Just Kitchen Holdings Corp.

Consolidated Financial Statements

For the Year Ended September 30, 2021 and Period from November 27, 2019 to September 30, 2020

(Expressed in Canadian Dollars)

KPMG LLP
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada
Telephone (604) 691-3000
Fax (604) 691-3031

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Just Kitchen Holdings Corp.

Opinion

We have audited the consolidated financial statements of Just Kitchen Holdings Corp. (the Entity), which comprise:

- the consolidated statements of financial position as at September 30, 2021 and September 30, 2020
- the consolidated statements of comprehensive loss for the year ended September 30, 2021 and for the period from November 27, 2019 to September 30, 2020
- the consolidated statements of changes in shareholders' equity (deficiency) for the year ended September 30, 2021 and for the period from November 27, 2019 to September 30, 2020
- the consolidated statements of cash flows for the year ended September 30, 2021 and for the period from November 27, 2019 to September 30, 2020
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at September 30, 2021 and September 30, 2020, and its consolidated financial performance and its consolidated cash flows for the year ended September 30, 2021 and for the period from November 27, 2019 to September 30, 2020 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

KPMG LLP

The engagement partner on the audit resulting in this auditors' report is Lyndon Fung.

Vancouver, Canada
January 25, 2022

JUST KITCHEN HOLDINGS CORP.

Consolidated Statement of Financial Position
(Expressed in Canadian Dollars)

September 30, 2021, with comparative information for 2020

	2021	2020
Assets		
Current:		
Cash	$ 20,796,767	$ 530,022
Accounts receivable (note 4)	515,342	154,777
Inventory (note 20)	853,841	125,764
Prepaid expenses and refundable deposits (note 5)	469,087	251,613
	22,635,037	1,062,176
Refundable Deposits (note 5)	227,069	139,939
Property and Equipment (note 6)	2,026,208	357,681
Intangible Assets (note 8)	240,539	-
Right-of-use Assets (note 7(a))	2,809,058	1,670,452
	$ 27,937,911	$ 3,230,248
Liabilities		
Current		
Accounts payable and accrued liabilities	$ 3,256,656	$ 1,080,437
Promissory Notes Payable (note 9(a))	230,435	-
Current portion of lease liability (note 7(b))	886,708	446,292
	4,373,799	1,526,729
Promissory Notes Payable (note 9(a))	-	460,127
Lease Liability (note 7(b))	1,978,958	1,222,078
	6,352,757	3,208,934
Shareholders' Equity (Deficiency)		
Share Capital (note 10(b))	33,384,500	3,043,736
Reserves - (note 10(f))	2,077,693	(444,340)
Accumulated Other Comprehensive Loss	(118,778)	(57,402)
Deficit	(13,758,261)	(2,520,680)
Total equity	21,585,154	21,314
Total equity and liabilities	$ 27,937,911	$ 3,230,248

Nature of operations and reorganization (note 1)
Commitments (note 12(g))
Subsequent events (note 21)

Approved on behalf of the Board of Directors on January 25, 2022 by:

"Jason Chen", Director

"Darryl Cardey", Director

The accompanying notes are an integral part of these consolidated financial statements –

JUST KITCHEN HOLDINGS CORP.

Consolidated Statement of Comprehensive Loss
(Expressed in Canadian Dollars)

Year ended September 30, 2021, with comparative information for the period from November 27, 2019 to September 30, 2020

	2021	2020
Food and beverage sales (note 19)	$ 11,926,094	$ 1,833,922
Operating expenses (note 20)	(13,660,343)	(2,365,261)
General and administrative expenses (note 20)	(8,357,680)	(1,647,087)
Research and development expenses (note 20)	(239,927)	-
Depreciation expense (note 20)	(964,298)	(337,439)
Loss from operations	(11,296,154)	(2,515,865)
Interest revenue	26,528	673
Interest expense	(101,969)	(67,912)
Foreign exchange gain	108,211	62,424
Other income	25,803	-
Net loss for the period	(11,237,581)	(2,520,680)
Other comprehensive loss:		
Items that may be reclassified to net loss:		
Foreign currency translation loss	(61,376)	(57,402)
Comprehensive loss for the period	$ (11,298,957)	$ (2,578,082)
Loss per share - basic and diluted	$ (0.21)	$ (0.11)
Weighted average number of common shares outstanding – basic and diluted (note 11)	53,711,134	22,789,388

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

JUST KITCHEN HOLDINGS CORP.

Consolidated Statement of Cash Flows
(Expressed in Canadian Dollars)

Year ended September 30, 2021, with comparative information for the period from November 27, 2019 to September 30, 2020

	2021	2020 (As adjusted – see note 14(c))
Operations:		
Net loss for the period	$ (11,237,581)	$ (2,520,680)
Items not affecting cash:		
Interest expense	101,969	67,912
Depreciation expense – property and equipment (note 6)	281,070	29,713
Depreciation expense – right-of-use assets (note 7(a))	683,228	307,726
Stock-based compensation on warrants, options and RSUs	2,369,747	212,875
Other income recognized from rent concessions (note 7(b))	(16,549)	-
	(7,818,116)	(1,902,454)
Interest expense paid on leases (note 7(b))	(76,962)	(42,463)
Payment of interest on promissory note payable	(31,808)	-
Change in non-cash working capital:		
Accounts receivable	(360,565)	(75,462)
Inventory	(728,077)	(106,890)
Prepaid expenses and deposits	(444,671)	(132,344)
Accounts payable and accrued liabilities	2,159,253	538,774
	625,940	224,078
	(7,300,946)	(1,720,839)
Investing:		
Purchase of property and equipment (note 6)	(1,775,163)	(482,876)
Purchase of computer software (note 8)	(240,539)	-
	(2,015,702)	(482,876)
Financing:		
Proceeds from promissory notes payable (note 9(b))	-	850,000
Repayment of promissory notes payable (note 9(a))	(216,249)	(73,789)
Payment of lease liabilities (note 7(b))	(609,008)	(279,927)
Acquisition from the Company's founder on February 28, 2020 (note 18(b))	-	(58,751)
Issuance of share capital (note 10(b))	32,286,921	2,193,736
Share issuance costs	(1,793,871)	-
	29,667,793	2,631,269
Increase in cash	20,351,145	427,554
Exchange impact on cash held in foreign currency	(84,400)	(38,206)
Cash – beginning of period (note 18(a))	530,022	140,674
Cash – end of period	$ 20,796,767	$ 530,022

Supplementary cash flow information (note 14)

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

JUST KITCHEN HOLDINGS CORP.

Consolidated Statement of Changes in Equity (Deficiency)
(Expressed in Canadian Dollars)
Year ended September 30, 2021

	Share Capital (note 10(b))			Accumulated		
	Shares	Amount	Reserves	other comprehensive loss	Deficit	Total equity (deficiency)
			(note 10(f))			
Balance – September 30, 2020	35,701,304	$ 3,043,736	$ (444,340)	$ (57,402)	$ (2,520,680)	$ 21,314
Total comprehensive loss:						
Net loss for the year	-	-	-	-	(11,237,581)	(11,237,581)
Foreign currency translation	-	-	-	(61,376)	-	(61,376)
	-	-	-	(61,376)	(11,237,581)	(11,298,957)
Transactions with owners of the Company:						
Issuance of shares for cash (note 10(b))	38,981,040	32,239,821	-	-	-	32,239,821
Exercise of warrants for cash (note 10(b))	21,000	32,725	(4,375)	-	-	28,350
Exercise of stock options for cash (note 10(b))	37,500	24,128	(5,378)	-	-	18,750
Share issuance costs – cash and shares (note 10(b))	403,043	(1,793,871)	-	-	-	(1,793,871)
Share issuance costs – agents' warrants (note 10(b))	-	(162,039)	162,039	-	-	-
Stock based compensation – Performance warrants (note 10 (c))	-	-	1,130,676	-	-	1,130,676
Stock based compensation – Stock Options (note 10(d))	-	-	563,930	-	-	563,930
Stock based compensation – RSUs (note 10(e))	-	-	675,141	-	-	675,141
	39,442,583	30,340,764	2,522,033	-	-	32,862,797
Balance – September 30, 2021	75,143,887	$ 33,384,500	$ 2,077,693	$ (118,778)	$ (13,758,261)	$ 21,585,154

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

JUST KITCHEN HOLDINGS CORP.

Consolidated Statement of Changes in Equity (Deficiency)
(Expressed in Canadian Dollars)

For the Period from November 27, 2019 to September 30, 2020

	Share Capital (note 10(b))					
	Shares	Amount	Reserves (note 10(f))	Accumulated other comprehensive income (loss)	Deficit	Total equity (deficiency)
Total comprehensive loss:						
Net loss for the period	-	$ -	$ -	$ -	$ (2,520,680)	$ (2,520,680)
Foreign currency translation	-	-	-	(57,402)	-	(57,402)
	-	-	-	(57,402)	(2,520,680)	(2,578,082)
Transactions with owners of the Company:						
Issuance of shares for cash (note 10(b))	27,201,304	2,193,736	-	-	-	2,193,736
Issuance of shares for debt (note 9(b))	8,500,000	850,000				850,000
Reserve – Reorganization on November 27, 2019	-	-	(649,716)	-	-	(649,716)
Reserve – Acquisition from the Company's founder on February 28, 2020	-	-	(7,499)	-	-	(7,499)
Reserve – Performance warrants (note 10(c))	-	-	212,875	-	-	212,875
	35,701,304	3,043,736	(444,340)	-	-	2,599,396
Balance – September 30, 2020	35,701,304	$ 3,043,736	$ (444,340)	$ (57,402)	$ (2,520,680)	$ 21,314

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

1. Nature of Operations and Reorganization:

Just Kitchen Holdings Corp. (the “Company” or “Just Kitchen”) is a cloud kitchen meal preparation company with operations in Taiwan. The Company combines advanced food preparation with underused real estate and leverages online mobile application-based food ordering and delivery companies reaching wider geographies, which includes under-served markets. Just Kitchen’s business model combines strategically located cloud kitchens or “virtual kitchens” in a hub-and-spoke infrastructure throughout high-density urban areas.

Just Kitchen was incorporated under the Business Corporations Act (B.C.) on December 5, 2019.

On April 7, 2021, the Company received final approval from the TSX Venture Exchange (“TSX.V”). On April 15, 2021, the Company began trading on the TSX.V at market open under the trading symbol JK.

Reorganization

JustKitchen Co. Ltd (“JK Taiwan”) was incorporated in Taiwan on June 6, 2019.

On November 27, 2019, control of JK Taiwan was acquired (“Acquisition of Control”) by the founder and sole shareholder of Just Kitchen.

On February 28, 2020, the Company acquired a 100% equity interest in JK Taiwan (the “Acquisition of JK Taiwan”) *(note 18(b))*.

Given both entities were under common control, the acquisition of JK Taiwan has been accounted for using the continuity of interest method from November 27, 2019. Under this method, assets and liabilities of JK Taiwan are presented based on carrying value at the date of the acquisition. Accordingly, these consolidated financial statements reflect the results of operations, cash flows, and financial position of Just Kitchen and JK Taiwan as though the companies had been combined on November 27, 2019. Operations of JK Taiwan from date of incorporation on June 6, 2019 to November 26, 2019 are excluded from consolidated results of operations of the Company *(note 18(a))* as they preceded the acquisition of control of JK Taiwan.

2. Basis of Presentation:

(a) Statement of Compliance:

These consolidated financial statements were prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

(b) Basis of Consolidation:

These consolidated financial statements have been prepared on the historical cost basis, as explained in the accounting policies set out in n*ote 3*.

All figures presented in these consolidated financial statements are in Canadian dollars unless otherwise stated.

2. Basis of Presentation (continued):

(b) Basis of consolidation (continued):

These consolidated financial statements include the accounts of the Company (Just Kitchen Holdings Corp., being the ultimate parent company) and the following wholly owned subsidiaries:

(i) JK Taiwan from the date of Acquisition of Control on November 27, 2019 by the common shareholder of the Company;

(*ii*) JustKitchen Hong Kong Corp. Limited ("JKHK") from the date of incorporation on November 24, 2020;

(*iii*) StarKitchen Co. Ltd ("StarKitchen") from the date of incorporation on January 17, 2021; and

(*iv*) Just Kitchen (USA) Inc. ("JK USA") from the date of incorporation on February 18, 2021. JK USA is inactive.

(c) Functional currency:

These consolidated financial statements are presented in Canadian dollars. The functional currency of Just Kitchen is the Canadian dollar, the functional currency of JK Taiwan and StarKitchen is the New Taiwanese dollar ("NTD"), and the functional currency of JKHK is the Hong Kong dollar ("HKD").

The assets and liabilities of foreign operations are translated into Canadian dollars at reporting date foreign currency rates. Revenues and expenses of foreign operations are translated into

Canadian dollars at average rates for the period. Foreign currency translation gains and losses are recognized in other comprehensive loss.

Transactions in foreign currencies are translated into the functional currency at exchange rates at the date of the transaction. Monetary assets and liabilities in foreign currency are translated to the respective functional currencies using reporting date foreign currency rates. Foreign currency gains and losses arising on settlement of foreign currency transactions are recognized in profit or loss.

(d) Comparative information:

Certain of the comparative information presented in these consolidated financial statements have been reclassified, where appropriate, to conform to the current year's presentation.

3. Significant Accounting Policies:

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Cash and cash equivalents:

The Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at date of purchase of 90 days or less and insignificant risk of change in value. The Company places its cash with major financial institutions in Canada, Taiwan and Hong Kong.

(b) Inventory:

Inventory consists of food ingredients. Inventory is measured at the lower of cost and net realizable value.

(c) Prepaid expenses:

Prepaid expenses consist of prepaid insurance, refundable deposits, and other prepaid expenses. Prepaid expenses are amortized to the consolidated statement of comprehensive loss over the period to which benefits of the prepaid expenses relate.

(d) Property and Equipment:

Property and equipment is stated at cost less accumulated depreciation and accumulated impairment losses. The cost of equipment consists of the purchase price, and any costs directly attributable to bringing the equipment to the location and condition necessary for its intended use.

Cost less estimated residual values are amortized on a straight-line method over the estimated useful lives of the equipment. The estimated useful lives of each category of property and equipment are as follows:

Kitchen equipment	4 – 5 years
Computer equipment	5 years
Leasehold improvements	over term of the lease
Other assets	5 years

3. Significant Accounting Policies:

(d) Property and equipment (continued):

Property and equipment are derecognized upon disposal, or when no future economic benefits are expected to arise from its continued use. Gains or losses arising on disposal of the equipment, determined as the difference between the net disposal proceeds and the carrying amount of the equipment, is recognized in the consolidated statement of comprehensive loss.

The Company conducts an annual assessment of the residual balances, useful lives and amortization methods being used for property and equipment and any changes arising from the assessment are applied by the Company prospectively.

(e) Leases:

At inception of a contract, the Company assesses whether a contract is, or contains, a lease.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative fair values. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

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 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 and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets (kitchens, equipment, and vehicles) are subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

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, or the Company's incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest rate method.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term equipment leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the term of the lease.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic, and which satisfied certain other conditions. In such cases, the Company took advantage of the practical expedient and recognized the change in consideration as if it were not a lease modification.

3. Significant Accounting Policies:

(f) Intangible assets:

Intangible assets, mainly computer software, is initially stated at cost and amortised on a straight-line basis over its estimated useful life of 3 years. No amortization is provided until the intangible asset is put to commercial use.

(g) Provisions:

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the financial reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as a finance expense in the consolidated statement of comprehensive loss.

(h) Income taxes:

Provision for income taxes consists of current and deferred income tax expense or recovery. Income tax expense or recovery is recognized in net loss except to the extent that it relates to items recognized either in other comprehensive income (loss) or directly in equity. Current income tax expense is the expected income tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to income tax payable with regards to previous years.

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date.

A deferred income tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related income tax benefit will be realized.

3. Significant Accounting Policies:

(i) Share capital:

Share capital issued for non-monetary consideration is recorded at an amount based on the fair market value of the shares. Incremental costs directly attributable to issuances of share capital are charged against the proceeds received from the related share capital.

(j) Share-based payments:

From time to time, the Company grants options, restricted share units ("RSUs") and performance warrants to directors, officers, employees and consultants to purchase common shares. The Company accounts for share-based payments, including stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the recipients become entitled to the award. The fair value of the options on the grant date is determined using the Black-Scholes pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs. Consideration received on the exercise of stock options is recorded as share capital, together with the previously recorded share-based payments reserve related to the exercised options. At each reporting date, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting conditions. Cancellation of share-based payments are accounted for as an acceleration of vesting and recognized immediately to profit or loss.

(k) Loss per share:

Basic loss per share is calculated using the weighted average number of shares issued and outstanding during the year. The Company uses the treasury stock method for calculating diluted earnings per share. Contingently issuable shares are treated as outstanding and are included in the calculation of basic loss per share only from the date when all necessary conditions are satisfied.

(l) Impairment of non-financial assets:

The carrying amounts of the Company's non-financial assets other than inventory are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU").

3. Significant Accounting Policies:

(l) Impairment of non-financial assets (continued):

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro-rata basis.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(m) Revenue recognition:

Revenue is recognized when the Company satisfies a performance obligation by transferring goods or services to a customer. The Company's revenue is derived from preparation of meals and delivery to customers utilizing 3rd party online ordering platform and delivery services. Revenue is recognized when meals are delivered to the customers under a sale and is measured at the fair value of the consideration received or receivable. Revenue is reported net of discounts and refunds.

(n) Financial instruments:

Classification and Measurement – Initial Recognition

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expenses as incurred. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

The Company's cash and cash equivalents and trade and other receivables are classified as financial assets measured at amortized cost. All financial assets measured at amortized cost use the effective interest rate method with interest income/expense recorded in the profit or loss.

3. Significant Accounting Policies:

(n) Financial instruments (continued):

Measurement – subsequent to initial recognition

Amortized cost:

Financial assets or liabilities classified as at amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest rate method, less any impairment losses.

Impairment:

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit impaired includes the following observable data:

- the customer has significant financial difficulty;
- amounts receivable are in default for more than 90 days; or
- it is probable that the customer will enter bankruptcy or other financial reorganization.

The Company determines whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating lifetime ECLs, by considering reasonably available quantitative and qualitative information based on the Company's credit risk experience, forward looking information, and other reasonable estimates.

An allowance for expected credit losses ("ECL") is recognized at each statement of financial position date for all financial assets measured at amortized cost. The ECL model requires judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability weighted basis.

Impairment losses, if incurred, would be recorded as expenses in the consolidated statement of comprehensive loss with the carrying amount of the financial asset or group of financial assets reduced through the use of impairment allowance accounts. In periods subsequent to the impairment where the impairment loss has decreased, and such decrease can be related objectively to conditions and changes in factors occurring after the impairment was initially recognized, the previously recognized impairment loss would be reversed through the consolidated statement of comprehensive loss. The impairment reversal would be limited to the lesser of the decrease in impairment or the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized, after the reversal.

3. Significant Accounting Policies (continued):

(o) Critical accounting judgments and estimates:

The preparation of these consolidated financial statements requires management to make estimates, assumptions and judgments that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues, and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those 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 review affects both current and future periods.

Significant estimates and judgments made by management that have a significant effect on the amounts recognized in these consolidated financial statements are as follows:

(*i*) Impairment of non-financial assets:

Management is required to used judgment in determining the grouping of assets to identify their cash generating units ("CGUs") for the purposes of testing fixed assets for impairment. In addition, judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed for fixed asset and definite life intangible assets.

The recoverable amounts of CGUs and individual assets have been determined based on the higher of fair value less costs to sell or value-in-use calculations. The key assumptions the Company uses in estimating future cash flows for recoverable amounts are anticipated residual value of equipment, expected financing revenue from leasing of the equipment and future operating and financing costs. Changes to these assumptions will affect the recoverable amounts of CGUs and individual assets and may then require a material adjustment to their related carrying value.

(*ii*) Leases:

The Company has to make certain assumptions in estimating the present value of future lease payments of the related assets. Key assumption includes the determination of discount rates.

3. Significant Accounting Policies (continued):

(o) Critical accounting judgments and estimates:

(*ii*) Leases (continued):

In determining the carrying amount of the right-of-use asset and corresponding lease liabilities, the Company is required to estimate the incremental borrowing rate specific to each portfolio of leased assets with similar characteristics if the interest rate in the lease is not readily determined. Management determines the incremental borrowing rate using comparable interest rates that would be obtained if a financing was obtained from an independent financial institution to finance acquisition of a similar type of assets.

(*iii*) Stock-based compensation:

The accounting for stock-based compensation requires management to make an estimate of the fair value of the warrants when granted based on the share price of the Company at the time of the grant as well as estimate around volatility, risk-free interest rates, and the probability of achieving certain vesting conditions.

(p) Recently adopted accounting pronouncements:

Definition of a Business (Amendments to IFRS 3)

In October 2018, the IASB issued *Definition of a Business (Amendments to IFRS 3).* The amendments clarify the definition of a business with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendment provides an assessment framework to determine when a series of integrated activities is not a business. The amendments are effective for business combinations occurring on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The Company has evaluated the potential impact of these amendments and concluded that there is no impact to the Company's consolidated financial statements.

(q) New accounting pronouncements not yet effective:

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended September 30, 2021, and have not been applied in preparing these financial statements. Pronouncements that are irrelevant or not expected to have a significant impact have been excluded.

(Expressed in Canadian Dollars)

3. Significant accounting policies (continued):

(q) New accounting pronouncements not yet effective (continued):

Amendments to IAS 1

This amendment clarifies the requirements relating to determining if a liability should be presented as current or non-current in the statement of financial position. Under the new requirement, the assessment of whether a liability is presented as current or non-current is based on the contractual arrangements in place as at the reporting date and does not impact the amount of timing of recognition. The amendment applies retrospectively for annual reporting periods beginning on or after January 1, 2022. The Company is currently evaluating the potential impact of these amendments on the Company's consolidated financial statements.

4. Accounts receivable:

	2021	2020
Taxes receivable from federal governments	$ 36,285	$ 17,672
Trade receivables	479,057	137,105
	$ 515,342	$ 154,777

Trade receivables are receivables from clients and delivery partners. Trade receivable collection terms are ranging between 7 to 30 days. All amounts are short-term. The net carrying value of accounts receivables is considered a reasonable approximation of fair value.

As at September 30, 2021, Trade receivables which is not overdue is $507,352.

5. Prepaid Expenses and Refundable Deposits:

	2021	2020
Prepaid equipment and construction	$ 4,556	$ 144,623
Prepaid sales tax	93,291	45,335
Refundable deposits	256,020	149,121
Prepaid insurance, legal and other expenses	342,289	52,473
Total prepaid expenses and refundable deposits	696,156	391,552
Less: current portion	(469,087)	(251,613)
Non-current portion of refundable deposits	$ 227,069	$ 139,939

(Expressed in Canadian Dollars)

6. Property and equipment:

The summary of the Company's property and equipment is as follows:

	Kitchen equipment	Computer equipment	Leasehold improvements	Other assets	Total
Cost:					
Beginning Balance	$ -	$ -	$ -	$ -	$ -
Addition on common control transaction on November 27, 2019	4,517	13,417	-	-	17,934
Purchases	101,725	57,313	204,684	-	363,722
Foreign exchange translation	1,696	1,559	2,905	-	6,160
Balance – September 30, 2020	107,938	72,289	207,589	-	387,816
Purchases	1,079,364	65,522	697,186	90,012	1,932,084
Foreign exchange translation	13,428	1,334	6,741	1,198	22,701
Balance – September 30, 2021	$1,200,730	$ 139,145	$ 911,516	$ 91,210	$ 2,342,601
Accumulated Amortization:					
Beginning Balance	$ -	$ -	$ -	$ -	$ -
Depreciation	(8,637)	(7,397)	(13,679)	-	(29,713)
Foreign exchange translation	(122)	(105)	(195)	-	(422)
Balance – September 30, 2020	(8,759)	(7,502)	(13,874)	-	(30,135)
Depreciation	(136,364)	(20,577)	(116,488)	(7,641)	(281,070)
Foreign exchange translation	(2,191)	(1,542)	(1,354)	(101)	(5,188)
Balance – September 30, 2021	$ (147,314)	$ (29,621)	$ (131,716)	$ (7,742)	$ (316,393)
Carrying Value					
At September 30, 2020	$ 99,179	$ 64,787	$ 193,715	$ -	$ 357,681
At September 30, 2021	$1,053,416	$ 109,524	$ 779,800	$ 83,468	$ 2,026,208

(Expressed in Canadian Dollars)

7. Right-of-use assets and lease liability:

(a) Right-of-use assets:

As at September 30, 2021, the Company had lease arrangements for a number of kitchens and kitchen equipment located in Taipei, Taiwan. For the year ended September 30, 2021, the Company signed a number of new lease agreements for kitchen premises and vehicles in Taiwan and Hong Kong. The summary of the Company's right-of-use assets for the year ended September 30, 2021 and for the period from November 27, 2019 to September 30, 2020 is as follows:

	2021	2020
Cost:		
Beginning Balance	$ 1,982,546	$ -
Addition on common control transaction on November 27, 2019	-	1,231,178
Additions	1,824,119	673,346
Write-off upon lease period expired	(50,487)	-
Foreign exchange translation	2,589	78,022
Ending Balance	$ 3,758,767	$ 1,982,546
Accumulated Depreciation:		
Beginning Balance	$ (312,094)	$ -
Depreciation	(683,228)	(307,726)
Write-off upon lease period expired	50,487	-
Foreign exchange translation	(4,874)	(4,368)
Ending Balance	$ (949,709)	$ (312,094)
Carrying Value	$ 2,809,058	$ 1,670,452

Some property leases contain extension options exercisable by the Group. The Group initially assesses whether it is reasonably certain to exercise the extension options at the lease commencement date, and then performs subsequent reassessments when there are significant events or changes in circumstances within the Group's control.

(Expressed in Canadian Dollars)

7. Right-of-use assets and lease liability:

(b) Lease liability:

The summary of the Company's lease liabilities as at September 30, 2021 and the period ended September 30, 2020, is as follows:

	2021	2020
Beginning Balance	$ 1,668,370	$ -
Additions on common control transaction on November 27, 2019	-	1,202,499
Additions	1,824,119	673,346
Other income recognized from rent concessions due to Covid 19	(16,549)	-
Lease payments	(685,970)	(322,390)
Interest expense on lease liabilities	76,962	42,463
Foreign exchange translation	(1,266)	72,452
Total lease liability	2,865,666	1,668,370
Less: current portion	(886,708)	(446,292)
Non-current portion	$ 1,978,958	$ 1,222,078

For the year ended September 30, 2021 and for the period ended September 30, 2020, variable lease payments, short term and low value lease expenses recognized in the Company's Consolidated Statement of Comprehensive Loss were as follows:

	2021	2020
Variable lease payments	$ 105,343	$ -
Short-term lease expense	64,789	26,144
Low-value lease expense	10,316	-

The Company has elected not to recognize right-of-use assets for leases that have a term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term. For the year ended September 30, 2021 and the period November 27, 2019 to September 30, 2020, the Company recognized $180,448 and $26,144 in rent and utilities expenses respectively relating to variable lease payments, short-term leases, and low-value leases.

(Expressed in Canadian Dollars)

7. Right-of-use assets and lease liability (continued):

(b) Lease liability (continued):

As at September 30, 2021, the future minimum lease payments under non-cancellable lease agreements were payable as follows:

	2021	2020
Less than 1 year	$ 998,451	$ 535,659
Between 1 and 3 years	1,595,611	916,744
More than 3 years	474,588	379,793
	$ 3,068,650	$ 1,832,196

8. Intangible assets:

The summary of the Company's intangible assets is as follows:

		Computer Software
Cost:		
Balance – September 30, 2020	$	-
Purchases		237,379
Foreign exchange translation		3,160
Balance – September 30, 2021		240,539
Accumulated amortization:		
Balance – September 30, 2020		-
Depreciation		-
Foreign exchange translation		-
Balance – September 30, 2021	$	-
Carrying value:		
At September 30, 2020	$	-
At September 30, 2021	$	240,539

As at September 30, 2021, the computer software is in testing phase and has not been put to commercial use.

(Expressed in Canadian Dollars)

9. Promissory notes payable:

(a) Promissory notes due June 30, 2022:

Promissory notes payable are unsecured and bear an annual interest rate ranging between 7% and 8%, with principal and interest maturing on June 30, 2022 with early repayment option. During the year ended September 30, 2021 and period ended September 30, 2020, the Company recorded $24,895 and $25,449 of interest expense respectively. Details are as follows:

	2021	2020
Beginning Balance	$ 460,127	$ -
Additions on common control transaction on November 27, 2019	-	482,331
Repayments	(248,057)	(73,789)
Interest expense	24,895	25,449
Foreign exchange translation	(6,530)	26,136
Ending Balance	$ 230,435	$ 460,127

(b) Promissory notes settled on March 13, 2020:

On February 24, 2020, JK Taiwan entered into a number of promissory notes payable agreements and raised $850,000. These notes were unsecured and non-interest bearing. On February 28, 2020, as part of acquisition of JK Taiwan, the Company assumed these promissory notes and on March 13, 2020, these notes were settled by issuance of 8,500,000 common shares valued at $0.10 per share for an aggregate value of $850,000.

10. Shareholders' equity:

(a) Authorized and issued share capital:

The Company's authorized share capital consists of an unlimited number of common shares without par value. All issued shares are fully paid.

(b) Share capital transactions:

During the year ended September 30, 2021, the Company completed the following private placements:

(*i*) On November 10, 2020, the Company closed a private placement of 2,960,000 shares at $0.25 per share for gross proceeds of $740,000;

(*ii*) On December 14, 2020, the Company closed a private placement of 2,700,000 shares at $0.50 per share for gross proceeds of $1,350,000;

(*iii*) On March 16, 2021, the Company closed a private placement of 1,652,480 shares at $0.50 per share for gross proceeds of $826,240.

10. Shareholders' equity (continued):

(b) Share capital transactions (continued):

(*iv*) In December 2020, the Company completed two tranches of a private placement of subscription receipts at a price of $0.50 per subscription receipt for aggregate gross proceeds of $7,491,897 as follows:

- On December 10, 2020, the Company completed the first tranche for aggregate gross proceeds of $6,478,897 and issued 12,957,795 subscription receipts. Upon exercise of the first tranche of the subscription receipts, the Company shall issue 346,709 common shares and pay $75,180 as finders' fees; and
- On December 21, 2020, the Company completed the second tranche for aggregate gross proceeds of $1,013,000 and issued 2,026,000 subscription receipts. Upon exercise of the second tranche of the subscription receipts, the Company shall issue 3,000 common shares as finders' fees.

On March 16, 2021, the Company completed the third tranche for aggregate gross proceeds of $407,500 and issued 815,000 subscription receipts.

On April 7, 2021, upon the Company receiving final receipt from the British Columbia Securities Commission for its long-form non-offering prospectus and TSX-V approval for the listing of its common shares, 15,798,795 subscription receipts at $0.50 per subscription receipt for aggregate gross proceeds of $7,899,397 were converted into common shares of the Company without payment of any further consideration.

(*v*) On June 15, 2021, the Company closed its supplemental prospectus offering of 12,963,000 shares at $1.35 per share for gross proceeds of $17,500,050. The Company issued 777,780 finder's warrants and paid $1,050,003 in commissions (note 10(c)). In addition, legal, regulatory and other cash costs associated with the supplemental prospectus offering totaled $105,633.

(*vi*) On June 30, 2021, the Company closed a private placement of 2,906,765 shares at $1.35 per share for gross proceeds of $3,924,133. The Company issued 53,334 finder's shares and paid $153,725 in commissions. In addition, legal, regulatory and other cash costs associated with the private placement totaled $108,173 during the year ended September 30, 2021.

(*vii*) On August 11, 2021, 21,000 Finder's Warrants were exercised at $1.35 per share for total proceeds of $28,350 and the fair value of the exercised warrants of $4,375 was transferred from reserves to share capital during the year ended September 30, 2021.

(*viii*) On August 13, 2021, 37,500 of stock options issued on November 24, 2020 were exercised for $0.50 per share for total proceeds of $18,750 and the fair value of the exercised stock options of $5,378 was transferred from reserves to share capital during the year ended September 30, 2021.

10. Shareholders' equity (continued):

(b) Share capital transactions (continued):

During the period ended September 30, 2020:

(*i*) On December 15, 2019, The Company issued one common share for $0.01 to incorporate the Company;

(*ii*) On January 17, 2020, the Company issued 15,000,000 founder shares at a price of $0.003 per share for gross proceeds of $45,000 to the sole shareholder and sole director of the Company;

(*iii*) On March 13, 2020, the Company issued 8,500,000 shares at $0.10 per share to settle promissory notes payable totaling $850,000 (notes 1 and 9(b));

(*iv*) On March 31, 2020, the Company closed a private placement of 2,332,818 shares at $0.10 per share for gross proceeds of $233,282;

(*v*) On May 7, 2020, the Company closed a private placement of 5,316,667 shares at $0.15 per share for gross proceeds of $797,500;

(*vi*) On May 28, 2020, the Company closed a private placement of 200,000 shares at $0.15 per share for gross proceeds of $30,000;

(*vii*) On August 21, 2020, the Company closed a private placement of 4,170,000 shares at $0.25 per share for gross proceeds of $1,042,500; and

(*viii*) On September 3, 2020, the Company closed a private placement of 181,818 shares at $0.25 per share for gross proceeds of $45,454.

(c) Warrants:

Performance Warrants

On May 1, 2020, the Company granted to the Company's founder, director and CEO 10,000,000 performance warrants ("Performance Warrants"). Vesting terms were as follows:

(*i*) 5,000,000 Performance Warrants ("Milestone I Warrants") will vest upon the Company achieving gross revenue of $15,000,000 (the "Milestone I Revenue Target") in the 12 months ending June 30, 2022 (the "Milestone I Period"). In the event that at the end of the Milestone I Period the Company has not met the Milestone I Revenue Target but has achieved gross revenue equivalent to seventy percent (70%) or more of the Milestone I Revenue Target, a pro rata portion of the Milestone I Warrants will vest with such number of Performance Warrants equal to the gross revenue achieved by the Company during the Milestone I Period divided by the Milestone I Revenue Target multiplied by 5,000,000; and

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

(c) Warrants (continued):

Performance Warrants (continued)

(*ii*) 5,000,000 Performance Warrants ("Milestone II Warrants") will vest upon the Company achieving gross revenue of $22,500,000 (the "Milestone II Revenue Target") in the 12 months ending June 30, 2023 (the "Milestone II Period"). In the event that at the end of the Milestone II Period the Company has not met the Milestone II Revenue Target but has achieved gross revenues equivalent to seventy percent (70%) or more of the Milestone II Revenue Target, a pro rata portion of Milestone II Warrants will vest with such number of Performance Warrants equal to the gross revenue achieved by the Company during the Milestone II Period divided by the Milestone II Revenue Target multiplied by 5,000,000.

Performance Warrants will expire five (5) business days from the date when the Company notifies the warrant holder confirming determination of the percentage of the Milestone I Revenue Target and the Milestone II Revenue Target (the "Expiry Date"). The Expiry Date is expected to be on or before October 31, 2022 for Milestone I Warrants and on or before October 31, 2023 for Milestone II Warrants.

Total fair value of the Performance Warrants on the date of grant was estimated to be $1,490,118 using the Black-Scholes option pricing model with the following weighted average assumptions on the date of grant:

Stock price	$0.15
Stock price volatility *	41.94%
Risk-free interest rate	0.30%
Expected life	3.0 years
Expected dividend yield	0.00%

* The Company does not have reliable and long enough history of its own stock prices, therefore stock price volatility was determined based on a selection of comparable companies.

On October 5, 2020, the Company revised the Performance Warrants arrangement with the Company's CEO by cancelling 3,900,000 out of 10,000,000 previously issued Performance Warrants and issuing them to other directors, officers and employees. The vesting conditions were also amended by changing the Milestone I Period from 12 months ending June 30, 2022 to 12 months ending September 30, 2022 and by changing the Milestone II Period from 12 months ending June 30, 2023 to 12 months ending September 30, 2023. The Expiry Date is now expected to be on or before January 31, 2023 for Milestone I Warrants and on or before January 31, 2024 for Milestone II Warrants. Upon cancellation of 3,900,000 Performance Warrants, the Company accelerated recognition of stock-based compensation related to these warrants and recorded $495,397 stock-based compensation.

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

(c) Warrants (continued):

Performance Warrants (continued)

Total fair value of the 3,900,000 Performance Warrants on the date of grant on October 5, 2020 was estimated to be $971,130 using the Black-Scholes option pricing model with the following weighted average assumptions on the date of grant:

Stock price	$0.25
Stock price volatility *	41.94%
Risk-free interest rate	0.25%
Expected life	2.83 years
Expected dividend yield	0.00%

* The Company does not have reliable and long enough history of its own stock prices, therefore stock price volatility was determined based on a selection of comparable companies.

For the year ended September 30, 2021, the Company recognized $1,130,676 (Period ended September 30, 2020 - $212,875) of stock-based compensation expense related to the Performance Warrants. As of September 30, 2021, none of the Performance Warrants have vested therefore they are not exercisable.

A summary of the Company's performance warrant transactions follows:

	Number of Performance Warrants (#)	Weighted Average Exercise Price ($)
Balance - September 30, 2020	**10,000,000**	**0.001**
Granted	3,900,000	0.001
Cancelled	(3,900,000)	0.001
Balance - September 30, 2021	**10,000,000**	**0.001**

At September 30, 2021, performance warrants had a weighted average life of 1.84 years.

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

(c) Warrants (continued):

Finder's Warrants

On June 15, 2021, the company issued 777,780 finder's warrants **("Finder's Warrants"**) in relation to the supplemental prospectus offering (note 10(b)(v)). Each warrant entitles the holders to purchase one common share at $1.35 per share for a period of 2 years. The warrants are fully vested and were valued at $162,039 using the Black-Scholes option pricing model with the following weighted average assumptions on the date of grant:

Stock price	$1.36
Stock price volatility *	37.47%
Risk-free interest rate	0.33%
Expected life	1 year
Expected dividend yield	0.00%

* The Company does not have reliable and long enough history of its own stock prices, therefore stock price volatility was determined based on a selection of comparable companies.

For the year ended September 30, 2021, the Company recognized $162,039 (period ended September 30, 2020 - $Nil) of stock-based compensation expense related to the Finder's Warrants. The Finder's Warrants will expire on June 15, 2023.

A summary of the Company's finder's warrant transactions follows:

	Number of Warrants (#)	Weighted Average Exercise Price ($)
Balance - September 30, 2020	**-**	**-**
Granted	777,780	1.350
Exercised	(21,000)	1.350
Balance - September 30, 2021	**756,780**	**1.350**

The weighted-average share price at the date of exercise for finder's warrants exercised in 2021 was $1.76 (2020: no warrants exercised).

At September 30, 2021, finder's warrants had a weighted average life of 1.71 years.

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

(d) Stock options:

On October 5, 2020, the Company has adopted a "10% rolling" stock option plan (the "**Options**"), pursuant to which the Company can have at any point in time up to a maximum of 10% of the outstanding shares reserved for issuance. Options will be granted at the discretion of the Company's Board of Directors to eligible optionees under the Option Plan.

On November 24, 2020, the Company granted 4,265,000 stock options to directors, officers, employees and consultants exercisable at $0.50 per share and vesting 25% on February 1, 2021 and 25% every 6 months thereafter. Total fair value of these stock options on the date of grant was estimated to be $611,768, of which $488,608 was recognized during the year ended September 30, 2021 (period ended September 30, 2020 - $Nil).

The following assumptions were used in determining the fair value of stock options on the date of grant using the Black-Scholes option pricing model:

Stock price volatility *	41.94%
Risk-free interest rate	0.31%
Expected life	3.0 years
Expected dividend yield	0.00%

* The Company does not have reliable and long enough history of its own stock prices, therefore stock price volatility was determined based on a selection of comparable companies.

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

(d) Stock options (continued):

On June 28, 2021, the Company granted 330,000 stock options to employees and a consultant exercisable at $1.35 per share and vesting 25% on June 28, 2021 and 25% every 6 months thereafter. Total fair value of these stock options on the date of grant was estimated to be $112,093, of which $49,347 was recognized during the year ended September 30, 2021 (period ended September 30, 2020 - $Nil).

The following assumptions were used in determining the fair value of stock options on the date of grant using the Black-Scholes option pricing model:

Stock price volatility *	41.17%
Risk-free interest rate	0.63%
Expected life	2.88 years
Expected dividend yield	0.00%

* The Company does not have reliable and long enough history of its own stock prices, therefore stock price volatility was determined based on a selection of comparable companies.

On August 3, 2021, the Company granted 150,000 stock options to a consultant exercisable at $1.38 per share and vesting 25% on August 3, 2021 and 25% every 6 months thereafter. Total fair value of these stock options on the date of grant was estimated to be $65,354, of which $25,975 was recognized during the year ended September 30, 2021 (period ended September 30, 2020 - $Nil).

The following assumptions were used in determining the fair value of stock options on the date of grant using the Black-Scholes option pricing model:

Stock price volatility *	41.03%
Risk-free interest rate	0.50%
Expected life	2.88 years
Expected dividend yield	0.00%

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

(d) Stock options (continued):

* The Company does not have reliable and long enough history of its own stock prices, therefore stock price volatility was determined based on a selection of comparable companies. The following is a summary of activity in stock options:

	Number of Options (#)	Weighted Average Exercise Price ($)
Balance - September 30, 2020	-	-
Granted	4,745,000	0.59
Exercised	(37,500)	0.50
Forfeited	(40,000)	0.50
Cancelled	(65,000)	1.35
Balance - September 30, 2021	4,602,500	0.58

The weighted-average share price at the date of exercise for share options exercised in 2021 was $1.64 (2020: no options exercised).

At September 30, 2021, the following options, with a weighted average life of 4.21 years (September 30, 2020: Nil), were outstanding and exercisable:

Expiry date	Options Outstanding (#)	Options exercisable (#)	Exercise price ($/share)
November 24, 2025	4,187,500	2,075,000	$0.500
June 28, 2026	265,000	66,250	$1.350
August 3, 2026	150,000	37,500	$1.380
	4,602,500	2,178,750	

(Expressed in Canadian Dollars)

10. Shareholders' equity (continued):

e) Restricted share units:

Effective October 5, 2020, the Company adopted a Restricted Share Units Plan (the "RSU Plan") pursuant to which the Company can have a maximum of 3,000,000 of the issued and outstanding common shares of the Company reserved for issuance as Restricted Share Units ("RSUs") and will be granted at the discretion of the Company's Board of Directors to eligible recipients under the RSU Plan. The following is a summary of the RSUs:

September 30, 2020	Granted	Exercised	September 30, 2021	RSUs vested	Expiry date
-	2,450,000	-	2,450,000	-	November 24, 2025

On November 24, 2020, the Company granted 2,450,000 RSUs to its directors, officers, employees and consultants. On the date of grant, each RSU was valued at $0.50, for a total value of $1,225,000. Stock based compensation expense is recognized over the estimated vesting period commencing on the date of grant and ending on the date when vesting conditions are expected to be met. Stock based compensation is charged to profit and loss with a corresponding increase in RSU Reserve. 50% of the RSUs will vest on February 1, 2022 and the remaining 50% will vest on February 1, 2023. During the year ended September 30, 2021, the Company recorded $675,141 (period ended September 30, 2020 - $Nil) share-based compensation expense related to the RSUs. As of September 30, 2021, 2,450,000 RSUs were outstanding and all unvested. The Company plans to issue shares upon vesting.

(f) Reserves:

	Reserves ($)				
	Reorganization	Stock options	Warrants and performance warrants	RSUs	Total
Balance – September 30, 2020	(657,215)	-	212,875	-	(444,340)
Share-based payment – Stock Options (note 10(d))	-	563,930	-	-	563,930
Stock Options exercised (note 10(b))	-	(5,378)	-	-	(5,378)
Share-based payment –Warrants and performance warrants (note 10(c))	-	-	1,292,715	-	1,292,715
Warrants exercised (note 10(b))	-	-	(4,375)	-	(4,375)
Share-based payment – RSUs (note 10(e))	-	-	-	675,141	675,141
Balance - September 30, 2021	(657,215)	558,552	1,501,215	675,141	2,077,693

(Expressed in Canadian Dollars)

11. Loss per share:

The basic and diluted loss per share has been calculated based on the following weighted average number of common shares issued and outstanding during the year ended September 30, 2021 and period ended September 30, 2020:

	2021	2020
Weighted average number of common shares – basic and diluted	53,711,134	22,789,388

Diluted and basic loss per share are the same because the effects of potential issuances of shares under options and warrants would be anti-dilutive. The Company's performance warrants (note 10(c)) are considered to be contingently issuable shares and were excluded from the calculation of basic loss per share as the conditions for issuance were not satisfied at September 30, 2021. The Company's stock options (note 10(d)) and restricted share units (note 10(e)) are considered to be anti-dilutive shares and were excluded from the calculation of basic loss per share for the year ended September 30, 2021.

12. Related party transactions:

Related party transactions and balances not disclosed elsewhere in these financial statements are as follows:

(a) During the year ended September 30, 2021, the Company recorded $462,427 (period ended September 30, 2020 - $129,714) of consulting fees to the Company's Directors, CFO, COO, and Corporate Secretary.

(b) During the year ended September 30, 2021, the Company recorded $357,040 (period ended September 30, 2020 - $135,000) of salaries to the Company's Director and CEO, CSO and CTO.

(c) During the year ended September 30, 2021, the Company recorded $Nil (period ended September 30, 2020 - $76,026) of revenue from companies with a Director in common, being the Company's CEO.

(d) During the year ended September 30, 2021, the Company recorded $5,685 (period ended September 30, 2020 - $Nil) of royalty expense on certain brand foods to a company with a Director in common, being the Company's CEO.

(e) During the year ended September 30, 2021, the Company purchased $48,482 (period ended September 30, 2020 - $Nil) of food products from a company with a Director in common, being the Company's CEO. As at September 30, 2021, balance of $40,012 is included in accounts payable and accrued liabilities.

(Expressed in Canadian Dollars)

12. Related party transactions (continued):

(f) Compensation of Key Management Personnel

Key management personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. As of September 30, 2021, the Company's key management personnel consisted of the Company's directors and senior management (Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief Strategy Officer, Chief Technology Officer, Chief Marketing Officer and Corporate Secretary). The Company incurred fees and expenses in the normal course of operations in connection with the key management and directors.

Details are as follows:

Nature of Transactions	2021	2020
Consulting fees	$ 462,427	$ 129,714
Salaries and benefits	357,040	135,000
Stock based compensation – performance warrants	1,130,676	212,875
Stock based compensation – stock options	375,078	-
Stock based compensation – RSUs	578,689	-
	$ 2,903,910	$ 477,589

(g) Commitments:

(*i*) As of September 30, 2021, the Company has an employment agreement with the Company's CEO for an indefinite term with basic annual compensation of $180,000. As part of the compensation, the Company also granted to the employee 6,100,000 Performance Warrants *(note 10(c)).* In case of termination of the employment agreement by the Company without cause, or by the employee for cause, the employee is entitled to receive a severance payment equal to twelve (12) months of basic salaries and immediate vesting of Performance Warrants. In case of change of control, the employee is entitled to receive a severance payment equal to twenty-four (24) months of basic salaries and immediate vesting of Performance Warrants. Effective May 1, 2021, the Company's CEO agreement was amended by increasing basic annual compensation from $180,000 to $216,000 and declaring a performance cash bonus of $21,000;

(*ii*) As of September 30, 2021, the Company has a consulting agreement with a company controlled by the Company's COO. The contract calls for monthly fees of $18,000 and expires on October 5, 2023. In case of termination of the consulting agreement by the Company for reasons other than for an event of default, the consultant is entitled to receive early termination fees equal to six (6) months of fees. In case of change of control, a compensation equal to twelve (12) months of fees is payable upon termination;

(Expressed in Canadian Dollars)

12. Related party transactions (continued):

(g) Commitments (continued):

(*iii*) As of September 30, 2021, the Company has a consulting agreement with a company controlled by the Company's CFO. The contract calls for monthly fees of $10,000 and expires on April 30, 2023. In case of termination of the consulting agreement by the Company for reasons other than for an event of default, the consultant is entitled to receive early termination fees equal to six (6) months of fees. In case of change of control, a compensation equal to twelve (12) months of fees is payable upon termination; and

(*iv*) As of September 30, 2021, the Company has 2 consulting agreements with 2 companies controlled by the Company's 2 directors. Each contract calls for monthly fees of $5,000 and expires on May 1, 2022. Unless terminated in writing, these contracts automatically renew for additional 12-month periods. In case of termination of the consulting agreement by the Company for reasons other than for an event of default, the consultant is entitled to receive early termination fees equal to six (6) months of fees. In case of change of control, a compensation equal to twelve (12) months of fees is payable upon termination.

The above transactions occurred in the normal course of operations and are measured at the amount of consideration established and agreed to by the related parties.

13. Segmented information:

The Company is a cloud kitchen meal preparation company with operations in Taiwan, Hong Kong (operation commenced in Q4 2021) and head office in Vancouver. Senior management reviews revenues on a region by region basis and operating expenses are reviewed on a consolidated basis. Revenues to date are mostly generated in Taiwan with Hong Kong commencing its operations representing under 10% of consolidated revenue. The Company's assets are located as follows:

The Company's geographic information is as follows:

	2021	2020
Canada	$ 19,988,240	$ 294,711
Taiwan	7,272,836	2,935,537
Hong Kong	676,835	-
Total Assets	$ 27,937,911	$ 3,230,248

(Expressed in Canadian Dollars)

14. Supplementary cash flow information:

(a) Non-cash investing and financing activities for the year ended September 30, 2021 and period ended September 30, 2020 are as follows:

	2021	2020
Reduction (addition) to property and equipment transferred from prepaid expenses	$ 140,067	$ (144,623)
Additions to property and equipment included in changes in accounts payable	16,854	25,469
Additions to right-of-use assets and lease liability	1,824,119	673,346
Acquisition of non-cash assets and liabilities on common control transaction on November 27, 2019, net of cash	-	739,138
Change in promissory note payable related to interest *(note 9(a))*	24,895	25,449
Issuance of shares to settle promissory notes payable *(note 9(b))*	-	850,000

(b) Investing activities with partial cash payments for the year ended September 30, 2021 and period ended September 30, 2020 are as follows:

	2021	2020 (As adjusted – See 14c)
Purchase of Property and Equipment	$ 1,932,084	$ 363,722
Add: Opening balance of Payable on acquisition of equipment	25,469	-
Ending balance of Prepayments for Construction	4,556	144,623
Less: Ending balance of Payable on acquisition of equipment	(42,323)	(25,469)
Opening balance of Prepayments for Construction	(144,623)	-
Cash Paid for Property and Equipment during the periods	$ 1,775,163	$ 482,876

(c) Adjusted cash flow:

Certain of the 2020 comparative cash flow figures have been adjusted to reflect the cash flow impact of changes in the investing portion of working capital balances as follows:

Operating – Change in non-cash working capital	As reported	Adjustment	As adjusted
Prepaid expenses and deposits	$ (276,967)	144,623	$ (132,344)
Accounts payable and accrued liabilities	$ 564,243	(25,469)	$ 538,774

(Expressed in Canadian Dollars)

14. Supplementary cash flow information (continued):

(c) Adjusted cash flow (continued):

Investing	As reported	Adjustment	As adjusted
Purchase of property and equipment	$ (363,722)	(119,154)	$ (482,876)

15. Capital management:

The Company depends on internally generated revenues and external financing to fund its activities. The capital structure of the Company currently consists of common shares and promissory notes payable. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions, performance of existing kitchen locations and opportunities to expand operations to other locations.

In order to maintain or adjust the capital structure, the Company may arrange more loans, issue new common shares, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash, all held with major financial institutions.

16. Financial instruments:

(a) Categories of financial assets and liabilities:

As of September 30, 2021 and 2020, the carrying values of the Company's financial instruments are classified into the following categories:

	2021	2020
Financial assets at amortized cost (i)	$ 21,568,129	$ 833,920
Financial liabilities at amortized cost (ii)	3,487,091	1,540,564

(*i*) Financial assets at amortized cost consist of cash, accounts receivable and refundable deposits.

(*ii*) Financial liabilities at amortized cost consist of accounts payable, accrued liabilities and promissory note payables. In addition, lease liabilities are also recognized at amortized cost.

16. Financial instruments (continued):

(b) Fair value of financial instruments:

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuation based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuation based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair value of cash, accounts receivable, accounts payable and accrued liabilities approximate their respective carrying values due to their short-term maturities.

There were no transfers of instruments between levels in the fair value hierarchy.

(c) Management of risks arising from financial instruments*:*

The Company's financial instruments are exposed to the following financial risks:

(*i*) **Credit Risk** – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash and accounts receivable. The credit risk is minimized by placing cash with large Canadian, Taiwanese, and Hong Kong financial institutions. Credit risk is managed through dealing with financially strong counterparties and regular cash collections. The Company's maximum exposure to credit risk is limited to the accounts receivable recognized on the consolidated statement of financial position.

As of September 30, 2021, the Company had a receivable of $314,022 from three customer representing 61% of total trade receivables. As of September 30, 2020, the Company had a receivable of $95,713 from one customer representing 69% of total trade receivables.

(*ii*) **Currency Risk** – The operating results and financial position of the Company are reported in Canadian dollars. As the Company's main operations are conducted in Taiwan through JK Taiwan using its functional currency, the New Taiwanese dollar ("NTD") and in Hong Kong through JKHK using its functional currency, Hong Kong dollar ("HKD"), the Company is exposed to foreign currency transaction and translation risks. Assets and liabilities are translated based on the Company's foreign currency translation policy.

(Expressed in Canadian Dollars)

16. Financial instruments (continued):

(c) Management of risks arising from financial instruments:

(*ii*) (continued):

As at September 30, 2021 and for the period then ended, a 10% decrease in the value of the Taiwanese dollar in relation to the Canadian dollar would have decreased net assets by approximately $203,065 and would have decreased net loss of the Company by approximately $560,893. A 10% decrease in the value of the Hong Kong dollar in relation to the Canadian dollar would have decreased net assets by approximately $25,201 and would have decreased net loss of the Company by approximately $28,942. The Company has not entered into any hedging agreements to mitigate currency risks with respect to foreign exchange rates.

(*iii*) **Liquidity Risk** – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due if additional capital is not available to the Company when required. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations, lease and promissory notes payable, and capital expenditures. The Company ensures that sufficient funds are raised from debt or equity financings to meet its operating requirements, after taking into account its existing working capital and expected future revenues. The Company's cash is held with major financial institutions. The Company's cash is not invested in any asset backed deposits or investments.

The following table summarizes amounts and maturity dates of the Company's contractual obligations as of September 30, 2021:

	2022	2023	2024	2025	2026	Total
Accounts payable and accrued liabilities	$ 3,256,656	$ -	$ -	$ -	$ -	$ 3,256,656
Lease liability *	998,451	926,552	669,059	315,193	159,395	3,068,650
Low-value leases	7,160	7,160	6,648	5,718	938	27,624
Promissory notes payable	230,435	-	-	-	-	230,435
	$ 4,492,702	$ 933,712	$ 675,707	$ 320,911	$ 160,333	$ 6,583,365

* Including interest

(Expressed in Canadian Dollars)

17. Income taxes:

The Company's effective tax rate differs from the amount obtained by applying the Canadian statutory tax rate due to the following:

	2021	2020
Loss for the year before taxes	$11,237,581	$ 2,520,680
Canadian statutory tax rate	27.00%	27.00%
Recovery of income taxes	(3,034,147)	(680,584)
Foreign tax rate difference	422,235	106,280
Non-deductible items	630,211	69,892
Tax benefits not recognized	2,532,697	504,412
Share issuance costs	(550,996)	-
Income tax expense	$ -	$ -

The calculation of the tax rate is based on a combined federal and provincial statutory income tax rate of 27%.

Recognized Deferred Tax Assets

Details of the Company's recognized deferred tax assets (liabilities) are as follows:

	2021	2020
Non-capital losses	$ 18,549	$ -
Foreign exchange gain	(18,549)	-
Deferred tax assets (liabilities)	$ -	$ -

(Expressed in Canadian Dollars)

17. Income taxes (continued):

Unrecognized Deferred Tax Assets

Deferred tax assets have not been recognized in respect of the following items:

	2021	2020
Tax losses	$ 12,184,362	$ 2,943,570
Property and equipment	-	2,538
Unrealized interest expense	69,210	-
Financing costs	1,692,964	-

As at September 30, 2021, the Company had non-capital losses in Canada of approximately $4,129,000 and in the Taiwan of $7,859,000 (TWD 172,501,964), and in Hong Kong of $289,000 (HKD 1,776,621) that may be applied against future income for income tax purposes. The Canadian tax losses expire between years 2039 and 2041 and the Taiwanese tax losses expire between 2029 to 2031, and the Hong Kong tax losses is carried forwarded indefinitely. The future tax benefits from Canadian and Taiwanese, and Hong Kong tax losses have not been recorded in these consolidated financial statements due to uncertainty of their recovery.

18. Corporate reorganizations:

(a) Acquisition of control on November 27, 2019 (note 1):

On November 27, 2019, the Company’s founder and initial sole shareholder acquired 100% equity interest in JK Taiwan by purchasing the remaining 83.33% of common shares of JK Taiwan from other third-party shareholders. On November 27, 2019, the Company’s founder and initial sole shareholder effectively controlled 100% of JK Taiwan. Pursuant to the November 27, 2019 reorganization, the Company recognized a $649,716 charge to the reorganization reserve account. This amount represents cumulative results of operations of the predecessor company and consists of a deficit of $638,113 and accumulated other comprehensive loss of $11,603 based on the recognition of assets and liabilities at their book value at that date.

(b) Acquisition of JK Taiwan on February 28, 2020 (note 1):

On February 28, 2020, the Company acquired 100% of the issued and outstanding shares of JK Taiwan from the Company’s founder. Total consideration for the acquisition was $58,751 (NTD$1,200,000) in cash and the assumption of $850,000 in promissory notes payable. The Company recognized a $7,499 charge to the reorganization reserve account representing the difference between (i) $58,751 cash consideration paid as part of the purchase price and (ii) JK Taiwan’s share capital of $51,252. This accounting reflects the transfer of ownership to the Company through a common control transaction. Promissory notes payable in the amount of $850,000 that were assumed by the Company as part of the purchase price were eliminated against investment in JK Taiwan, therefore did not have any impact on the reorganization reserve.

19. Revenue:

Revenue is generated from preparation and sale of meals and beverages to retail and business customers in Taipei, Taiwan. Retail orders are received via mobile app and business orders are received via phone or email. Retails orders are delivered using a 3rd party delivery services, and business orders are delivered directly by the Company.

	2021	2020
Sales to retail customers	$11,103,026	$ 1,520,155
Sales to businesses	823,068	313,767
	$11,926,094	$ 1,833,922

(Expressed in Canadian Dollars)

20. Nature of expenses:

The following schedule presents additional information on the Company's expenses for the year ended September 30, 2021 and period ended September 30, 2020.

	2021	2020
Operating expenses:		
Delivery and processing costs	$ 2,560,293	$ 368,018
Food and beverage costs *	5,512,712	787,765
Rent and utilities	604,809	80,796
Repairs and maintenance	278,398	86,139
Salaries and benefits	2,868,610	815,119
Selling costs	1,835,521	227,424
	$ 13,660,343	$ 2,365,261
General and administrative expenses:		
Advertising and marketing	$ 1,407,414	$ 108,931
Consulting	778,226	227,742
Listing and filing	177,522	10,639
Insurance	32,771	-
Office and administration	422,090	135,291
Professional fees	916,285	374,439
Rent and utilities	81,807	35,489
Repairs and maintenance	153,310	28,715
Salaries and benefits	1,605,283	429,249
Selling costs	402,496	65,310
Stock-based compensation	2,369,747	212,875
Travel	10,729	18,407
	$ 8,357,680	$ 1,647,087
Research and development:		
Salaries and benefits	$ 132,203	$ -
Office and administration	107,724	-
	$ 239,927	$ -
Depreciation:		
Depreciation of property and equipment	$ 281,070	$ 29,713
Depreciation of right-of-use assets	683,228	307,726
	$ 964,298	$ 337,439

***** During the year ended September 30, 2021, inventory expensed to food and beverage costs was $5,512,712 (the period ended September 30, 2020 - $787,765).

21. Subsequent events:

(a) On November 9, 2021, the Company granted 125,000 stock options to a director and a consultant exercisable at $1.41 per share and vesting 25% on November 9, 2021 and 25% every 6 months thereafter.

(b) On November 9, 2021, the Company granted 300,000 restricted share units (“RSUs”) to directors. RSUs are vesting 50% on November 9, 2022 and 50% on November 9, 2023.

(c) In November 2021, the Company has entered into an agreement with TDG Ventures Inc. to operate ghost kitchens under the “JustKitchen” brand (and other related brands) (the “Brands”) and will distribute JustKitchen products and offerings in the Philippines.

(d) On November 30, 2021, the Company signed an agreement to acquire kitchen equipment and to take over a kitchen lease agreement for a large 2,900 square foot commercial kitchen facility in Taipei, Taiwan (“WeChef Kitchen”). WeChef Kitchen is centrally located in high density and high delivery area of Taipei. The WeChef Kitchen is subdivided into six fully functioning kitchens with the ability to cater to a diverse range of cuisine types. WeChef Kitchen will be serving the brands operated by JustKitchen, supplying them to consumers via delivery service providers and pick-up services. Total purchase price for the equipment is NTD 1.47 million (approximately $67,000), of which 80% was paid and the final 20% payment is expected to be made in February 2022.

(e) On December 15, 2021, the Company granted 390,000 stock options to consultants exercisable at $1.19 per share and vesting 25% on December 15, 2021 and 25% every 6 months thereafter.

(f) In December 2021, the Company has entered into an agreement to acquire 3 Square's software and operating digital food halls with 14 additional food brands. 3 Square has created an ecosystem to help restauranteurs and other food service operators maximize the utilization and revenue per square foot of the kitchen spaces that they occupy. The Company expects to expand its own operations by utilizing 3 Square’s assets. The Company also plans to continue utilizing the multi-spoke real property assets under a kitchen-as-a-service (“KAAS”) operating model by providing a well-equipped, ready-to-use kitchen on a rented basis to third parties that want to expand their operations or to try a new culinary venture with lower capital investment risk. This acquisition remains subject to the completion of all necessary due diligence and approval of the TSX Venture Exchange.

(g) On December 21, 2021, the Company signed a letter of intent to acquire a 46,000 square foot kitchen (“Hub 3”) in Taipei, Taiwan, for a total purchase price of NTD 50 million (approximately $2.3 million). NTD 40 million shall be paid in cash and NTD 10 million shall be paid in common shares of the Company using the Company’s closing stock price on the last business day immediately before the closing day of the acquisition. This acquisition remains subject to the completion of all necessary due diligence and approval of the TSX Venture Exchange.