Condensed Interim Consolidated Financial Statements
(Expressed in United States Dollars)

CENTR BRANDS CORP.

For the nine months ended February 28, 2022 and 2021
(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102 “Continuous Disclosure Obligations”, if an auditor has not performed a review of the interim financial statements, the financial statements must be accompanied by a notice indicating that they 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 CPA (Chartered Professional Accountants) Canada for a review of interim financial statements by an entity’s auditor.

CENTR BRANDS CORP.

Condensed Interim Consolidated Statements of Financial Position
(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

	February 28, 2022	May 31, 2021
Assets		
Current assets:		
Cash	$ 1,077,322	$ 832,047
Accounts receivable	282,141	153,427
Inventories (note 3)	1,674,160	1,119,298
Prepaid expenses and other assets	127,928	254,084
	3,161,551	2,358,856
Property and equipment (note 4)	60,568	16,221
Right-of-use assets (note 5)	470,365	4,201
	$ 3,692,484	$ 2,379,278
Liabilities and Shareholders' Equity (Deficiency)		
Current liabilities:		
Accounts payable and accrued liabilities (note 6)	$ 675,187	$ 772,825
Due to related parties (note 12)	545,694	622,112
Lease liability – current portion (note 5)	93,756	6,205
	1,314,637	1,401,142
Lease liability (note 5)	373,544	-
Loans payable (note 7)	31,538	33,189
Warrants liability (note 8)	1,425,028	4,573,585
	3,144,747	6,007,916
Shareholders' equity (deficiency):		
Share capital (note 9)	18,162,151	13,004,027
Reserves (note 10)	1,476,669	2,537,792
Deficit	(19,091,083)	(19,170,457)
	547,737	(3,628,638)
	$ 3,692,484	$ 2,379,278

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

Approved on behalf of the Board:

"Joseph Meehan" Director

"Arjan Chima" Director

CENTR BRANDS CORP.

Condensed Interim Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss)
(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

	Three months ended Feb. 28, 2022	Three months ended Feb. 28, 2021	Nine months ended Feb. 28, 2022	Nine months ended Feb. 28, 2021
Sales	$ 206,583	$ 277,323	$ 1,425.498	$ 728,582
Cost of sales	134,878	157,390	791,069	402,433
Gross profit	71,705	119,933	634,429	326,149
Expenses:				
General and administrative (note 11)	1,425,323	722,408	4,090,063	2,110,621
Share-based compensation (note 10)	82,076	132,792	317,563	324,388
Marketing	76,627	57,006	239,283	193,180
Loss from operations	(1,512,321)	(792,273)	(4,012,480)	(2,302,040)
Other income (expenses):				
Gain on revaluation of warrants liability (note 8)	447,505	-	4,093,704	-
Other income (expense)	6,088	4,537	(1,850)	(8,085)
Net income (loss) and comprehensive income (loss)	$ (1,058,728)	$ (787,736)	$ 79,374	$ (2,310,125)
Net income (loss) per share:				
Basic	$ (0.01)	$ (0.01)	$ 0.01	$ (0.03)
Diluted	$ (0.01)	$ (0.01)	$ 0.01	$ (0.03)

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

CENTR BRANDS CORP.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
(Unaudited - Expressed in U.S Dollars, unless otherwise stated)

For the nine months ended February 28, 2022, and 2021

		Share capital Common shares		Reserves				
	Notes	Shares	Amount	Warrants	RSUs/Options	Total	Deficit	Total
Balance, May 31, 2021		77,086,044	$ 13,004,027	$ -	$ 2,537,792	$ 2,537,792	$ (19,170,457)	$ (3,628,638)
Share-based compensation	10	-	-	-	317,563	317,563	-	317,563
Warrants exercised	8, 9(b)	603,347	772,334	-	-	-	-	772,334
Shares issued in private placement	9(b)	3,935,520	3,277,213	-	-	-	-	3,277,213
Shares issuance cost	9(b)	-	(270,109)	-	-	-	-	(270,109)
Shares issued on vesting of restricted share units	9(b), 10(b)	5,200,000	1,378,686	-	(1,378,686)	(1,378,686)	-	-
Net Income for the period		-	-	-	-	-	79,374	79,374
Balance, February 28, 2022		86,824,911	$ 18,162,151	$ -	$ 1,476,669	$ 1,476,669	$ (19,091,083)	$ 547,737

		Share capital Common shares		Reserves				
	Notes	Shares	Amount	Warrants	RSUs/Options	Total	Deficit	Total
Balance, May 31, 2020		63,223,601	$ 4,862,661	$ 11,683	$ 427,788	$ 439,471	$ (4,925,101)	$ 377,031
Share-based compensation	10	-	-	-	324,388	324,388	-	324,388
Warrants exercised	8, 9(b)	15,000	8,625	(1,499)	-	(1,499)	-	7,126
Shares issued in private placement	9(b)	8,810,468	2,355,343	-	-	-	-	2,355,343
Shares issuance cost	9(b)	-	(1,081,443)	927,883	-	927,883	-	(153,560)
Shares issued on vesting of restricted share units		290,000	88,077	-	(88,077)	(88,077)	-	-
Shares issued to settle amounts owed		297,045	88,370	-	-	-	-	88,370
Loss for the period		-	-	-	-	-	(2,310,125)	(2,310,125)
Balance, February 28, 2021		72,636,114	$ 6,321,633	$ 938,067	$ 664,099	$ 1,602,166	$ (7,235,226)	$ 688,573

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

CENTR BRANDS CORP.

Condensed Interim Consolidated Statements of Cash Flows
(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

For the nine months ended February 28, 2022, and 2021

	2022	2021
Cash provided by (used in):		
Operating activities:		
Net income (loss) for the period	$ 79,374	$ (2,272,679)
Adjustments for non-cash items:		
Depreciation	68,054	22,069
Share-based compensation	317,563	324,389
Gain on revaluation of warrants	(4,093,704)	-
Loss on disposal of asset	2,063	-
Foreign exchange	(1,654)	2,431
Changes in non-cash working capital:		
Accounts receivable	(128,714)	(249,730)
Inventory	(554,862)	(283,612)
Prepaid expense	126,156	(131,530)
Accounts payable and accrued liabilities	(97,638)	78,954
Due to related parties	(76,418)	(51,784)
Interest paid	-	(884)
Net cash used in operating activities	(4,359,780)	(2,562,376)
Financing activities:		
Net proceeds from issuance of common shares and warrants	4,724,586	2,341,884
Payment of lease liability	(63,201)	(14,798)
Net cash provided by financing activities	4,661,385	2,327,086
Investing activities:		
Purchase of property and equipment	(56,330)	(3,837)
Net cash used in investing activities	(56,330)	(3,837)
Increase (decrease) in cash	245,275	(239,127)
Cash, beginning of period	832,047	513,774
Cash, end of period	$ 1,077,322	$ 274,647

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

1. Nature of the business and continuing operations:

CENTR Brands Corp. (formerly River Wild Exploration Inc. ("RWI")) (the "Company" or "CENTR") was incorporated under the laws of the Business Corporations Act (British Columbia). The Company's shares are traded on the Canadian Securities Exchange (the "Exchange") under the symbol "CNTR".

The Company's corporate office is located at 100-2318 Oak St, Vancouver, British Columbia, V6H 4J1. The Company is involved in the development and marketing of beverages infused with hemp-derived extracts and derivatives. The Company is focused on the sales and development of a global brand for the cannabidiol (CBD) infused beverage industry. The Company is currently marketing and selling a sparkling, low-calorie, hemp-based CBD beverage product.

In March 2020, the World Health Organization characterized the outbreak of the novel strain of coronavirus, specifically identified as COVID-19, as a global pandemic. This has resulted in the governments enacting emergency measures to combat the spread of the virus. These measures, which include material disruption to business, resulting in a global economic slowdown. Equity markets have experienced significant volatility. There is significant uncertainty as to the effects this outbreak will have on the business, which may, among other things, negatively impact customers and their demand for the Company's products. The outbreak may also have an effect on the future collectability of certain receivables. In response to COVID-19, the Company has implemented working practices to address impacts to its operations, employees and customers and will take further measures in the future, if required.

2. Basis of presentation:

(a) Statement of compliance:

These condensed interim consolidated financial statements for the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, "Interim Financial Reporting". The condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended May 31, 2021, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on April 26, 2022.

2. Basis of presentation (continued):

(b) Basis of measurement:

These condensed interim consolidated financial statements have been prepared on a historic cost basis except for financial instruments classified as fair value through profit or loss, which are stated at their fair value. Other measurement bases are described in the applicable notes.

Presentation of the condensed interim consolidated statements of financial position differentiates between current and non-current assets and liabilities. The condensed interim consolidated statements of net income (loss) and comprehensive income (loss) is presented using the functional classification of expense.

These condensed interim consolidated financial statements follow the same accounting policies and methods of application as our most recent annual financial statements, and should be read in conjunction with the annual audited financial statements of the Company for the year ended May 31, 2021.

(c) Basis of consolidation:

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, CBD Lifestyle Corp. and CENTR Brands USA LLC. The Company accounts for its controlled subsidiaries using the consolidation method of accounting from the date that control commences and deconsolidates from the date control ceases. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

All transactions and balances between the Company and its subsidiaries are eliminated on consolidation, including unrealized gains and losses on transactions between companies.

(d) Functional and presentation currency:

Except as otherwise noted, these condensed interim consolidated financial statements are presented in U.S. dollars, which is the Company's functional and presentation currency. Monetary assets and liabilities denominated in foreign currencies are translated into U.S dollars at the rates of exchange prevailing at the consolidated statement of financial position dates. Non-monetary assets and liabilities are translated at rates prevailing at the date of acquisition. Expenses are translated at the average rate of exchange in effect during the month the transaction occurred.

(e) New accounting pronouncements:

Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB. The Company anticipates that the application of these standards, amendments, and interpretations in future periods, as listed below, will have no material impact on the results and financial position of the Company, except for additional disclosures.

- Definition of Accounting Estimates (Amendments to IAS 8).
- Disclosure Initiative – Accounting Policies (Amendments to IAS 1 and IFRS PS 2).

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

3. Inventories:

A breakdown of inventory is as follows:

	February 28, 2022	May 31, 2021
Raw materials	$ 557,951	$ 629,005
Finished Goods	1,116,209	500,293
	$ 1,674,160	$ 1,119,298

The cost of inventories recognized as an expense and included in cost of sales for the nine months ended February 28, 2022 was $511,351 (February 28, 2021 – $316,730).

4. Property and equipment:

	Cost	Accumulated amortization	Feb. 28, 2022 Net book value	May 31, 2021 Net book value
Computer equipment	$ 45,270	$ 20,400	$ 24,870	$ 15,015
Furniture and fixtures	2,037	1,139	898	1,206
Website development	36,000	1,200	34,800	-
	$ 83,307	$ 22,739	$ 60,568	$ 16,221

5. Right-of-use assets and leases liabilities:

Right-of-use assets are initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred. The Company's lease agreements range from four years to five years in length.

Right-of-use assets, May 31, 2021	$ 4,201
Additions	524,297
Disposal	(2,063)
Depreciation	(56,070)
Right-of-use assets, February 28, 2022	$ 470,365

Lease liabilities have been measured by discounting future lease payments using a rate implicit in the lease or the Company's incremental borrowing rate. The Company's incremental borrowing rate applied was 4.9%.

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

5. Right-of-use assets and leases liabilities (continued):

Lease liabilities, May 31, 2021	$	6,205
Additions		524,297
Interest expense		17,743
Payments		(80,945)
Lease liabilities, February 28, 2022	$	467,300
Less: current portion of lease liabilities		93,756
Long term portion of lease liabilities	$	373,544

6. Accounts payable and accrued liabilities:

Accounts payable and accrued liabilities are as follows:

		February 28, 2022		May 31, 2021
Accounts payable	$	307,227	$	285,949
Accrued other expenses		367,960		486,876
	$	675,187	$	772,825

7. Loans payable:

		February 28, 2022		May 31, 2021
Canada Emergency Business Account	$	31,538	$	33,189
	$	31,538	$	33,189

In April 2020, the Company applied for Canada Emergency Business Account and received a loan of CAD $40,000 which is interest free and is due in December 2022. Repaying the balance of the loan on or before December 31, 2022 will result in loan forgiveness of up to CAD $10,000. There is an optional extension period from January 1, 2023 to December 31, 2025. If the extension is taken, then there is 5% interest for the extension period.

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

8. Warrants liability:

	Number of warrants	Weighted average exercise price (CAD)	Expiry date
Outstanding, May 31, 2021	5,002,059	$ 0.60	
Issued	4,098,318	1.75	July 2022 to September 2024
Exercised	(603,347)	0.60	September 2023 to November 2023
Outstanding, February 28, 2022	8,497,030	$ -	

Foreign currency denominated warrants (not including compensation warrants), are considered a derivative as they are not indexed solely to the Company's own stock. The warrants liability was determined using the Black-Scholes option pricing model. As at February 28, 2022, the warrants liability was valued with a fair value of $1,425,028 (May 31, 2021 – $4,573,585).

9. Share capital:

(a) Authorized:

The authorized share capital of the Company consists of unlimited number of common shares without par value.

(b) Issued:

	Number of shares	Total Amount
May 31, 2021	77,086,044	$ 13,004,027
Common shares issuances:		
Private placement	3,935,520	3,277,213
Warrants exercised (note 8)	603,347	772,334
Shares issuance cost	-	(270,109)
Restricted share units vested and issued	5,200,000	1,378,686
February 28, 2022	86,824,911	$ 18,162,151

On February 28, 2022, there were 86,824,911 common shares (May 31, 2021 – 77,086,044) issued and fully paid.

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

9. Share capital (continued):

(c) Escrow securities:

Pursuant to an escrow agreement dated March 7, 2019, 26,000,000 common shares of the Company were deposited into escrow with respect to the Transaction. All of the Consideration Shares are subject to a thirty six-month time release escrow arrangement in accordance with the policies of the Canadian Securities Exchange (the "CSE"). Under the escrow agreement, 10% of the escrowed common shares were released from escrow on April 3, 2019, the listing date, and 15% are to be released every six months thereafter over a period of thirty-six months.

A summary of the status of the escrowed securities outstanding are as follows:

	Number of shares
Balance, May 31, 2021	7,800,000
Released	(3,900,000)
Balance, February 28, 2022	3,900,000

On April 3, 2022, 3,900,000 common shares were released from escrow.

10. Reserves:

Reserves are comprised of share-based compensation – options and restricted share units:

(a) Share-based compensation – options:

The Company operates an equity-settleable, stock options-based payment compensation plan, under which the Company pays equity instruments of the Company as consideration in exchange for employee and similar services. The plan is open to employees, directors, officers and consultants of the Company and its affiliates.

The fair value of the grant of the options is recognized in the consolidated statements of net loss and comprehensive loss as an expense. The total amount to be expensed is determined by the fair value of the options granted. The total expense is recognized over the vesting period which is the period over which all of the service vesting conditions are satisfied. The vesting period is determined at the discretion of the Board and has ranged from immediate vesting to three years. The maximum number of common shares reserved for issuance, in the aggregate, under the Company's option plan (and under any other share compensation arrangements of the Company) is 10% of the aggregate number of common shares which are outstanding from time to time.

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

10. Reserves (continued):

(a) Share-based compensation – options (continued):

	Number of stock options	Weighted average exercise price (CAD)	Expiry date
Outstanding, May 31, 2021	200,000	$ 0.41	November 2023
Granted	-		
Outstanding, February 28, 2022	200,000	$ 0.41	

(b) Share-based compensation – restricted share units (“RSUs”):

The Company operates an equity-settle, RSUs-based payment compensation plan, under which the Company pays equity instruments of the Company as consideration in exchange for employee and similar services. The plan is open to employees, directors, officers and consultants of the Company and its affiliates.

The fair value of the grant of the RSUs is recognized in the consolidated statements of net loss and comprehensive loss as an expense. The total amount to be expensed is determined by the fair value of the RSUs granted. The total expense is recognized over the vesting period which is the period over which all of the service vesting conditions are satisfied. The maximum number of common shares reserved for issuance, in the aggregate, under the Company’s RSU plan (and under any other share compensation arrangements of the Company) is 10% of the aggregate number of common shares which are outstanding from time to time. As at February 28, 2022, this represented 8,682,491 common shares.

	Number of RSUs	Expiry date
Outstanding, May 31, 2021	7,080,000	
Granted	-	
Transferred to shares (note 9(b))	(5,200,000)	February 2025 to February 2026
Outstanding, February 28, 2022	1,880,000	

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

11. General & administrative:

	Three months ended Feb.28, 2022	Three months ended Feb. 28, 2021	Nine months ended Feb. 28, 2022	Nine months ended Feb. 28, 2021
Depreciation	$ 32,043	$ 7,681	$ 68,054	$ 22,069
Other SG&A expenses	176,757	152,080	605,057	387,980
Professional	132,043	123,708	449,297	352,426
Salaries and payroll	1,084,480	438,939	2,967,655	1,348,146
	$ 1,425,323	$ 722,408	$ 4,090,063	$ 2,110,621

12. Related party transactions and balances:

(a) Compensation of key management personnel:

The Company transacts with key individuals from management who have authority and responsibility to plan, direct, and control the activities of the Company. Key management personnel are defined as the executive officers of the Company and the Board, including the Chief Executive Officer, President and Chief Financial Officer.

	Nine months ended February 28, 2022	Nine months ended February 28, 2021
Salaries and benefits	$ 337,500	$ 181,188
Share-based payments	318,532	303,535
Consulting fees	259,061	166,083
	$ 915,093	$ 650,806

(Unaudited – Expressed in U.S. Dollars, unless otherwise stated)

12. Related party transactions and balances (continued):

(b) Transactions with controlling shareholders:

The Company incurred the following transactions with companies having a former director and a director in common:

	Nine months ended February 28, 2022	Nine months ended February 28, 2022
Consulting fees paid to companies controlled by a director and a former director of the Company	$ 53,671	$ 58,166
Other fees paid to companies controlled by a former director of the Company	105,960	23,419
	$ 159,631	$ 81,585

As at February 28, 2022, $545,694 (May 31, 2021 - $622,112) was included in due to related parties for consulting services, bonus payments and other overhead costs and in the ordinary course of business. These amounts bear no interest and are due on demand.

13. Capital management:

The Company's objective is to maintain a capital structure that supports its long-term growth strategy, maintains creditor and customer confidence, and maximizes shareholder value. There were no changes in the Company's approach to capital management during the nine months ended February 28, 2022. The capital structure of the Company consists of its shareholders' equity.

The Company's primary uses of capital are to finance operations, finance new start-up costs, increase non-cash working capital and capital expenditures. The Company's objectives when managing capital are to ensure the Company will continue to have enough liquidity to expand. The Company, as part of its annual budgeting process, evaluates its estimated annual cash requirements to fund planned expansion activities and working capital requirements of existing operations. Based on this cash budget and taking into account its anticipated cash flows from operations and its holdings of cash, the Company is of the view that it has the sufficient capital or the ability to draw the required funds from shareholder commitments.

14. Financial instruments and fair value measurement:

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements.

The following tables show the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy and accounting classification.

February 28, 2022	Classification	Fair value level	Carrying value	Fair value
Financial assets not measured at fair value:				
Cash	Amortized cost	2	$1,077,322	$ 1,077,322
Accounts receivable	Amortized cost	2	282,141	282,141
Financial liabilities measured at fair value:				
Warrants liability	FVTPL	2	1,425,028	1,425,028
Financial liabilities not measured at fair value:				
Accounts payable and accrued liabilities	Amortized cost	2	675,187	675,187
Due to related parties	Amortized cost	2	545,694	545,694
Loans payable	Amortized cost	2	31,538	31,538

15. Risk management:

In the normal course of business, the Company is exposed to risks related to financial instruments that can affect its operating performance. These risks, and the actions taken to manage them, are as follows:

(a) Credit risk:

Credit risk arises from the potential that a counterparty will fail to perform its obligations. The Company does not have financial instruments that result in material exposure.

(b) Liquidity risk:

Liquidity risk is the risk that the Company may encounter difficulty in raising funds to meet its financial commitments or can only do so at excessive cost. The Company ensures there is sufficient liquidity to meet its short-term business requirements, taking into account its anticipated cash flows from operations, its holdings of cash and its ability to draw on committed funds from its existing shareholders or to raise funds from external shareholders.

(c) Currency risk:

Currency risk is the risk to the Company's earnings that arises from fluctuations in foreign exchange rates and the degree of volatility of those rates. The Company believes it is exposed to significant currency risk, as to date the Company has raised money both only in Canada and in Canadian dollars to fund operations and development, along with a significant proportion of the Company’s general and administrative expenses incurred in Canadian dollars.

15. Risk management (continued):

(d) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have financial instruments that result in material exposure.

16. Subsequent events:

Subsequent to February 28, 2022, the Company issued a total of 7,007,144 units, which consisted of one common share and one common share purchase warrant, for gross proceeds of $4,554,644 CAD. Each warrant entitles the holder to acquire one common share at the price of $1.00 CAD for a period of three years from the issuance date. Finders' fees totalling $168,375 CAD were paid in cash and 259,038 broker warrants were issued in connection with the financing. Each broker warrant entitles the holder thereof to acquire one common share at the price of $1.00 CAD over a period of 12 months from the closing date.