 2022. The fair value of the warrants was estimated to be $ 130,745 using the Black-Scholes Option Pricing Model and the following assumptions: expected life – 2 years; annualized volatility – 140.62%; risk-free interest rate – 2.59%; dividend rate – 0%. Market Price at any date shall be the weighted average sale price per share for the Shares for the 20 consecutive trading days ending immediately before such date on the Canadian Securities Exchange (or such other stock exchange on which the Shares may then be listed and which forms the primary trading market for the Shares), or, if the Shares or any other security in respect of which a determination of Current Market Price is being made are not listed on any stock exchange, the Market Price shall be determined by the directors of the Company, acting reasonably and in good faith, which determination shall be conclusive. The weighted average price shall be determined by dividing the aggregate sale price of all such shares sold on the said exchange during the said 20 consecutive trading days by the total number of such shares so sold.

A summary of the Company's outstanding warrants as at June 30, 2025 is as follows:

(Expressed in Canadian Dollars)

	Number of Warrants	Weighted Average Exercise Price
Outstanding, October 11, 2019 (date of incorporation) and June 30, 2020	6,136	$ -
Issued	7,694	561
Exercised	(3)	612
Outstanding, March 31, 2022	13,827	561
Issued	58,824	3.40
Exercised	(555)	952
Expired	(6,136)	-
Outstanding, March 31, 2023	65,960	$ 63.92
Exercised	-	
Expired	-	
Outstanding, March 31, 2024	65,960	$ 63.92
Expired	(65,960)	-
Outstanding, March 31, 2025	-	$ -
Outstanding, June 30, 2025	-	$ -

As of June 30, 2025, all warrants expired.

11. Revenue and Geographic Information

Revenue derived from customers located in the following geographic areas:

	June 30, 2025	June 30, 2024
Canada	$ 1,126,620	$ 1,108,804
Europe	70,796	190,957
	$ 1,197,416	$ 1,299,761

As at June 30, 2025, the Company recognized unearned revenue of $0 (June 30, 2024 - $0) which represents payments received for products shipped subsequent to the period end.

12. Loans Payable

The Company assumed from the acquisition of Bloombox a £50,000 6-year unsecured UK government loan with no interest for the first 12 months as a result of the acquisition. The loan is payable with 60 monthly installments of £833 starting payments on June 13, 2021. The carrying value of the loan as of June 30, 2025, is $22,871 (March 31, 2025: $22,715).

The Company received an advance from YL I Limited for (£155,000) on June 23, 2022, with repayable using a 17% remittance rate based on specified online sales. The carrying value of the loan as of June 30, 2025, is $0 (March 31, 2025: $0). In August 2024, YL I Limited waived the loan and accordingly, the company recorded it as other income.

The Company received an advance from CTF Clear Finance Technology Inc ("Clearco') for $501,650 (USD $395,000) on December 8, 2021, with $561,340 (USD $442,000) repayable using a 20% remittance rate based on specified online sales and $476,250 (USD $375,000) advances on March 11, 2022, with $553,400 (USD $420,000) repayable using 20% remittance rate. In May 2022, the Company received an additional advance from Clearco for $ 352,000 (USD $275,000) with $394,000 (USD $ 308,000) repayable using a 20% remittance rate. Remittance to Clearco will continue until the total remittance payments equal the repayable amount. The carrying value of the loan as of June 30, 2025, is $482,404 (March 31, 2025: $482,404).

During the year ended March 31, 2022, 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 COVID-19 pandemic 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. The carrying value of the loan as of June 30, 2025, is $55,006 (March 31, 2025: $55,006.) The loan is used to finance operating costs.

On July 25, 2022, the Company obtained debt financing whereby it may borrow a principal amount of up to $10,000,000 from an arm's length creditor pursuant to the terms and subject to the conditions of a secured convertible promissory note issued to the Holder (the "Convertible Note"). The Convertible Note bear's interest at a rate of 5.0% per annum, payable monthly and matures on May 1, 2025. The holder has the right to convert at its discretion, in whole or in part the outstanding eligible conversion amount into Common Shares at the closing trading price of the Common Shares on the last trading day immediately prior to the delivery of the conversion notice. The conversion price shall not be less than $0.05 per Common Shares.

In accordance with **IAS 32 Financial Instruments: Presentation**, the Convertible Note has been bifurcated into a liability component and an embedded derivative conversion feature. The liability component, representing the host debt, is measured at amortized cost using the effective interest method. The embedded conversion feature does not meet the equity classification criteria and is recognized as a derivative financial liability, measured at fair value through profit or loss in accordance with IFRS 9 Financial Instruments.

As of June 30, 2025, the carrying value of the liability component of the Convertible Note is $5,574,528 (March 31, 2025: $5,541,555). The fair value of the derivative liability arising from the conversion option as of June 30, 2025 is $155,158 (March 31, 2025: $155,252), with changes in fair value of derivative liability recorded in other item in profit or loss for the year. During the three months ended June 30, 2025, the Company did not repay to the lender.

(Expressed in Canadian Dollars)

During year ended March 31, 2025, PlantX Squamish has received an advance amounting to CAD 198,800 and CAD 250,000 repayable using 20% and 11.75% of sales, respectively to Merchant and Square Canada Inc. (Square). The carrying value of the loan as of June 30, 2025, is $337,084 (March 31, 2025: $337,084).

13. Administrative Expenses

	June 30, 2025	June 30, 2024
Dues and subscriptions	$ 6,502	$ 268
Gateway fees	4,806	6,812
Meals and entertainment	1,824	11,237
Merchant fees	21,028	19,527
Office general administrative expenses	2,509	75,801
Postage and delivery	6,571	9,545
Rent	41,590	3,436
Repair and maintenance	8,992	10,967
Supplies	20,933	21,599
Licence and taxes	-	7,482
Utilities	10,472	54,654
Insurance expense	2,666	6,312
Travel expenses	1,533	1,130
Accounting and audit fees	30,868	45,494
	$ 160,295	$ 274,264

14. Investment in Veg House Holding Inc

On October 6, 2023, the Company transferred a collection of assets in exchange for 6,000,000 shares of the total issued and outstanding shares of Veg House Holdings Inc. These transferred assets encompass wholly owned subsidiaries including Vegaste Technologies US Corp., Little West LLC, Plant Based Deli LLC, and PlantX Living Inc., along with the Company's 53% ownership stake in Portfolio Coffee Inc. and 51% ownership in Eh Coffee Corp. Accordingly the results of these entities have been recorded in the financial statements up to the date of October 6, 2023.

In January 2024, the Company partially settled a secured loan by transferring 2,250,000 shares valued at USD 1.00 per share of Veg House Holding Inc. In addition, the Company sold 2,690,100 shares of Veg House Holding Inc at USD 1.00 per share. The remaining 1,059,900 shares of Veg House Holding Inc., have been recorded as equity instruments, because the company considers this as a strategic investment, and therefore designated at fair value through OCI at USD 1 .00 per share.

(Expressed in Canadian Dollars)

During the year ended March 31, 2025, the company has made a full provision of CAD 1,614,232 (March, 31 2024 nil pertaining to its investment in Veg House Holding.

15. Segment Information

The operating segments of the Company are identified as Bloombox, Score ("Squamish"), & PlantX UK. 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 months ended June 30, 2025, and 2024. The asset and liability balances are as at June 30, 2025 and March 31, 2025.

Income statement Items:

June 30, 2025	PlantX Life	Bloombox	Squamish	PlantX UK	Consolidated
Revenue	$ -	$ 54,470	$ 1,126,619	$ 16,327	$ 1,197,416
Cost of Sales	$ -	$ (34,242)	$ (364,405)	$ (19,391)	$ (418,038)
Gross margin	$ -	$ 20,228	$ 762,214	$ (3,064)	$ 779,378
Net loss before taxes	$ (166,078)	$ 13,592	$ 226,145	$ (27,201)	$ 46,458

June 30, 2024	PlantX Life	Bloombox	Squamish	PlantX UK	Consolidated
Revenue	$ -	$ 117,260	$ 1,108,804	$ 73,697	$ 1,299,761
Cost of Sales	$ -	$ (72,383)	$ (365,835)	$ (35,510)	$ (473,728)
Gross margin	$ -	$ 44,877	$ 742,969	$ 38,187	$ 826,033
Net loss before taxes (Restated)	$ (407,511)	$ (42,500)	$ 99,695	$ 4,705	$ (345,611)

Balance Sheet Items:

June 30, 2025	PlantX Life	Vegaste	Bloombox	Squamish	PlantX UK	Consolidated
Assets	$ 17,099	$ -	$ 9,449	$ 738,904	$ 4,958	$ 770,410
Liabilities	$ (10,255,619)	$ (550,025)	$ (1,252,834)	$ (1,257,756)	$ (101,460)	$ (13,417,694)

March 31, 2025	PlantX Life	Bloombox	Squamish	PlantX UK	Consolidated
Assets	$ 17,184	$ 11,296	$ 492,337	$ 10,462	$ 531,279
Liabilities	$ (10,643,445)	$ (1,250,478)	$ (1,208,266)	$ (87,201)	$ (13,189,390)

16. Contingencies and commitments

During the year ended March 31, 2025, the former legal counsel, a limited liability partnership, filed a claim against the company for non-payment of outstanding legal fees in the amount of CAD 762,912. The company has responded to the claim in the Supreme Court of British Columbia on December 5, 2024. As the outcome is unknown, there have been no adjustments recorded in the financial statements and all legal invoices issued to the Company, in the amount of $762,912, have been recorded as of the period ended June 30, 2025.

The Company along with certain directors and consultants have been named in claims regarding the sale of Veg House Holdings Inc. shares from the Company. The Company is currently defending these claims and since the outcome is unknown, no amounts have been reported in the financial statements.

Appendix B - Management discussion and analysis

JIVA TECHNOLOGIES INC.
(Formerly PlantX Life Inc.)

MANAGEMENT DISCUSSION AND ANALYSIS

For the three months ended June 30, 2025 and 2024

1861 Mamquam Road Squamish
British Columbia V8B 0H5 Canada.
Tel: (604) 355-6100

This management discussion and analysis (**“MD&A”**) is to accompany the consolidated financial statements of JIVA Technologies Inc (“JIVA” or the “Company”) (formerly PlantX Life Inc.) for three months ended June 30, 2025 and 2024.

This MD&A is dated **September 10, 2025.**

The following MD&A should be read in conjunction with the consolidated financial statements of the Company for three months ended June 30, 2025 and 2024 and with the notes thereto, which were prepared in accordance with International Financial Reporting Standards (**“IFRS”**). Unless otherwise noted, all currency amounts are in Canadian dollars.

Management is responsible for the information contained in the MD&A and its consistency with information presented, reviewed and approved by the audit committee of the Company (the **“Audit Committee”**) and board of directors of the Company (the **“Board”**).

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “designed”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

DESCRIPTION OF THE BUSINESS

Overview

The Company is incorporated under the laws of the province of British Columbia. the Company was formerly an exploration stage company engaged in the acquisition and exploration of mineral resource properties in Canada.

On November 5, 2024, PlantX Life Inc. (VEGA) announced a name and symbol change to JIVA Technologies Inc. (“JIVA”).

Management noticed there was some confusion stemming from the share exchange agreement with VEG House, where Veg House took control of the PlantX.com asset. Several articles have combined VEG House and PlantX Life Inc.’s assets, so management determined it was the perfect time for a fresh start. From the beginning, the vision has been to bridge wellness and technology using proven e-commerce strategies, and that’s exactly what JIVA is doing. The Company is focused on partnering with brands—whether they’re just starting out or already established—that need help gaining visibility online. From building websites to optimizing digital marketing and SEO, the Company has the expertise to help brands stand out in today's competitive market.

On August 5, 2020, the Company completed the acquisition of privately-held PlantX Living Inc. (formerly PlantX Life Inc.) (**"PlantX Living"**). The acquisition constituted a reverse takeover of the Company and the Company would carry on the business of PlantX Living (the **"RTO Transaction"**). Pursuant to the RTO Transaction, the Company changed its name from "Winston Resources Inc." to "Vegaste Technologies Corp."

On September 28, 2020, the Company changed its name to "PlantX Life Inc." PlantX is a reporting issuer in the jurisdictions of British Columbia, Alberta and Ontario and lists its common shares (**"Common Shares"**) for trading on the Canadian Securities Exchange ("**CSE**") under the symbol "VEGA", on the OTCQB® Venture Market under the symbol "PLTXF" and on the Frankfurt Stock Exchange under the symbol "WNT1".

On October 6, 2023 the Company transferred a collection of assets (the "Subsidiary Assets") in exchange for 50.9% of the total issued and outstanding shares of Veg House Holdings Inc. as at the time of the closing of the Transaction and accordingly, the financial statements have been retrospectively adjusted thereto. These assets encompass wholly owned subsidiaries including Vegaste Technologies US Corp., Little West, Plant Based Deli LLC, and PlantX Living Inc., along with the Company's 53% ownership stake in Portfolio Coffee Inc. and 51% ownership in Eh Coffee Corp.

In January 2024, the Company partially settled a secured loan by transferring 2,250,000 shares valued at USD 1.00 per share of Veg House Holding Inc. In addition, the Company sold 2,690,100 shares of Veg House Holding Inc at USD 1.00 per share. The remaining 1,059,900 shares of Veg House Holding Inc., have been recorded as equity instruments, because the company considers this as a strategic investment, and therefore designated at fair value through OCI at USD 1.00 per share

The head office of the Company is located at 1861 Mamquam Road Squamish British Columbia V8B 0H5 Canada.

Strategy

The Company is primarily an e-commerce company specializing in an extensive range of plant-based brands, available on its comprehensive "one-stop shop for everything plant-based" online platforms. The Company's e-commerce channels serve as a trusted source for high-quality plant-based products, encompassing groceries, ingredients, food and beverages, cosmetics, pet foods, and plants. With a remarkable selection, the Company offers more than 5,000 plant-based products to customers throughout North America via its e-commerce websites.

Operating under a direct shipping model, the Company seamlessly facilitates the delivery of goods directly from its warehouses to end-point consumers. This streamlined approach ensures a swift and efficient process for customers who place orders. Additionally, the Company proudly serves as a reliable shipping fulfillment solution for renowned plant-based brands that face logistical challenges. By redirecting their websites to PlantX.com, the company benefits from increased search engine optimization (SEO) and enhanced website sales, all while leveraging outside effective marketing activities at no cost to the Company.

Additionally, the Company, under its subsidiary Bloomboxclub Limited (“Bloombox Club”), also operates its business relevant to Bloombox Club using a supply-chain management system known as “dropshipping” whereby Bloombox Club facilitates the delivery of the goods from a third-party manufacturer to a third party distributor and then to the end-point consumer who places the associated order. Dropshipping typically does not require Bloombox Club to own inventory. Strategically, drop shipping enables the company’s business operates with limited overhead and inventory, thus maximizing margins and, ultimately, net profit.

During the three months ended June 30, 2025, the Company placed a significant focus on bolstering profitability by nurturing its high-growth sectors and making necessary adjustments to underperforming business units that didn't meet the stringent margin thresholds.

In an effort to enhance efficiency and customer experience, the company consolidated XMarket Squamish and the Cloudburst Coffee shop at the Locavore Bar and Grill. This move allowed for the expansion of the lounge area, providing customers with a more inviting space to spend time onsite. As a result, sales increased, and the company gained additional revenue opportunities through hosting private events.

The company's focused approach on profitability yielded positive results, particularly in the transformation of BloomBox Club. The team size was reduced from 30 to 1 employees, positioning BloomBox Club on the verge of achieving profitability.

OPERATIONAL HIGHLIGHTS – Three months ended June 30, 2025

On May 17, 2024, the company announced the share consolidation on the basis of 1:50 per share

On May 22, 2024, the company announced the share consolidation on the basis of 1:34 per share

On July 30, 2024, the company announced its financial results for the year ended March 31, 2024.

On August 29, 2024 the company announced its financial results for the three months ended June 30 2024.

On October 16, 2024, the company launched Bloombox Club e-commerce platform in Spain.

On October 24, 2024, the company announced joint venture with LIV3 to launch sugar-shield supplement addressing the USD 5.24 billion weight loss management supplement market

On October 30, 2024, the company announced Bloombox Club launches e-commerce platform in Italy.

On November 5, 2024, PlantX Life Inc. (VEGA) has announced a name and symbol change to JIVA Technologies Inc. (“JIVA”).

On November 11, 2024, the company announced a joint venture with Kale Coin to develop a game changing wellness and sustainability cryptocurrency.

On November 25, 2024, the company integrated Bitcoin into Treasury Strategy, as approved by the Board, up to $1 million.

On November 26, 2024 the company announced the launch of wegotgoroceries.com as part of a joint venture with We Got Groceries.

On November 29, 2024, the company announced the filing of its unaudited financial statements and management's discussion and analysis (MD&A) and related officers' certification for the period ended September 30, 2024.

On December 05, 2024, the company announced its first production order with Best Formulations S Sirio Company, one of the leading US based manufacturer specialising in high quality dietary supplements.

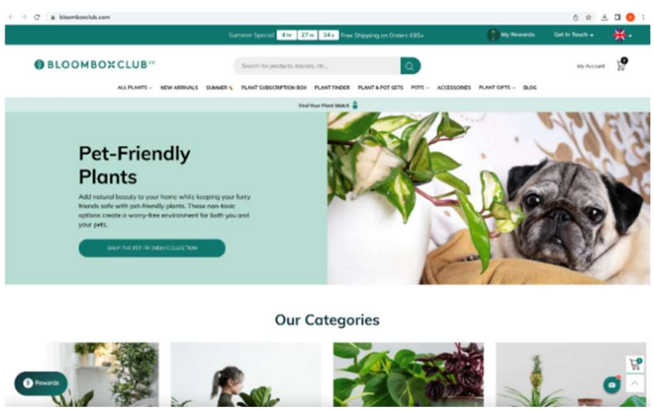
On January 28, 2025, the company announced the pre-launch of www.LIV3Health.com.

ONLINE PLATFORM

The Company's online platforms are as follows;

BloomboxClub (https://bloomboxclub.com/)

Bloombox Club is an online platform, offering a curated selection of indoor plants and unique botanical accessories. With a passion for green living and the positive impact of nature, Bloombox Club empowers plant enthusiasts to transform their spaces into green sanctuaries. Their hand-picked collection of plants is not only aesthetically pleasing but also scientifically proven to improve air quality and overall well-being.



The Locavore Bar & Grill (https://locavorebarandgrill.com/)

At Locavore Bar and Grill, the fusion of a delectable food truck, lively bar, and artisanal coffee shop creates an unforgettable experience, centered around community, flavor, and sustainability.

FINANCIAL STATEMENTS GOING CONCERN ASSUMPTION

The consolidated financial statements of the Company have been prepared on the basis of accounting principles applicable to a going concern under 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 incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

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

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

During the three months ended June 30, 2025, the Company generated revenue of $1,197,416 (June 30, 2024- $1,299,761) and as of June 30, 2025 had a net income (loss) of 46,458 (June 30, 2024 - $(345,611)).

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon its ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

Accordingly, the 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 consolidated financial statements. These adjustments could be material.

(Expressed in Canadian Dollars)

SUMMARY OF FINANCIAL RESULTS

	June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Revenue	1,197,416	4,691,599	7,302,666	13,299,891
Cost of Sales	(418,038)	(1,626,478)	(3,897,245)	(8,211,124)
Net loss before taxes	46,458	(945,074)	(3,303,242)	(21,384,656)
Basic and diluted (loss) /profit per share	0.00	(0.77)	(3.99)	(577.85)
Total Assets	770,410	531,278	2,247,603	7,554,463
Total Liabilities	13,417,693	13,336,758	14,416,500	25,617,388

RESULTS OF OPERATIONS

Period from April 1, 2025, to June 30, 2025

During the three months ended June 30, 2025, the Company reported a net income of $46,458 and an income per share of $0.00. The Company incurred $14,264 in advertising and promotion, $50,559 in amortization and depreciation, $19,102 in consulting and management fees, $143,669 in general and administrative expenses, $1,540 in legal fees, $377,452 in salaries expenses, $2,625 in transfer agent and filing fees, $124,102 in interest expenses, gain on change in fair value of derivative liability of $94 and $300 of other income.

During the three months ended June 30, 2024, the Company reported a net loss of $(345,611) and a loss per share of $ (0.49). The Company incurred $45,494 in accounting and audit fees in the normal course of operations, $84,004 in advertising and promotion, $39,166 in amortization and depreciation, $242,425 in consulting and management fees, $230,032 in general and administrative expenses, $6,312 in insurance expense, $59,716 in legal fees, $421,194 in salaries expense, $27,969 in transfer agent and filing fees, $1,130 in travel expense, incurred $66,610 in interest expense.

Advertising and promotion decreased significantly compared to the same period of the prior year as the Company engaged different platforms to promote the products of the Company.

Consulting and management fees, general and administrative expenses and salaries expense decreased significantly compared to the same period of the prior year as the overall organizational structure has been growing but utilizing cost cutting. The Company strongly believes that a sufficient amount of dedicated resources is needed to enhance productivity, efficiency and growth of the business.

SELECTED FINANCIAL INFORMATION

	June 30, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Revenue	1,197,416	4,691,599	7,302,666	13,299,891
Gross Profit / Loss	779,378	3,065,121	3,405,421	5,088,767
Gross Profit (%)	65%	65%	47%	38%
Operating Expenses	(609,211)	(4,249,435)	(7,302,774)	(22,674,883)

(Expressed in Canadian Dollars)

The gross profit of the Company decreased by $46,655 compared to three months ended June 30, 2024. Operating expenses also decreased by $495,295 compared to June 30, 2024, as a result of operational efficiencies and cost-cutting measures.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2025, the Company had a working capital deficit of $ (7,362,028), inclusive of cash of $196,119, as compared to a working capital deficit of $(7,413,883) inclusive of cash of $68,278 as of June 30, 2024.

The Company invests in operational activities to achieve its strategic growth plan. This growth strategy focuses primarily on marketing, product & service diversity, supply chain expansion, geographic expansion, acquisitions and dedicated resources.

Management has determined that in order to facilitate the growth and accommodate the demand for products being delivered within one to two business day.

Depending on future events, the rate of expenditures and general and administrative costs could increase or decrease.

Liquidity and Solvency

The following table summarizes the Company's cash on hand, working capital and cash flow:

	June 30, 2025	June 30, 2024
Cash	196,119	85,589
Net cash provided by (used) in operating activities	317,924	(665,956)
Net cash (used) / inflow in investing activities	(244)	-
Net cash inflow / (used) in financing activities	(154,208)	826,295
Net change in cash	127,841	11,652

Cash provided by operating activities was $317,924 for the three months ended June 30, 2025, which primarily consisted to net income of $46,458 and change in accounts payable and accrued liabilities of $258,505, partially offset by change in receivables of $(161,604).

Cash used investing activities was $244 for the three months ended June 30, 2025, which was primarily consisted of purchase of property and equipment.

Cash used in financing activities was $154,208 for the three months ended June 30, 2025, which primarily consisted of payment of lease liability and loan.

Cash used in operating activities was $(665,956) for the three months ended June 30, 2024 which primarily consisted to the settlement of accounts payable and other liabilities. No cash provided by or used in investing activities for the three months ended June 30, 2024.

Cash provided by financing activities was $826,295 for the three months ended June 30, 2024.

The Company has to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company may be forced to curtail its business activities.

Capital Resources

The Company's primary assets as of June 30, 2025, are cash, receivables, inventories, and leased assets.

The Company has no commitments for capital expenditures and there are no known trends or expected fluctuations in the Company's capital resources.

SHARE CAPITAL

Common Shares

The Company's authorized share structure consists of an unlimited number of Common Shares without par value. As of June 30, 2025 there are 2,286,794. Common Shares issued and outstanding. Holders of Common Shares are entitled to vote at all meetings of shareholders declared by the directors, and subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate ratably in any distribution of property or assets upon the liquidation, winding up or dissolution of the Company.

OUTLOOK AND CAPITAL REQUIREMENTS

There are no immediate plans to raise additional capital.

TRANSACTIONS WITH RELATED PARTIES

Related parties include key management personnel and the entities controlled or directed by key management personnel. Key management personnel include the Board 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.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered any off-balance sheet arrangements.

CONTINGENCIES AND COMMITMENTS

During the year ended March 31, 2025, the former legal counsel, a limited liability partnership, filed a claim against the company for non-payment of outstanding legal fees in the amount of CAD 762,912. The company has responded to the claim in the Supreme Court of British Columbia on December 5, 2024. As the outcome is unknown, there have been no adjustments recorded in the financial statements and all legal invoices issued to the Company, in the amount of $762,912, have been recorded as of the year ended March 31, 2025.

The Company along with certain directors and consultants have been named in claims regarding the sale of Veg House Holdings Inc. shares from the Company. The Company is currently defending these claims and since the outcome is unknown, no amounts have been reported in the financial statements.

PROPOSED TRANSACTIONS

There are no proposed transactions that will materially affect the performance of the Company other than those disclosed in this MD&A.

SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies are described in Note 4 of the consolidated financial statements for the three months ended June 30, 2025.

Future accounting pronouncements

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

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Significant estimates and assumptions

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

Significant Judgements

Areas where management has made critical judgements, apart from those involving estimates, that have the most significant effect on the amounts recognized in the financial statements include:

Revenue recognition (IFRS 15)

Determining the timing of revenue recognition requires judgement in assessing whether performance obligations are satisfied over time or at a point in time, allocating transaction prices to performance obligations, and assessing whether the Company is acting as principal or agent in certain arrangements.

Going concern

Management exercises significant judgement in evaluating the Company's ability to continue as a going concern, including the assessment of available financing, expected cash flows, and business plans.

Consolidation and control (IFRS 10)

The assessment of whether the Company controls another entity requires judgement regarding power over relevant activities, exposure to variable returns, and the ability to use power to affect returns.

Foreign currency translation (IAS 21)

Determination of the functional currency of each entity in the group, and judgements around translating foreign operations, require assessment of the currency of the primary economic environment in which the entity operates.

Significant Estimates and Assumptions

Areas that involve significant estimation uncertainty and assumptions, and that could result in material adjustments to the carrying amounts of assets and liabilities in future periods, include:

Deferred taxes

The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of tax laws. The Company is subject to assessments by tax authorities who may interpret the tax law differently.

Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

Fair value of financial instruments (IFRS 13)

Certain financial instruments are measured at fair value using valuation techniques that include significant unobservable inputs (Level 3). Key estimates include discount rates, expected cash flows, and credit risk assumptions.

Impairment of non-financial assets

The recoverable amounts of assets or cash-generating units are determined based on value-in-use or fair value less costs of disposal, which require estimates of future cash flows, growth rates, and discount rates.

Share-based compensation and warrants

The fair value of share-based payments and warrants is determined using option pricing models that require estimates for inputs such as expected volatility, risk-free interest rates, expected life, and dividend yield.

Provisions and contingencies

Recognition of provisions and contingent liabilities involves judgement and estimation regarding the probability, timing, and amount of future outflows of resources.

Inventory net realizable value (NRV)

The determination of NRV requires estimates of expected selling prices, costs to complete and sell, and market conditions, all of which may change over time.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company’s financial statements and the other financial information included in this management report are the responsibility of the Company’s management, and have been examined and approved by the Board. The financial statements were prepared by management in accordance with generally accepted. Canadian accounting principles and include certain amounts based on management’s best estimates using careful judgment. The selection of accounting principles and methods is management’s responsibility.

Management recognizes its responsibility for conducting the Company’s affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board supervises the financial statements and other financial information through the Audit Committee, which is composed of a majority of non-management directors.

The Audit Committee’s role is to examine the financial statements and recommend if the Board approve the financial statements, to examine the internal control and information protection systems and all other matters relating to the Company's accounting and finances. To do so, the Audit Committee meets annually with the external auditors, with or without the Company's management, to review their respective audit plans and discuss the results of their examination. This Audit Committee is responsible for recommending the appointment of the external auditors or the renewal of their engagement.

RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

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 of June 30, 2025, the carrying value of the Company's financial instruments approximates their fair value due to their short terms to maturity.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is in its cash accounts and accounts 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. The Company considers that no bad debt provision for the trade receivable is necessary based on the current business situation of its debtors at the reporting date.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. At June 30, 2025, the Company had a cash balance of $196,119 (March 31, 2025, $68,278) and current liabilities of $7,843,165 (March 31, 2025, $7,605,576)

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 June 30, 2025, Market risk comprises three types of risk: currency risk, interest rate risk, and other price risk.

BUSINESS RISK AND UNCERTAINTIES

The following are major risk factors management has identified which relate to the Company's business activities. Though the following are major risk factors identified by management, they do not comprise a definitive list of all risk factors related to the Company's business and operations. Other specific risk factors are discussed elsewhere in this MD&A.

History of Operating Losses

The Company was incorporated on October 11, 2019, and has not generated profit from its activities. The Company has an accumulated deficit since its incorporation through June 30, 2025, of $(99,462,930).

Competitive Risk

There is competition within the innovative plant-based food, meal delivery, and beverages market. The Company will compete with other companies, many of which have been on the market longer, have greater financial, technical, and other resources than the Company, for, among other things, the recruitment and retention of qualified employees and other personnel.

Industry Risk

The Company is operating in comparison with other industries in a relatively young market. Typically, emerging industries grow faster but face greater uncertainty than mature industries. The plant-based industry is not fully developed yet, which means there is growth potential for companies in this sector. On the other hand, the overall acceptance and education about the plant-based industry is still relatively low, which makes companies in that industry face a higher risk than in more mature industries.

Intellectual Property Risk

The Company has developed online platforms offering plant-based products available for fast home delivery. The Company may be unable to prevent competitors from independently developing e-commerce and online platforms similar to or duplicate of the Company, and there can be no assurance that the resources invested by the Company to protect the intellectual property will be sufficient. The Company may be unable to secure or retain ownership or rights.

Reliance on Management, Dependence on Key Personnel, and Conflict of Interest

The success of the Company will be largely dependent upon the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers, or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Certain directors and officers of the Company may also serve as directors and officers of other companies involved in a similar offering of plant-based products and its development and consequently, the possibility of conflict exists. Any decisions made by such directors or officers involving the Company will be made in accordance with the duties and obligations of directors and officers to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare their interest and refrain from voting on any matters in which such directors may have a conflict of interest.

For additional risk factors, please see a section titled "*Risk Factors*" in the Company's most recently filed Annual Information Form available on SEDAR at www.sedar.com.

PERSONNEL

Current Directors and Officers

Lorne Rapkin, CEO, Director
Alex Hoffman, CMO, Director
Eric Sherb, CFO
Ralph Moxness, Director, Chairman
Quinn Field-Dyte, Director
Sean Dollinger, Founder, and Promoter

OTHER

Additional information relating to the Company's operations and activities can be found by visiting the Company's website at www.PlantX.com and its profile on SEDAR at www.sedar.com.