

EDEN EMPIRE INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited)
(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed consolidated interim 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 Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

EDEN EMPIRE INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Unaudited)

(Expressed in Canadian Dollars)

AS AT

	October 31, 2020	July 31, 2020
ASSETS		
Current		
Cash and cash equivalents	\$ 190,530	\$ 688,346
Amounts receivable	67,746	67,128
Prepaid expenses and deposits	35,815	48,977
Inventory (Note 4)	27,312	27,312
	<u>321,403</u>	<u>831,763</u>
Bridge loan (Note 6)	901,016	842,065
Option agreement (Note 7)	33,510	26,808
Lease inducements (Note 8)	85,000	80,000
Property and equipment (Note 9)	3,275,167	2,968,114
Intangible assets (Note 11)	18,000	18,000
	<u>\$ 4,634,096</u>	<u>\$ 4,766,750</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 16)	\$ 940,663	\$ 532,491
Lease liabilities (Note 12)	302,748	306,529
	<u>1,243,411</u>	<u>839,020</u>
Lease liabilities (Note 12)	1,335,388	1,256,505
Loan payable (Note 13)	-	40,000
	<u>2,578,799</u>	<u>2,135,525</u>
Shareholders' equity (deficiency)		
Share capital (Note 15)	8,873,458	8,873,458
Reserves (Note 15)	130,070	130,070
Accumulated other comprehensive loss	(3,955)	(3,289)
Deficit	(6,944,276)	(6,369,014)
	<u>2,055,297</u>	<u>2,631,225</u>
	<u>\$ 4,634,096</u>	<u>\$ 4,766,750</u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

SUBSEQUENT EVENTS (Notes 6 and 20)

Approved and authorized by the Board on December 30, 2020

/s/ Gerry Trapasso Director /s/ Kolten Taekema Director

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

EDEN EMPIRE INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31,

	2020	2019
EXPENSES		
Accounting and legal	\$ 96,262	\$ 308,140
Consulting	34,750	62,595
Depreciation (Note 9)	93,151	8,118
Interest, accretion and bank charges	54,978	221,175
Investor relations	2,750	94,146
Licenses and applications	10,873	12,583
Management fees	45,000	30,000
Office and administration	15,389	10,449
Property operating costs	267	1,443
Prospective location costs	-	320,764
Salaries	216,773	180,639
Travel and meals	15,182	34,242
Total operating expenses	(585,375)	(1,284,294)
Other items:		
Gain on settlement of loan (Note 13)	10,000	-
Interest and other income	17,724	21,542
Allowance for amounts receivables (Note 6)	(17,611)	-
	10,113	21,542
Loss for the period	(575,262)	(1,262,752)
OTHER COMPREHENSIVE INCOME		
Foreign exchange on translating foreign operations	(3,955)	(7,436)
Loss and comprehensive loss for the period	\$ (579,217)	\$ (1,270,188)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.02)
Weighted average number of common shares outstanding	71,387,546	65,222,500

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

EDEN EMPIRE INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31,

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (575,262)	\$ (1,262,752)
Non-cash items:		
Accrued interest	(17,611)	(9,567)
Allowance for amounts receivables	17,611	-
Depreciation	93,151	8,119
Finance expense	54,978	219,973
Gain on settlement of loan	(10,000)	-
Changes in non-cash working capital items:		
Amounts receivable	(618)	6,713
Prepaid expenses and deposits	13,162	31,500
Inventory	-	(23,360)
Accounts payable and accrued liabilities	233,172	209,540
	<u>(191,417)</u>	<u>(819,834)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Bridge loan – funds provided	(58,951)	(82,594)
Promissory note – funds provided	-	(391,137)
Investment property	(147,361)	(1,304,829)
Property and equipment	(58,356)	(35,672)
Lease inducements	(5,000)	(80,000)
Option agreement payment	(6,731)	-
Deposit	-	(26,470)
	<u>(276,399)</u>	<u>(1,920,702)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan repayment	(30,000)	-
Lease payments	-	(5,483)
Warrants exercised	-	101,250
	<u>(30,000)</u>	<u>95,767</u>
Change in cash and cash equivalents during the period	(497,816)	(2,644,769)
Cash and cash equivalents, beginning of period	688,346	5,100,297
Cash and cash equivalents, end of period	\$ 190,530	\$ 2,455,528

Supplementary cash flow information:

There were no non-cash financing or investing transactions for the three months period ended October 31, 2020 and October 31, 2019.

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

EDEN EMPIRE INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)**

(Unaudited)

(Expressed in Canadian Dollars)

	Share capital								
	Number	Amount	Subscriptions receivable	Reserves	Equity component of convertible debentures	Accumulated other comprehensive loss	Deficit	Total	
Balance, July 31, 2019	65,222,500	\$ 1,404,564	\$ (101,250)	\$ 44,293	\$ 171,926	\$ -	\$ (1,573,960)	\$ (54,427)	
Subscriptions received	-	-	101,250	-	-	-	-	101,250	
Loss and comprehensive loss for the period	-	-	-	-	-	(7,436)	(1,262,752)	(1,270,188)	
Balance, October 31, 2019	65,222,500	\$ 1,404,564	\$ -	\$ 44,293	\$ 171,926	\$ (7,436)	\$ (2,836,712)	\$ (1,223,365)	
Balance, July 31, 2020	90,292,546	\$ 8,873,458	\$ -	\$ 130,070	\$ -	\$ (3,289)	\$ (6,369,014)	\$ 2,631,225	
Loss and comprehensive loss for the period	-	-	-	-	-	(666)	(575,262)	(575,928)	
Balance, October 31, 2020	90,292,546	\$ 8,873,458	\$ -	\$ 130,070	\$ -	\$ (3,955)	\$ (6,944,276)	\$ 2,055,297	

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

EDEN EMPIRE INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019

1. NATURE OF OPERATIONS AND GOING CONCERN

Eden Empire Inc. (formerly Rosehearty Energy Inc.) ("Eden Empire" or the "Company") was incorporated in the Province of Ontario on September 1, 2000 under the name Phoenix Matachewan Mines Inc. Effective December 30, 2008, the Company changed its name to Galahad Metals Inc., effective July 31, 2014, changed its name to Rosehearty Energy Inc. and effective May 14, 2020, changed its name to Eden Empire Inc. and continued into the Province of British Columbia. The records office of the Company is located at 408 – 150 24th Street, West Vancouver, British Columbia, V7V 4G8.

The Company is in the business of investments and operations in the cannabis sector and engaging in retail and activities in respect of cannabis in Canada and the United States. It is the intention that the Company becomes a fully integrated cannabis product retailer company in Canada and the United States. The Company has registered certain trademark brands and has entered into an agreement to acquire dispensary locations currently under licensing process (Note 6).

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these condensed consolidated interim financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company reported a loss of \$575,262 for the three months ended October 31, 2020 and had an accumulated deficit of \$6,944,276 as at October 31, 2020. The Company's ability to continue as a going concern is dependent upon its ability to raise funds primarily through the issuance of shares or achieve profitable operations. The achievement of profitable operations is dependent on successful licensing of its storefront operations. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, management may be required to curtail certain expenses. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The pandemic has not had a drastic impact on the Company's operations. Management continues to monitor the situation.

Reverse Takeover

On May 14, 2020, the Company completed a reverse takeover transaction ("Eden RTO") whereby Eden Empire Inc. (predecessor), amalgamated with a wholly-owned subsidiary of the Company and the shareholders of Eden Empire Inc. (predecessor) received corresponding securities of the Company on a 1:1 basis. Upon completion of the Eden RTO, the shareholders of Eden Empire Inc. (predecessor) obtained control of the consolidated entity. In applying acquisition accounting to a reverse acquisition, Eden Empire Inc. (predecessor) was identified as the accounting acquirer, and, accordingly, the Company is considered to be a continuation of Eden Empire Inc. (predecessor), with the net assets of the Company at the date of the Eden RTO deemed to have been acquired by Eden Empire Inc. (predecessor). The Company continued under the name of Eden Empire Inc. following the completion of the Eden RTO.

As Eden Empire Inc. (predecessor) is deemed to be the acquirer for accounting purposes, these condensed consolidated interim financial statements include its assets and liabilities and operations. The Company's results of operations are included from May 14, 2020 onwards.

2. BASIS OF PREPARATION

Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual consolidated financial statements for the year ended July 31, 2020.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**2. BASIS OF PREPARATION (cont'd...)****Basis of consolidation and presentation**

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries as follows:

Subsidiary	Date of Incorporation	Location
Eden Empire Inc. (formerly Rosehearty)	September 1, 2000	Canada
1194360 B.C. Ltd.	January 17, 2019	Canada
1268495 B.C. Ltd.	October 2, 2020	Canada
King Edward & Cambie Operations Ltd.	January 9, 2019	Canada
Peaceful Park Inc.	August 12, 2018	Canada
Eden Empire Ontario One Ltd.	April 28, 2020	Canada
Eden Empire Manitoba One Ltd.	June 3, 2020	Canada
Eden Empire US, Inc.	August 7, 2019	United States
Eden Empire Michigan, LLC	August 7, 2019	United States
Eden Empire Battle Creek RE, LLC	August 7, 2019	United States

All material intercompany transactions have been eliminated upon consolidation. A subsidiary is an entity over which the Company has control, where control indicates exposure or rights to variable returns and the ability to affect those returns through power over the investee.

Use of judgments and estimates

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The key areas of judgment applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- **Going concern**

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operation expenditures and to meet its liabilities for the ensuing year, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

- **Deferred income tax**

The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

EDEN EMPIRE INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

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FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019

2. BASIS OF PREPARATION (cont'd...)

Use of judgments and estimates (cont'd...)

- Right-of-use assets and lease liability

The Company applies judgement in determining whether the contract contains an identified asset, whether they have the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create an economic incentive to exercise renewal options. Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option.

- Business combinations

Judgment is used in determining whether an acquisition is a business combination or an asset acquisition.

The key areas of estimates applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- Intangible assets – impairment

The application of the Company's accounting policy for intangible assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. The calculations for impairment testing of the Company's indefinite life intangible assets involve significant estimates and assumptions. Items estimated include cash flows, discount rates and assumptions on revenue growth rates. These estimates could affect the Company's future results if the current estimates of future performance and fair values change. Judgment is also exercised to determine whether an indication of impairment is present that would require the completion of an impairment test in addition to the annual testing.

- Right-of-use assets and lease liability

The Company uses estimation in determining the incremental borrowing rate used to measure the lease liability, specific to the asset, underlying currency, and geographic location. Where the rate implicit in the lease is not readily determinable, the discount rate of the lease obligations is estimated using a discount rate similar to the Company's specific borrowing rate. This rate represents the rate that the Company would incur to obtain the funds necessary to purchase the asset of a similar value, with similar payment terms and security in a similar environment.

- Convertible debentures

The valuation of convertible debentures at inception requires management to make estimates with respect to borrowing rates.

- Share-based payments and compensation

The Company applies estimates with respect to the valuation of shares issued for non-cash consideration. Shares are valued at the fair value of the equity instruments granted at the date the Company receives the goods or services for share-based payments made to those other than employees or others providing similar services. As a private entity, the Company relies on concurrent or recent financings to provide guidance with respect to prevailing share prices.

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted for share-based payments made to employees or others providing similar services. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the fair value of the underlying common shares, the expected life of the share option or warrant, volatility and dividend yield and making assumptions about them.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**3. REVERSE TAKEOVER TRANSACTION**

As described in Note 1, the Company acquired Rosehearty Energy Inc. ("Rosehearty"). For accounting purposes, the acquisition is considered to be outside the scope of IFRS 3 – *Business Combinations* ("IFRS 3") since Rosehearty, prior to acquisition, did not constitute a business. The transaction is accounted for in accordance with IFRS 2 – *Share-based payments* whereby the Company is deemed to have issued shares in exchange for the net assets of Rosehearty together with any reverse takeover transaction costs at the fair value of the consideration received.

As a result, a reverse takeover transaction cost of \$1,306,349 has been recorded. This reflects the difference between the estimated fair value of the Eden Empire's shares deemed to have been issued to the Company's shareholders, plus transaction costs incurred, less the net fair value of the assets acquired.

In accordance with reverse acquisition accounting:

- i) The assets and liabilities of Rosehearty are included in the statement of financial position at their carrying values
- ii) The net liabilities of the Company are included at their fair value of \$57,131.

Fair value of consideration allocated:

Fair value of 3,690,094 shares issued at \$0.30 per share	\$	1,107,028
Fair value of 1,011,166 warrants ⁽¹⁾		85,777
		1,192,805

Identifiable net assets acquired:

Cash	825
Amounts receivable	7,988
Prepays	3,675
Accounts payable	(69,618)
	(57,131)

Transaction costs	(56,413)
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Total RTO expense	\$	1,306,349
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(1) The fair value of the warrants was determined using the following weighted average Black-Scholes assumptions:

Grant date share price	\$	0.60
Risk-free interest rate		0.27%
Expected life of warrants		0.8 years
Expected annualized volatility		120.00%
Dividend rate		-

4. INVENTORY

	October 31, 2020	July 31, 2020
Inventory		
Finished goods	\$ 27,312	\$ 27,312
Balance, end of period	\$ 27,312	\$ 27,312

Inventory consists of branded promotional materials for sale.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019

5. PROMISSORY NOTE

In the year ended July 31, 2020, the Company provided a promissory note ("Promissory Note") of \$391,137 to a private entity in St. Vincent & the Grenadines for the purpose of applying for one or more licenses in that jurisdiction. The Promissory Note is unsecured, accrues interest at a rate of 1% per annum and is payable on demand after March 1, 2021. The Company recognized interest income of \$1,693 in the year ended July 31, 2020. As at July 31, 2020, the Company recorded an allowance for the promissory note receivable of \$392,830 to write down the fair value of the promissory note to \$Nil.

6. ACQUISITION OF B.C. DISPENSARIES

On May 16, 2019, as amended March 13, 2020, the Company entered into an agreement to acquire all of the issued and outstanding common shares of seven private companies, each holding a retail lease for a dispensary location, from 1175579 B.C. Ltd. ("1175579"), a private company. Each lease holding company is identified as a "Retail Subsidiary".

Pursuant to the agreement, the Company will acquire the Retail Subsidiaries from 1175579 upon the issuance of a license to operate a private non-medical cannabis retail store under the Cannabis Control and Licensing Act ("License"). Each Retail Subsidiary will be acquired for \$65,000 payable in the form of cash or common shares at a price of \$0.30, escalating to \$0.90 over 6 months following a Retail Subsidiary acquisition (at a rate of \$0.10 per month), per share at the option of 1175579 and an amount not exceeding \$15,000 for expenses in connection with certain allowable expenses incurred by 1175579 B.C. Ltd. in connection with the Retail Subsidiary. Four of the seven Retail Subsidiaries are subject to a cash payment of \$350,000 on acquisition. Should a Retail Subsidiary not be successful in obtaining a License, the Company will not be required to purchase that entity.

Additionally, on execution of the agreement, the Company extended a bridge loan to 1175579 for the general working capital purposes to pursue Licenses and maintain operations of the Retail Subsidiaries ("Bridge Loan"). The Bridge Loan has a facility of up to \$1,100,000, which is advanced as and when needed, is subject to an interest rate of 8% and matures on June 30, 2021. At the date the Company acquires each Retail Subsidiary, the Company will forgive all accrued and unpaid interest on the Bridge Loan. The Bridge Loan is repayable in cash or in common shares of 1175579 B.C. Ltd. at the discretion of 1175579. The Bridge Loan is secured by a general security agreement over the assets of 1175579.

In the event that 1175579 B.C. Ltd. requires further capital loans for the operations of the Retail Subsidiaries, 1175579 B.C. Ltd. will issue a request to the Company for funds under substantially the same terms as the Bridge Loan. If the Company declines to provide additional funds, 1175579 B.C. Ltd. will have the right to obtain external debt or capital financing.

As at October 31, 2020, the Company had advanced \$901,016 (July 31, 2020 - \$842,065) under the Bridge Loan and accrued interest of \$75,507 (July 31, 2020 - \$57,896). The Company has not acquired any Retail Subsidiary as at October 31, 2020. As at October 31, 2020, the Company has recorded an allowance for the interest receivable on the bridge loan of \$75,507 (July 31, 2020 - \$57,896).

Subsequent to the three month period ended October 31, 2020, the Company entered into agreement with 1175579 which permitted a Retail Subsidiary to dispose of substantially all of its assets for proceeds of \$750,000. The proceeds will be paid to the Company over a period of 10 months beginning the earlier of receiving a retail license for the Retail Subsidiary or February 15, 2021. As party to the agreement, the Company will reimburse 1175579 for the associated legal fees, make a payment of \$65,000 in cash or common shares and pay the additional cash consideration of \$350,000 within 14 months.

EDEN EMPIRE INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019

7. OPTION AGREEMENT

Option Agreement for the Acquisition of Actium Botanicals

On October 7, 2019, the Company entered into an option agreement (the "Michigan Option") to purchase all of the issued and outstanding shares of Actium Botanicals, Incorporated ("Actium"). Actium is in the process of applying for facility licenses at two locations: its Battle Creek facility and its Stronach facility in Michigan, USA. Pursuant to the Actium Option, the seller agrees to use reasonable best efforts for Actium to obtain the required licenses, consents and approvals to initiate the operations of the facilities.

The Company paid a non-refundable deposit of USD\$20,000 with respect to the Michigan Option, which may be applied against future payments due under the option. The Michigan Option was valid for a period of one year, then extended for up to one year at the cost of US\$8,333 for each month extended. On September 24, 2020, Eden Michigan elected to extend the Michigan Option for three successive periods of 30 days by paying Tondur an extension payment in the amount of US\$5,000 and, as a result, the Option Termination Date is now January 5, 2021. Eden Michigan anticipates extending the Michigan Option for further periods in the event that the Michigan Option is not exercised prior to January 5, 2021.

As the purchase price for the Michigan Option, the Company shall make payments in an amount equal to 4% of the amount of all gross receipts received by Actium at the Battle Creek and Stronach facilities, due within 45 days after each calendar quarter. The Company may terminate its obligation to make payments on gross receipts by making a one-time payment of US\$5,000,000.

The Michigan Option provides that, concurrently with its execution, the Company and Actium will enter into a service agreement and a lease for the real estate owned by Actium and an affiliate of the vendor, on which the Stronach Facility is situated. Pursuant to the service agreement, the Company will provide certain services to support Actium's operation of the Battle Creek and Stronach facilities prior any exercise of the Michigan Option.

8. LEASE INDUCEMENTS

King Edward & Cambie Operations Ltd.

On August 21, 2019, entered into a lease agreement for a retail space through its wholly-owned subsidiary King Edward & Cambie Operations Ltd. ("Cambie"). The lease is for a period of 5 years, subject to extension. The Company will pay a monthly rent charge of \$20,000 for the initial 5 years. Additionally, the Company must pay 3% of the gross sales of all goods or products legally sold from the leased premises up to \$5,000,000 annually. The Company must also pay \$110,000 in four non-refundable payments upon satisfaction of the following conditions:

- a) \$20,000 upon acceptance of the lease offer (paid);
- b) \$30,000 upon execution of the lease (paid);
- c) \$30,000 on the date the Company obtains a development permit and the building permit from the City of Vancouver in order to use the premises for cannabis (paid); and
- d) \$30,000 on the date the Company obtains a conditional cannabis permit issued by the applicable governmental authorities having jurisdiction over the sale of cannabis with respect to the premises.

As at October 31, 2020, the Company does not have use of the premise and accordingly has not recognized a right-of-use asset. Furthermore, payments under the lease agreement have not begun pending receipt of the conditional cannabis permit. Payments totaling \$80,000 to hold the lease agreement are recorded as lease inducements as at October 31, 2020.

1268495 B.C. Ltd.

On September 25, 2020, entered into a lease agreement for a retail space through its wholly-owned subsidiary 1268495 B.C. Ltd. The lease is for a period of 3 years with a 4 months' holding period.

As at October 31, 2020, the Company does not have use of the premise and accordingly has not recognized a right-of-use asset. Furthermore, payments under the lease agreement have not begun pending receipt of the cannabis permit or February 1, 2021 whichever is the earlier date. Payments totaling \$5,000 to hold the lease agreement are recorded as lease inducements as at October 31, 2020.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**9. PROPERTY AND EQUIPMENT**

	Office equipment	Investment property	Right-of-use assets	Leasehold improvements	Total
Cost					
Balance, July 31, 2019	\$ -	\$ 131,480	\$ -	\$ -	\$ 131,480
Additions	61,336	1,327,211	1,723,900	15,451	3,127,898
Disposal (Note 10)	-	-	(66,046)	-	(66,046)
Foreign exchange	-	(3,173)	-	-	(3,173)
Balance, July 31, 2020	61,336	1,455,518	1,657,854	15,451	3,190,159
Additions	-	147,361	195,124	58,356	400,841
Foreign exchange	-	(637)	-	-	(637)
Balance, October 31, 2020	\$ 61,336	\$ 1,602,242	\$ 1,852,978	\$ 73,807	\$ 3,590,363
Accumulated Depreciation					
Balance, July 31, 2019	\$ -	\$ -	\$ -	\$ -	\$ -
Depreciation expense	6,134	-	234,018	1,994	242,146
Disposal (Note 10)	-	-	(20,101)	-	(20,101)
Foreign exchange	-	-	-	-	-
Balance, July 31, 2020	6,134	-	213,917	1,994	222,045
Depreciation expense	3,067	-	86,513	3,571	93,151
Foreign exchange	-	-	-	-	-
Balance, October 31, 2020	\$ 9,201	\$ -	\$ 300,430	\$ 5,565	\$ 315,196
Net Book Value					
Balance, July 31, 2020	\$ 55,202	\$ 1,455,518	\$ 1,443,937	\$ 13,457	\$ 2,968,114
Balance, October 31, 2020	\$ 52,135	\$ 1,602,242	\$ 1,552,548	\$ 68,242	\$ 3,275,167

Investment property

In the year ended July 31, 2020, the Company completed the purchase of a building and contiguous land in Battle Creek, Michigan, US. The Company paid US\$995,000 and additional transaction costs of US\$200,346. The Company has a lease agreement on the property with Actium for the period of one year after which the Company will grant a month to month tenancy. Actium may use the property only for the operation of a provisioning center and/or cannabis retailer once Actium has received all requisite licenses and permits from all relevant regulatory or governmental authorities and for no other purpose. No income was recognized with respect to the lease agreement in the three months ended October 31, 2020. Actium will be required to pay rent once the premise is opened for operations.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

(Expressed in Canadian Dollars)

FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**10. SALE OF SUBSIDIARY**

On March 30, 2020, the Company completed the sale of its wholly-owned subsidiary 4317 Fraser Street Operations Ltd. ("4317 Fraser"). The Company received \$1,010,000 in proceeds on the sale of the entity and paid a finder's fee of \$30,000 with respect to the transaction. The Company is entitled to additional proceeds contingent on certain revenue targets which may or may not be met by the purchaser. The contingent consideration has been valued at \$Nil as the ability of the purchaser to generate revenue on the entity's assets is uncertain.

Disposal of 4317 Fraser

Consideration	\$	1,010,000
Finder's fee paid on transaction		(30,000)
		980,000
Net assets disposed		
Deposit		10,000
Right-of-use assets		45,945
Lease liability		(40,270)
		15,675
Gain on sale of subsidiary	\$	964,325

11. INTANGIBLE ASSETS

The Eden IP and underlying trademarks have been assigned an indefinite useful life, as there is no foreseeable limit to the period over which the assets are expected to generate net cash inflows and the Company's intention is to continue to utilize these trade names for the foreseeable future.

Cost	
Balance, October 31, 2020 and July 31, 2020	\$ 18,000

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FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**12. LEASE LIABILITIES**

Lease liabilities	October 31, 2020	July 31, 2020
Balance, beginning of period	\$ 1,563,034	\$ -
Additions	195,124	1,655,523
Accrued finance expense	54,978	146,973
Lease payments	(175,000)	(199,192)
Disposal (Note 10)	-	(40,270)
Balance, end of period	\$ 1,638,136	\$ 1,563,034
Current	\$ 302,748	\$ 306,529
Long term	\$ 1,335,388	\$ 1,256,505

The Company has applied an incremental borrowing rate of 14%.

The Company has the following lease commitments:

Lease commitments	Fiscal year 2022	Fiscal year 2023	Fiscal year 2024	Fiscal year 2025	Fiscal year 2026 and beyond
1674 Davie St.	\$ 438,000	\$ 450,000	\$ 462,000	\$ 234,000	\$ -
2230 McPhillips St.	55,118	55,118	55,118	55,118	9,186
348 Water St.	167,400	170,200	85,800	-	-
	\$ 660,518	\$ 675,318	\$ 602,918	\$ 289,118	\$ 9,186

In the event the Company receives a business license from the City of Vancouver, the Company will have to pay a success fee of \$120,000 to the landlord of the Davie property.

On July 20, 2020, the Company signed a five year lease at McPhillips street in Winnipeg, Manitoba which commenced on October 1, 2020. The Company has the option to renew for two five year periods.

On September 25, 2020, the Company signed a three year lease at Water street in Vancouver, British Columbia which commencing on February 1, 2021 or the date the Company receives the cannabis permit whichever is the earlier date.

The Company has a five year lease at Cambie as detailed in Note 10. The annual lease payments of \$252,000 under the Cambie lease agreement will begin upon receipt of a conditional cannabis permit.

13. LOAN PAYABLE

The Company received a \$40,000 revolving line of credit as part of the Canada Emergency Business Account (CEBA) program due to COVID-19. The loan was interest free and required no principal payments until December 2022 ("Initial Term Date"). In the three months ended October 31, 2020, the loan was repaid before the Initial Term date and as a result 25% was forgiven.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

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FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**14. CONVERTIBLE DEBENTURES**

In the year ended July 31, 2019, the Company issued convertible debentures for gross proceeds of \$5,904,000. The debentures accrue interest at a rate of 10%, payable in arrears on December 31st of each year, and mature 18 months from issuance. At the option of the holders, the debentures, and any accrued and unpaid interest, may be converted to common shares of the Company at a price of \$0.30 per common share. The debentures will be convertible upon the filing of a prospectus in Canada, becoming a reporting issuer in British Columbia, or similar liquidity transaction.

The Company estimated that a similar borrowing without a conversion feature would be available to the Company at an interest rate of 14% per annum. The Company discounted the convertible debentures to recognize the value of the conversion feature as \$325,893, reduced by a deferred income tax impact of \$153,967. The Company incurred other transaction costs of \$235,106 and issued brokers' warrants valued at \$9,248 (Note 15(c)) which are being accreted over the term of the debentures.

During the year ended July 31, 2020, the convertible debentures with a carrying value of \$5,704,956 were converted in exchange for 19,680,000 common shares of the Company. The Company also issued 1,099,952 common shares in exchange for accrued interest of \$330,212 on the convertible debentures.

Convertible debentures

Balance, July 31, 2019	\$	5,522,449
Proceeds on issuance		-
Equity feature		-
Transaction costs		-
Finance expense		874,389
Interest paid		(361,670)
Debt conversion		<u>(6,035,168)</u>
Balance, July 31, 2020 and October 31, 2020	\$	-

15. SHARE CAPITAL AND RESERVES**a) Authorized share capital**

Unlimited number of common shares without par value.

Unlimited number of preferred shares without par value.

b) Issued share capital

There were no common shares issued in the three months ended October 31, 2020.

In the year ended July 31, 2020, the Company:

- i. Issued 3,690,094 common shares for the Eden RTO (Note 3).
- ii. Issued 20,779,952 common shares upon conversion of debentures (Note 14).
- iii. Issued 500,000 common shares for consulting fees valued at \$150,000.
- iv. Issued 100,000 common shares for proceeds of \$5,000.

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FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**15. SHARE CAPITAL AND RESERVES (cont'd...)**

c) Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2019	661,630	\$ 0.30
Issued	1,011,166	0.06
Balance outstanding, July 31, 2020 and October 31, 2020	1,672,796	\$ 0.48

Warrants outstanding as at October 31, 2020:

	Number outstanding	Exercise price	Expiry date
Warrants	161,630	\$ 0.30	November 17, 2020 ⁽¹⁾
	500,000	0.30	May 31, 2021
	844,500	0.60	February 1, 2021
	166,666	0.60	August 19, 2021
	1,672,796		

⁽¹⁾ Expired unexercised subsequent to October 31, 2020.

As at October 31, 2020, the weighted average outstanding life of the Company's outstanding warrants is 0.39 years (July 31, 2020 – 0.64 years).

During the year ended July 31, 2020, the Company issued 1,011,666 warrants with a weighted average fair value of \$0.60 per warrant as part of the Eden RTO (Note 3). The Company recognized \$85,777 with respect to these warrants in reserves.

16. RELATED PARTY TRANSACTIONS AND BALANCES**Management Compensation**

Key management personnel comprise the Chairman, Chief Executive Officer, President & Chief Business Officer, Chief Financial Officer, and directors of the Company. The remuneration of the key management personnel during the three months ended October 31, 2020 and 2019 is as follows:

Payments to key management personnel	2020	2019
Consulting fees paid to a company controlled by an officer	\$ 45,000	\$ 30,000
Salaries paid to directors and officers of the Company	60,000	60,000

During the year ended July 31, 2020, the Company issued 500,000 common shares valued at \$150,000 (2019 - \$Nil) as bonus compensation to an employee of the Company who is also a relative of an officer of the Company.

As at October 31, 2020, the Company had \$17,999 (July 31, 2020 - \$17,999) due to a significant shareholder included in accounts payable. All balances are unsecured, non-interest-bearing, have no fixed repayment terms and are due on demand.

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

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FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**17. SEGMENTED INFORMATION**

The Company operates in one segment, being cannabis retail investment. The Company's non-current assets, other than financial instruments are located as follows:

Non-current assets	Canada	United States	Total
Option agreement	\$ -	\$ 33,510	\$ 33,510
Lease inducements	85,000	-	85,000
Property and equipment			
Office equipment	52,135	-	52,135
Investment property	-	1,602,242	1,602,242
Right-of-use assets	1,552,548	-	1,552,548
Leasehold improvements	68,242	-	68,242
Intangible assets	<u>18,000</u>	<u>-</u>	<u>18,000</u>
Balance, October 31, 2020	\$ 1,775,925	\$ 1,635,752	\$ 3,411,677

18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**Financial instruments**

Cash and cash equivalents, accounts payable and loan payable are carried at amortized cost. The Company considers that the carrying amount of these financial assets and liabilities measured at amortized cost to approximate their fair value due to the short-term nature of the financial instruments. The Company's Promissory Note (Note 5) and Bridge Loan (Note 6) are carried at fair value using level 3 inputs. The Company's convertible debentures were carried at amortized cost. Lease liabilities are carried at amortized cost. Undiscounted lease commitments are disclosed in Note 12.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. Although the Company believes its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value. For fair value measurements in level 3, the impact of a 10% increase or decrease in the underlying fair value would result in an increase or decrease of \$90,102 in the fair value of the Bridge Loan.

Financial risk factors*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash and cash equivalents and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. The Company considers the risk of financial loss on cash and cash equivalents to be remote. The Company's receivables consist materially of GST input tax credits recoverable from the government of Canada. The Company considers credit risk with respect to these amounts to be low.

The Company's ability to collect on the Promissory Note and Bridge Loan is assessed on an ongoing basis by management. The Bridge Loan is secured by a general security agreement against the assets of 1175579 B.C. Ltd.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2020, the Company had a negative working capital of \$922,008. The Company's financial liabilities mature within 30 days with the exception of the lease liabilities which are payable over several years (Note 12).

EDEN EMPIRE INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited)

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FOR THE THREE MONTHS ENDED OCTOBER 31, 2020 AND 2019**18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)****Financial risk factors (cont'd...)***Market risk*

Market risk is the risk of loss that may arise from changes in market factors, such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial asset exposed to interest rate risk consists of cash and cash equivalents. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes the interest rate risk is low given the current low global interest rate environment.

The interest rate applied to the Company's convertible debentures is fixed and reduces interest rate liability risk.

b) Foreign currency risk

The Company holds an investment property (Note 9) and an option agreement (Note 7) in the United States ("US"). The investment in the US could increase the Company's exposure to foreign currency risk in the future.

As at October 31, 2020, the Company's net foreign denominated financial assets and liabilities are as follows:

		US Dollars
Cash	\$	6,869
Accounts payable		<u>(328,953)</u>
		(322,084)
Equivalent in Canadian Dollars	\$	<u>(431,721)</u>

Based on the balances held as at October 31, 2020, a 10% increase (decrease) in the Canadian dollar to US dollar exchange rate on this date would have resulted in a decrease (increase) in the net loss for the period of approximately \$43,172.

19. CAPITAL MANAGEMENT

The Company's capital management policy is to maintain a strong but flexible capital structure that optimizes the cost of capital, creditor and market confidence while sustaining the future development of the business.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. The Company's capital structure includes shareholders' equity. In order to maintain or adjust the capital structure, the Company may from time to time issue shares, seek debt financing and adjust its capital spending to manage current and working capital requirements. The Company is not subject to externally imposed capital requirements.

20. SUBSEQUENT EVENT

On December 4, 2020, Eden Empire issued two promissory notes (together, the "Notes") to two arm's-length parties for aggregate proceeds of \$800,000. The Notes have a term of fourteen months ending February 4, 2022, following which the principal amount then outstanding will be due and payable by Eden Empire. The Notes are secured against Eden Empire's interest in and to its present and after acquired personal property and its interest in and to the retail cannabis store located at 140 Terminal Avenue Operations Ltd., Nanaimo B.C. and the Retail Subsidiary in relation thereto.