



General Assembly Holdings Limited

Management's Discussion and Analysis

For the three and six months ended June 30, 2023 and 2022

Date: August 29, 2023

General Assembly Holdings Limited
331-333 Adelaide Street West,
Toronto, Ontario, M5V 2G5.



GENERAL ASSEMBLY HOLDINGS LIMITED
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For the three and six months ended June 30, 2023 and 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis (this "MD&A") provides a review of the results of operations, financial condition and cash flows for General Assembly Holdings Limited (the "Company" or "GA" or "GA Pizza"), for the three and six months ended June 30, 2023 and 2022.

This document should be read in conjunction with the information contained in the Company's unaudited condensed interim combined consolidated financial statements and related notes for the three and six months ended June 30, 2023 (the "Q2 2023 Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Unless otherwise indicated, all dollar ("\$") and "CAD" amounts and references in this MD&A are in Canadian dollars.

Unless otherwise stated, in preparing this MD&A the Company has taken into account information available to it up to the date of this MD&A, August 29, 2023, being the date the Company's board of directors (the "Board" or "Board of Directors") approved this MD&A and the Q2 2023 Financial Statements. All quarterly information contained herein is unaudited. Additional information about the Company can be found in the Company's filings with securities regulatory authorities, which are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to our objectives and the strategies to achieve these objectives, as well as information with respect to our beliefs, plans, expectations, anticipations, estimates and intentions. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that infer actions, events or results with terminology such as "may", "could", "would", "might", "will be taken", "occur" or "be achieved".

Forward-looking information is provided for the purposes of assisting the reader in understanding the Company and its business, operations, prospects and risks at a point in time in the context of historical and possible future developments and, therefore, the reader is cautioned that such information may not be appropriate for other purposes.

Forward-looking information is based upon numerous assumptions and is subject to a number of known and unknown risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those that are disclosed in or implied by such forward-looking information. These risks and uncertainties include, but are not limited to, the risk factors that are discussed in greater detail under "Risk Factors and Uncertainties".

Although the forward-looking information contained herein is based upon what we believe are reasonable assumptions, readers are cautioned against placing undue reliance on this information since actual results may vary from the forward-looking information. Certain assumptions were made in preparing the forward-looking information concerning availability of capital resources, business performance, market conditions, and customer demand. Consequently, all of the forward-looking information contained herein is qualified by the foregoing cautionary statements, and there can be no guarantee that the results or developments that we anticipate will be realized or, even if substantially realized, that they will have the expected consequences or effects on our business, financial condition or results of operation. Unless otherwise noted or the context otherwise indicates, the forward-looking information contained herein is provided as of the date hereof, and we do not undertake to update or amend such forward-looking information whether as a result of new information, future events or otherwise, except as may be required by applicable law.

CORPORATE OVERVIEW

General Assembly Holdings Limited (the "Company" or "GA" or "GA Pizza"), is a company that delivers premium pizza experiences across multiple distribution and retail channels. The Company is anchored by a flagship fast casual Restaurant with dine-in and off-premises operations, and a consumer-packaged goods ("CPG") line of naturally leavened frozen pizzas, available at specialty grocery stores and through a direct-to-consumer ("DTC") eCommerce platform.

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General Assembly Holdings Limited is a corporation incorporated on June 30, 2017, in the province of Ontario. The Company's operating subsidiary, 2499754 Ontario Limited ("249"), operating as General Assembly Pizza, was incorporated on January 12, 2016.

The Company's registered and records office are located at 331-333 Adelaide Street West, Toronto, Ontario, M5V 2G5.

The Company's shares commenced trading on the TSX Venture Exchange (the "TSX-V") under the symbol "GA" on June 3, 2021.

On April 13, 2023, the Company completed the sale of substantially all of the assets related to the production and sale of frozen pizzas ("the Frozen Pizza Business"); details of the sale are outlined in the "Significant Operating Highlights and Developments". Under the terms of the sale, the CPG and DTC revenue channels have been sold.

SIGNIFICANT OPERATING HIGHLIGHTS AND DEVELOPMENTS FOR THE THREE MONTHS ENDED JUNE 30, 2023, AND UP TO THE DATE OF THIS MD&A

Company Secures C\$2.0 million in debt financing

On November 5, 2021, the Company issued secured promissory notes to existing shareholders (the "Lenders") in the aggregate principal amount of \$2,000,000 (the "Initial Loans"), bearing interest of 12% per annum accrued and payable monthly. The promissory notes are secured by all assets of the Company. The principal and accrued interest of the promissory notes shall be repaid in nineteen (19) equal monthly installments on a calendar quarter basis beginning on November 5, 2023.

The Company will pay to the Lenders 1.2% of the principal amount of the Initial Loans per annum as a monitoring fee. On January 24, 2022, the Company also issued to the Lenders, as loan bonuses, an aggregate of 1,851,849 common share purchase warrants (collectively, the "Initial Promissory Note Warrants") entitling the applicable Lender to acquire one Class A common share in the capital of the Company ("Common share") for each Initial Promissory Note Warrant held during the forty-two month period following issuance of such Lender's promissory note at an exercise price of \$1.35. If any Initial Loan is repaid prior to the one-year anniversary date of such Initial Loan, it is expected that a pro rata number of Initial Promissory Note Warrants issued in respect of such Initial Loan shall have their term reduced to the later of one year from the issuance thereof and 30 days from said repayment.

The Company will be entitled to prepay the Initial Loans, in whole or in part, at any time prior to the maturity date, without any notice being given to the Lender and without any bonus or penalty being paid to the Lender.

Certain Lenders are "related parties" (as defined in Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101")) of the Company and, therefore, the Loans from such Lenders, in an aggregate of \$250,000, are Related Party Transactions (as defined in MI 61-101) (the "Related Party Loans"). The Company is exempt from the formal valuation requirement and the minority approval requirement under MI 61-101 in respect of the Related Party Loans since, at the time of such loans, the fair market value of the consideration for the Related Party Loans does not exceed 25% of the Company's market capitalization. During the year ended December 31, 2022, a holder of promissory notes with a principal balance of \$250,000 ceased to act as key management.

On August 26, 2022, in connection with additional debt sourced in the amount of \$2.0 million ("Loans"), the maturity date associated with \$1,000,000 of the Initial Loans was amended to August 26, 2023. All principal and interest accrued through to August 26, 2023 will be due and payable at such time. In addition, 925,925 of the Initial Promissory Note Warrants were cancelled and reissued with an exercise price of \$0.23 and expiry date of August 26, 2023.

On April 13, 2023, in connection with the sale of the Frozen Pizza Business, \$1,200,000 of the Initial Loan was assumed by the purchaser of the Frozen Pizza Business; see Note #13 to the Company's consolidated financial statements for further information related to loans outstanding.

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Company Secures C\$1.0 million in debt financing

On December 30, 2021, the Company issued a secured promissory note to an existing shareholder in the aggregate principal amount of \$1,000,000 (the "Subsequent Loan"), bearing interest of 12% per annum accrued and payable monthly. The promissory note is secured by all assets of the Company. The principal and accrued interest of the promissory note shall be repaid in nineteen (19) equal monthly installments on a calendar quarter basis beginning on November 5, 2023.

The Company will pay to the Lender 1.2% of the principal amount of the Subsequent Loan per annum as a monitoring fee. On January 24, 2022, the Company also issued to the Lender, as loan bonuses, an aggregate of 1,652,228 common share purchase warrants (collectively, "Subsequent Promissory Note Warrants") entitling the Lender to acquire one Common Share for each Subsequent Promissory Note Warrant held during the forty-two month period following issuance of such Lender's promissory note at an exercise price of \$0.76. If the Subsequent Loan is repaid prior to the one-year anniversary date of such Subsequent Loan, it is expected that a pro rata number of Subsequent Promissory Note Warrants issued in respect of such Subsequent Loan shall have their term reduced to the later of one year from the issuance thereof and 30 days from said repayment.

The Company will be entitled to prepay the Subsequent Loan, in whole or in part, at any time prior to the maturity date, without any notice being given to the Lender and without any bonus or penalty being paid to the Lender.

On August 26, 2022, in connection with Loans sourced in the amount of \$2.0 million, the maturity date associated with the Subsequent Loan was amended to August 26, 2023. All principal and interest accrued through August 26, 2023 will be due and payable at such time. In addition, the 1,652,228 Subsequent Promissory Notes were cancelled and reissued with an exercise price of \$0.23 and expiry date of August 26, 2023.

On April 13, 2023, in connection with the sale of the Frozen Pizza Business, \$560,281 of the Subsequent Loan was assumed by the purchaser of the Frozen Pizza Business; see Note #13 to the Company's consolidated financial statements for further information related to loans outstanding.

Sales and leaseback financing

On January 21, 2022, the Company entered into two sale leaseback arrangements in respect of certain equipment with an original cost of \$766,944 previously purchased by the Company. The Company received a refund from the original vendors in respect of the leased equipment, of \$560,215, after deduction for the initial payments and deposit under the lease agreements. The term of the lease agreements are 48 months and 60 months, respectively, with aggregate payments over the course of the terms of \$918,803. The Company has the option to purchase the applicable leased equipment for nominal consideration at the end of the applicable term.

In April 2023, the net amount of \$299,588 of loan 5 was assumed by the purchaser of the Frozen Pizza Business. This portion of the sale leaseback arrangements, related payments and interest expenses were reclassified as current liabilities from discontinued operations.

Sublease of Office Space

On April 29, 2021, the Company leased 3,737 square feet of office space located at 331-333 Adelaide Street West, Toronto, Ontario (the "Office Space") for an original term of six (6) years and five (5) months, commencing on May 1, 2022 and ending on September 30, 2027. On March 22 2022, pursuant to the terms of a sublease agreement, the Company subleased the Office Space to a subtenant for a one (1) year term, commencing on April 15, 2022 and ending on April 30, 2023. The sublease was renewed for another one (1) year term, commencing May 1, 2023 and ending on April 30, 2024.

Frozen Pizza Business asset sale

On April 13, 2023, the Company sold substantially all of its assets related to the Frozen Pizza Business to Piano Piano Inc, ("Piano Piano") a private Italian food restaurant and frozen pizza brand from Toronto, the assets forming part of the sale include the equipment, contracts, inventory, and intangible property solely related to the Frozen Pizza Business.

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As consideration for the acquisition of the assets, Piano Piano has assumed senior indebtedness in the aggregate amount of \$1.76 million owing to certain arm's length creditors of the Company. This is in addition to the Company's other liabilities, regarding its manufacturing lease, equipment financing commitments, and certain other accounts payable, totaling approximately \$3 million.

The Company will retain ownership of its registered and unregistered trademarks, including all branding, logos and designs.

In the coming months, the Company expects to evaluate opportunities to expand its restaurant footprint while continuing to be prudent and realistic as it relates to its investment decisions, given prevailing market conditions and the current rebuilding of the Company's financial profile.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2023 and 2022

The Company uses certain operational and financial metrics to measure our performance. The key metrics are highlighted below:

Financial Highlights

	Three months ended			Six months ended	
	June 30, 2023	March 31, 2023	June 30, 2022	June 30, 2023	June 30, 2022
Revenue from continuing operations					
Restaurant	\$551,436	\$522,694	\$449,201	\$1,074,130	\$734,925
Total revenue	\$551,436	\$522,694	\$449,201	\$1,074,130	\$734,925
Procurement Expense	\$272,110	\$262,524	\$292,969	\$534,634	\$520,648
Gross Profit	\$279,326	\$260,170	\$156,232	\$539,496	\$214,277
Gross Profit %	51%	50%	35%	50%	29%
Net income (loss) from continuing operations	(195,276)	(615,394)	(290,115)	(810,678)	(2,060,799)
Net income (loss) from discontinued operations	1,633,682	(462,375)	(870,464)	1,171,307	(2,037,733)
Net income (loss) and comprehensive income (loss)	\$1,438,406	(1,077,769)	(1,160,579)	360,629	(4,098,532)
Income (loss) and comprehensive income (loss) per share					
Continuing operations	\$(0.01)	\$(0.02)	\$(0.01)	\$(0.03)	\$(0.09)
Discontinued operations	\$0.06	\$(0.02)	\$(0.04)	\$0.05	\$(0.09)
Consolidated operations	\$0.06	\$(0.04)	\$(0.05)	\$0.01	\$(0.18)
Weighted average number of shares outstanding					
Basic	25,837,874	25,837,874	22,348,744	25,837,874	22,348,744
Diluted	25,837,874	25,837,874	22,348,744	25,837,874	22,348,744

OUR BUSINESS

GA Pizza's flagship Restaurant (the "Restaurant") is the Company's landmark pizza experience and generates revenue through dine-in and off-premises operations.

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The Restaurant generated Q2 2023 revenues of \$551,436, the highest Q2 revenue period since opening its doors in 2017. The increase in quarterly revenue is attributed to the return to in-person dining, higher foot traffic in the area immediately surrounding the restaurant and an increase in off-premise revenues. In the first quarter of 2023, the Company relaunched its restaurant website with a restaurant focus and built-in ordering platform, gapizza.com, which was previously focused on its DTC business. In Q2 2023, the Company's Restaurant continued to see month-over-month gains, with a renewed focus on labour cost savings and driving down food costs. With a return to pre-pandemic sales volume on a monthly basis, the Restaurant is in a cash flow positive position, allowing for strategic reinvestment. Over the coming months, the Company expects to evaluate opportunities to expand its restaurant footprint.

OUR STRATEGIC PRIORITIES

With the sale of the Frozen Pizza Business, the Company is refocusing on the following strategic priorities:

1. Increase operational profitability
2. Increase average cheque size
3. Increase guest counts
4. Evaluate growth opportunities

1. INCREASE OPERATIONAL PROFITABILITY

The Company's plan to drive demand of the Restaurant is based on a renewed focus of in-dining and off-premise opportunities. This includes building partnerships to maximize brand awareness and loyalty, while also expanding the restaurant's clientele. The Company has made strides to stabilize its two most significant costs, labour and food costs. The Company will focus on increasing revenues, while simultaneously driving down variable costs to increase operational profitability.

2. INCREASE AVERAGE CHEQUE SIZE

During the three months ended June 30, 2023, the Company grew its average cheque by \$0.98 (4%) from \$26.72 for the three months ended March 31, 2023 to \$27.70 for the three months ended June 30, 2023. For the six months ended June 30, 2023, the Company grew its average cheque by \$3.20 (13%), from \$24.50 to \$27.70. The Company will continue to focus on average cheque growth, taking into consideration both on-premise and off-premise dining trends.

3. INCREASE GUEST COUNTS

The Company plans to increase average guest counts in the following ways:

1. A commitment to best-in-class dining, both on-premise and off-premise, with a focus on repeat dining occasions.
2. Increase in catering revenue.
3. Development of a targeted product promotional strategy to drive awareness to its premium pizza offering, focusing on driving dine in demand.

4. EVALUATE GROWTH OPPORTUNITIES

With a renewed focus on the cash flow positive Restaurant, the Company expects to evaluate opportunities to expand its restaurant footprint, while continuing to be prudent and realistic regarding its investment decisions.

OUTLOOK

- We believe we are well positioned to execute upon our strategic initiatives, and we expect to continue to grow our revenues as we develop new partnerships, focus on sustainable growth and investment in our flagship restaurant operations. See "Forward-Looking Information".

FINANCIAL PERFORMANCE REVIEW FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2022 and 2021

Selected Financial Information

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	Three months ended			Six months ended	
	June 30, 2023	March 31, 2023	June 30, 2022	June 30, 2023	June 30, 2022
Revenue	\$551,436	\$522,694	\$449,201	\$1,074,130	\$734,925
Procurement expense	272,110	262,524	292,969	534,634	520,648
Gross Profit	\$279,326	\$260,170	\$156,232	\$539,496	\$214,277
Gross Profit %	51%	50%	35%	50%	29%
Fulfillment expense	147,639	124,176	116,607	271,815	210,810
General and administrative expense	(125,382)	428,743	1,204,442	303,361	2,574,071
Sales and marketing expense	206	3,614	8,139	3,820	42,481
Operating gain / (loss)	256,863	(296,363)	(1,172,955)	(39,500)	(2,613,084)
Finance expense	376,907	416,878	222,136	793,785	464,225
Remeasurement of derivative warrant liability	—	—	(1,105,271)	—	(1,060,117)
Remeasurement of promissory note					40,000
Gain on sale of assets	72,416	(98,321)	—	(25,905)	
Foreign Exchange	2,817	482	295	3,299	3,607
Total other expenses (income)	452,139	319,039	(882,840)	771,178	(552,285)
Net income (loss) for continuing operations	\$(195,276)	(615,402)	(290,115)	(810,678)	(2,060,799)
Net income (loss) from discontinued operations	1,633,682	(462,375)	(870,464)	1,171,307	(2,037,733)
Consolidated net income (loss)	\$1,438,406	\$(1,077,777)	\$(1,160,579)	360,629	(4,098,532)

<i>Revenue by channel</i>	Three months ended			Six months ended	
	June 30, 2023	March 31, 2023	June 30, 2022	June 30, 2023	June 30, 2022
Restaurant	\$551,436	\$522,694	\$449,201	\$1,074,130	\$734,925
Total Revenue from continuing operations	\$551,436	\$522,694	\$449,201	\$1,074,130	\$734,925
Direct-to-Consumer (DTC)	6,546	78,959	279,322	85,505	785,987
Retail	134,362	448,637	283,650	582,999	588,040
Total Revenue from discontinued operations	140,908	527,596	562,972	668,504	1,374,027

REVENUE

Three months ended June 30, 2023 compared to three months ended March 31, 2023

The Company generates revenues from hot pizza sold through its restaurant operations.

Revenue increased by \$28,742 (5%) to \$551,436 in the quarter ended June 30, 2023, compared to \$522,694 in the quarter ended March 31, 2023. The increase in revenue reflects continued growth in off-premise dining, as well as consistent in-dining revenue. Revenue from discontinued operations decreased by (\$386,688) ((274%)) to \$140,908 in the quarter ended June 30,

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2023, compared to \$527,596 in the quarter ended March 31, 2023. This is due to the sale of frozen pizza assets closing on April 13, 2023, such that only 13 days of operations were recorded during the three months ended June 30, 2023.

Three months ended June 30, 2023 compared to three months ended June 30, 2022

Revenue increased by \$102,235 (19%) to \$551,436 in the second quarter of 2023, compared to \$449,201 in the second quarter of 2022. The increase in revenue reflects a return to pre-pandemic revenue levels at the restaurant, with continued growth in both in-dining and off-premise revenues. Revenue from discontinued operations decreased by \$(422,063) ((300%)) to \$140,908 in the second quarter of 2023, compared to \$562,972 in the second quarter of 2022. This is due to the sale of frozen pizza assets closing on April 13, 2023, such that only 13 days of operations were recorded during the three months ended June 30, 2023.

Six months ended June 30, 2023 compared to six months ended June 30, 2022

Revenue increased by \$339,205 (32%) to \$1,074,130 for the six months ended June 30, 2023, compared to \$734,925 for the same period in 2022. The increase in revenue reflects a return to pre-pandemic revenue levels at the restaurant, while in-dining restrictions impacted restaurant revenues during the six months ended June 30, 2022. Revenue from discontinued operations decreased by \$(705,522) ((106%)) to \$668,504 for the six months ended June 30, 2023, compared to \$1,374,027 for the same period in 2022. This is reflective of the sale of frozen pizza assets closing on April 13, 2023, as well as a purposeful shift away from the DTC customer acquisition that began in the second quarter of 2022.

PROCUREMENT EXPENSES

Procurement expense consists of the cost of raw materials, employee wages and benefits, overhead directly related to the manufacturing of the Company's frozen and hot pizza products. Also included in procurement cost are supplies, inventory packaging, the cost of inbound shipping/freight and operating costs associated with the Restaurant including food costs, direct labour and overhead directly attributable.

Three months ended June 30, 2023 compared to three months ended March 31, 2023

Procurement expense increased by \$9,586 (4%) to \$272,110 in the second quarter 2023, compared to \$262,524 in the first quarter of 2023. This increase is largely related to an increase in food costs at the Restaurant to support the corresponding increase in revenues during the same period. Procurement expenses related to discontinued operations decreased by \$(357,674) ((482%)) to \$74,207 for the three months ended June 30, 2023, as compared to \$431,881 for the three months ended March 31, 2023. This is reflective of the sale of frozen pizza assets closing on April 13, 2023.

Three months ended June 30, 2023 compared to three months ended June 30, 2022

Procurement expense decreased by \$(20,859) ((8%)) to \$272,110 in the second quarter of 2023, compared to \$292,969 for the same period in 2022. The decrease in procurement costs is due to continued focus on increasing profitability and efficiencies at the restaurant. Procurement expenses related to discontinued operations decreased by \$(441,418) ((595%)) to \$74,207 for the three months ended June 30, 2023, as compared to \$515,625 for the same period in 2022. This is reflective of the sale of frozen pizza assets closing on April 13, 2023.

Six months ended June 30, 2023 compared to six months ended June 30, 2022

Procurement expense increased by \$13,986 (3%) to \$534,634 for the six months ended June 30, 2023, compared to \$520,648 for the same period in 2022. This fractional increase in procurement costs is indicative of management's continued focus on increasing profitability and efficiencies at the restaurant, given the restaurant saw a 32% increase in revenues over the same period. Procurement expenses related to discontinued operations decreased by \$(557,793) ((110%)) to \$506,088 for the six months ended June 30, 2023, as compared to \$1,063,881 for the same period in 2022. This is reflective of the sale of frozen pizza assets closing on April 13, 2023, as well as a decline in the DTC frozen pizza business, with a purposeful shift away from DTC customer acquisition.

FULFILLMENT EXPENSE

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Fulfillment expenses include costs for picking, packaging of frozen pizza inventory into orders for shipment and last mile delivery to consumers and or Wholesale locations. The Company includes third party picking and packaging costs, packaging materials, labour directly related to picking and packaging of orders, third party freight and shipping charges for the delivery of customer orders.

Three months ended June 30, 2023 compared to three months ended March 31, 2023

Fulfillment costs increased by \$23,463 (16%) to \$147,639 in the second quarter of 2023, compared to \$124,176 for the first quarter of 2023. The increase in fulfillment costs is largely driven by an increase in off-premise aggregator costs related to an increase in off-premise revenues during the same period. Fulfillment expenses related to discontinued operations decreased by \$(59,603) ((133%)) to \$44,906 for the three months ended June 30, 2023, as compared to \$104,509 for the three months ended March 31, 2023. This is reflective of the sale of frozen pizza assets closing on April 13, 2023.

Three months ended June 30, 2023 compared to three months ended June 30, 2022

Fulfillment costs increased by \$31,032 (21%) to \$147,639 in the second quarter of 2023, compared to \$116,607 for the same period in 2022. The increase in fulfillment costs is related to a return to pre-covid revenue levels at the restaurant, as well as an increase in off-premise aggregator costs related to increase off-premise revenues for the three months ended June 30, 2023, compared to the same period in the prior year. Fulfillment expenses related to discontinued operations decreased by \$(156,362) ((348%)) to \$44,906 for the three months ended June 30, 2023, as compared to \$201,268 for the same period in 2022. This is reflective of the sale of frozen pizza assets closing on April 13, 2023.

Six months ended June 30, 2023 compared to six months ended June 30, 2022

Fulfillment costs increased by \$61,005 (22%) to \$271,815 for the six months ended June 30, 2023, compared to \$210,810 for the same period in 2022. The increase in fulfillment costs is driven by a return to pre-pandemic revenue levels at the restaurant, as well as an increase in off-premise aggregator costs related to a corresponding increase in off-premise revenues for the six months ended June 30, 2023, compared to the same period in the prior year. Fulfillment expenses related to discontinued operations decreased by \$(397,675) ((266%)) to \$149,415 for the six months ended June 30, 2023, as compared to \$547,090 for the same period in 2022. This is reflective of the sale of frozen pizza assets closing on April 13, 2023, as well as a purposeful shift away from customer acquisition in the DTC marketplace.

SALES AND MARKETING EXPENSE

Sales and marketing expense includes the cost of marketing initiatives to build brand awareness, online advertising spend, customer acquisition costs for new subscribers and retail marketing programs and collateral.

Three months ended June 30, 2023 compared to three months ended March 31, 2023

Sales and marketing costs decreased by \$(3,408) ((1,654%)) to \$206 in the second quarter of 2023, compared to \$3,614 in the first quarter of 2023. The decrease in sales and marketing costs is driven by the Company's shift away from online advertising. With brand awareness established in prior periods, as well as a focus on cost cutting, sales and marketing spend in 2023 has been much more specifically targeted within the restaurant marketplace. Sales and marketing expenses related to discontinued operations decreased by \$(19,460) ((235%)) to \$8,290 for the three months ended June 30, 2023, compared to \$27,750 for the three months ended March 31, 2023. This is reflective of the sale of frozen pizza assets closing on April 13, 2023.

Three months ended June 30, 2023 compared to three months ended June 30, 2022

Sales and marketing costs decreased by \$(7,933) ((3,851%)) to \$206 for the three months ended June 30, 2023, compared to \$8,139 for the same period in 2022. The decrease in sales and marketing costs for the three months ended June 30, 2023 is reflective of the Company's continued focus on cost cutting, as well as a reliance on established brand awareness in 2023, compared to the same period in the prior year. Sales and marketing expenses related to discontinued operations decreased by \$(69,107) ((834%)) to \$8,290 for the three months ended June 30, 2023, compared to \$77,397 for the same period in 2022. This is reflective of the sale of the frozen pizza assets closing on April 13, 2023.

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Six months ended June 30, 2023 compared to six months ended June 30, 2022

Sales and marketing costs decreased by \$(38,661) ((1,012%)) to \$3,820 for the six months ended June 30, 2023, compared to \$42,481 for the same period in 2022. The decrease in sales and marketing costs for the six months ended June 30, 2022 is reflective of the Company's continued focus on cost cutting, as well as a reliance on established brand awareness in 2023, compared to the same period in 2022. Sales and marketing expenses related to discontinued operations decreased by \$(341,265) ((947%)) to \$36,040 for the six months ended June 30, 2023, compared to \$377,305 for the same period in 2022. This is reflective of both a purposeful shift away from DTC customer acquisition via targeted online advertising, as well as the closing of the sale of frozen pizza assets on April 13, 2023.

GENERAL AND ADMINISTRATIVE EXPENSE

General and administrative expenses include employee wages and benefits, office and occupancy costs, technology, communications, and Restaurant supplies, as well as the cost of consultants, board retainers and accounting, legal, tax, and advisory fees.

Three months ended June 30, 2023 compared to three months ended March 31, 2023

General and administrative costs decreased by \$(554,125) ((442%)) to \$(125,382) for the three months ended June 30, 2023, compared to \$428,743 for the three months ended March 31, 2023. The decrease in general and administrative costs was primarily the results of the cancellation of stock options during the quarter and the related reversal of stock compensation, as well as a decrease in employee compensation, legal and consulting fees. General and administrative expenses related to discontinued operations decreased by \$(331,193) ((2500%)) to \$(13,249) for the three months ended June 30, 2023, compared to \$317,944 for the three months ended March 31, 2023. This is reflective of the closing of the sale of frozen pizza assets on April 13, 2023.

Three months ended June 30, 2023 compared to three months ended June 30, 2022

General and administrative costs decreased by \$(1,329,824) ((1,061%)) to \$(125,382) for the three months ended June 30, 2023, compared to \$1,204,442 for the same period in 2022. The decrease in general and administrative costs was primarily the result of a decrease in headcount, professional and consulting fees, as well as the cancellation of stock options and the related reversal of stock compensation during the three months ended June 30, 2023. General and administrative expenses related to discontinued operations decreased by \$(635,530) ((4,797%)) to \$(13,249) for the three months ended June 30, 2023, compared to \$622,280 for the same period in 2022. This is reflective of the closing of the sale of frozen pizza assets on April 13, 2023, as well as a decrease in headcount, operating expenses and the settlement of certain payables related to the frozen pizza business during the three months ended June 30, 2023.

Six months ended June 30, 2023 compared to six months ended June 30, 2022

General and administrative costs decreased by \$(2,270,710) ((749%)) to \$303,361 for the six months ended June 30, 2023, compared to \$2,574,071 for the same period in 2022. The decrease in general and administrative costs is primarily the result of a decrease in headcount, professional fees, consulting fees, as well as the cancellation of stock options and the related reversal of stock compensation for the six months ended June 30, 2023. General and administrative expenses related to discontinued operations decreased by \$(1,071,577) ((352%)) to \$304,695 for the six months ended June 30, 2023, compared to \$1,376,271 for the same period in 2022. This is reflective of the closing of the sale of frozen pizza assets on April 13, 2023, as well as a decrease in headcount and operating costs and the settlement of certain payables related to the frozen pizza business.

FINANCE EXPENSE

For the three months ended June 30, 2023, the Company incurred interest expense related to several outstanding loans as well as interest related to the Company's lease liabilities. See note 13 to the Company's condensed interim combined consolidated financial statements for further information related to loans outstanding and interest charges.

Finance expense in the three and six months ended June 30, 2023 was \$376,907 and \$793,785, compared to \$222,136 and \$464,225 in the same periods prior year.

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GAIN/ LOSS ON DERIVATIVE WARRANT LIABILITY

The Company's derivative warrant liability relates to the Series 2 and 3 warrants issued in connection with the November 17, 2020, non-brokered private placement of units. The holders of the warrants may elect in lieu of exercising the warrants for cash, a cashless exercise option to receive Common Shares equal to the fair value of the warrants. The fair value is determined by multiplying the number of warrants to be exercised by the weighted average market price less the exercise price with the difference divided by the weighted average market price.

During the year ended December 31, 2022, 1,750,000 warrants were exercised and \$78,588 were transferred from derivative warrant liability to share capital (see Note #15 to the Company's consolidated financial statements for further information). Immediately prior to exercise, the fair value of warrants were remeasured and resulted gain on remeasurement of \$1,060,116. In November 2022, the remaining 2,776,118 warrants were expired and resulted gain of \$16,556.

At December 31, 2022, all related warrants had either been exercised or expired.

SUMMARY OF QUARTERLY RESULTS

The following financial data for each of the eight most recently completed quarters has been prepared in accordance with IFRS. Note that the quarterly data has been prepared on a consolidated basis and includes both continuing and discontinued operations.

	For the three months ended (unaudited)			
	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Revenue	\$692,344	\$1,050,290	\$990,833	\$979,157
Net income (loss) and comprehensive income (loss)	1,438,406	(1,077,769)	(1,880,776)	(3,196,643)
Total assets	2,388,526	4,207,687	4,762,762	6,773,014
Total liabilities	10,538,282	13,505,483	13,030,37	13,397,497
Income (loss) and comprehensive income (loss) per share				
Basic	\$0.06	\$(0.04)	\$(0.13)	\$(0.12)
Diluted	\$0.06	(0.04)	(0.13)	(0.12)

	For the three months ended (unaudited)			
	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021
Revenue	\$1,012,173	\$1,096,779	\$999,168	\$1,291,960
Net loss	(1,160,579)	(2,937,953)	(1,230,174)	(4,410,159)
Total assets	9,679,513	11,435,127	11,564,411	11,713,140
Total liabilities	13,270,246	14,086,449	11,461,528	10,963,865
Income (loss) and comprehensive income (loss) per share				
Basic	\$(0.05)	\$(0.13)	\$(0.06)	\$(0.20)
Loss per share (basic and diluted)	(0.05)	(0.13)	(0.06)	(0.20)

During the holiday and summer seasons, the Company typically anticipates revenues to be lower as a higher proportion of individuals choose to forgo eating at restaurants or ordering online. While this is typically the case, the COVID-19 pandemic has had, and may continue to have, an impact on this trend. The increase in revenue in 2021 as compared to 2020, was the result of the successful launch of the Company's subscription and CPG frozen pizza offering in September 2020 gaining traction in the market along with increased marketing spend to generate awareness. During periods with warmer weather, the Company anticipates packaging costs to be higher due to the additional packaging required to maintain food freshness and quality. The Company also anticipates food cost to be positively affected due to improved availability during periods with warmer weather.

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Though revenues appear stagnant in 2022, the distribution of revenues between each of the revenue channels changed considerably, with a significant quarter over quarter decrease in DTC revenues, and growth in both the CPG and Restaurant revenue streams.

The significant drop in revenues in the second quarter of 2023 highlights the impact of the closing of the frozen pizza asset sale on April 13, 2023; quarter over quarter, restaurant revenues have been steadily increasing, with a return to pre-pandemic revenue levels, increased foot traffic in the surrounding area, as well as an increase in off-premise sales.

LIQUIDITY AND CAPITAL RESOURCES

Selected financial information from the statements of financial position as at June 30, 2023 and December 31, 2022, are as follows:

Liquidity and Capital Resources

	Three months ended	
	June 30, 2023	December 31, 2022
Cash and Cash Equivalents	\$74,241	\$288,762
Working Capital (1)	(6,763,920)	(6,771,216)
Total assets	2,388,526	4,762,762
Current liabilities	7,174,521	9,005,348
Other non-current liabilities	3,363,761	4,025,032
Shareholders' equity (deficiency)	(8,149,756)	(8,267,618)

¹Working capital is defined as current assets less current liabilities.

The table below outlines a summary of cash inflows and outflows by activity for the six months ended June 30, 2023 and 2022.

Cash Flow

	Six months ended	
	June 30, 2023	June 30, 2022
Operating activities	\$119,878	\$(1,321,138)
Investing activities	(84,395)	2,109,091
Financing activities	(250,005)	(1,515,290)
Net change in cash and cash equivalents	\$(214,521)	(727,338)

Net Cash Used in Operating Activities

Cash flows from operations totaled \$119,878 for the six months ended June 30, 2023, compared to cash used in operations of \$1,321,138 for the same period in 2022. The decrease in cash used in operations compared to the prior year is largely a result of the decreased investment in headcount, marketing initiatives related to DTC customer acquisition, as well as professional fees and occupancy costs. For the six months ended June 30, 2023, changes in non-cash working capital for the period decreased the cash used in operations by a total of \$114,828 as the Company's accounts receivable and prepaids decreased by \$191,610, which was offset by a decrease in the payable and accrued liability balance increased by \$58,794

Cash used in Investing Activities

Cash flow used in investing activities was \$250,005 for the six months ended June 30, 2023, compared to \$1,515,290 for the same period in 2022. During the six months ended June 30, 2023, cash used in discontinued operations was \$333,842, compared to \$1,564,099 for the same period in the prior year. Note that the sale of frozen pizza assets closed on April 13, 2023

Cash provided by Financing Activities

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Cash used by Financing Activities for the six months ended June 30, 2023, was \$84,395 compared to cash provided of \$2,109,091 for the same period in 2022. During the six months ended June 30, 2022, the Company received proceeds from debt financing of \$1,750,000 and net proceeds from a sales leaseback transaction in the amount of \$327,615.

The Company has been reliant on external financing to take advantage of growth opportunities and its ability to continue as a going concern has been dependent upon the Company's ability to profitably manufacture and distribute our frozen pizza products direct to consumers and to retailers as well as generate revenues and contribution from our Restaurant. As at June 30, 2023, the Company had working capital deficit of \$6,763,920. As at June 30, 2023, the Company had an accumulated deficit of \$22,624,096 since its inception. The continuing operations of the Company have been dependent upon its ability to continue to raise adequate financing to commence profitable operations in the future and to repay its liabilities arising from normal business operations as they become due. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The sale of the Frozen Pizza Business serves to alleviate the ongoing requirement to fund operations and growth of said business, while also removing substantial indebtedness and financial obligations from the Company.

Management is also actively involved in the review and approval of planned expenditures. The Company's principal cash requirements are for working capital needs and principal and interest payments on its debt. The Company uses its operating cash flows, loans and borrowings and cash balances to maintain liquidity. In the event future cash flows from operations are lower than expected, the Company may need to seek additional financing, either by issuing additional equity or by undertaking additional borrowings. There is no certainty that additional financing will be available or that it will be available on attractive terms. Additional information can be found in the Company's Consolidated Financial Statements which is available on SEDAR+ at www.sedarplus.ca.

Capital Management

The Company manages its capital structure and adjusts it based on the funds available to the Company, in order to support the general operations of the Company and facilitate its liquidity needs. The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence, safeguard the Company's ability to support the expansion of sales and production of product and the development of new production sustain future development of the business. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its working capital position, derivative warrant liability, share issuance liability, share capital, and accumulated deficit. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended June 30, 2023. The Company is not subject to externally imposed capital requirements.

OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of special shares without nominal or par value and an unlimited number of common shares. The table below lists the securities outstanding:

	As at		
	August 29, 2023	June 30, 2023	December 31, 2022
Common shares	25,837,874	25,837,874	25,837,874
Stock options	891,125	891,125	1,490,466
Restricted share units	1,875,000	1,875,000	1,393,000
Warrants			
Advisory warrants ⁽¹⁾	—	—	697,476
Share purchase warrants	6,954,077	6,954,077	15,623,856
Broker warrant units ⁽²⁾	—	—	566,478
Total Common Shares on a fully diluted basis	35,558,076	35,558,076	45,609,150

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Note 1 - Advisory Warrants: There are 464,984 Warrants issued to advisors of the Company (the “Advisory Warrants”), of which 401,678 Advisory Warrants were issued in connection with the Series A Financing and 63,306 Advisory Warrants were issued in connection with the Going Public Financing. The Advisory Warrants are each exercisable for the purchase of one unit of the Company (the “Advisory Unit”) at a price of \$0.48 per Advisory Warrant for the Advisory Warrants issued in connection with the Series A Financing and at a price of \$1.73 per Advisory Warrant for the Advisory Warrants issued in connection with the Going Public Financing. Each Advisory Warrant is exercisable until the date that is 24 months from the date of a Liquidity Event. Each Advisory Unit is comprised of one Common Share and one-half of one Warrant (an “Underlying Advisory Warrant”). Each Underlying Advisory Warrant is exercisable for the purchase of one Common Share at an exercise price of \$0.72 per share for the Advisory Warrants issued in connection with the Series A Financing and at an exercise price of \$2.60 per Underlying Advisory Warrant for the Advisory Warrants issued in connection with the Going Public Financing. The Underlying Advisory Warrant issued in connection with the Series A Financing are exercisable until the earlier of: (i) the date that is two years following a Liquidity Event, and (ii) twenty-five years following issuance. The Underlying Advisory Warrant issued in connection with the Going Public Financing are exercisable until two years from the date of a Liquidity Event, June 3, 2023.

Note 2 – Broker Warrants Units: There are 377,652 Warrants issued to brokers of the Company (the “Broker Warrants”). Each Broker Warrant is exercisable for the purchase of one unit of the Company (a “Broker Unit”) at an exercise price of \$1.73 per unit. Each Broker Warrant is exercisable until the date that is 24 months from the date of a Liquidity Event. Each Broker Unit is comprised of one Common Share and one and one-half of one Warrant (an “Underlying Broker Warrant”). Each Underlying Broker Warrant is exercisable for the purchase of one Common Share for a period of two years from the date of a Liquidity Event, June 3, 2023, at an exercise price of \$2.60 per share.

CONTRACTUAL OBLIGATIONS

The following is a summary of the Company’s contractual obligations at June 30, 2023:

	Payments due by period			
	Total	Less than 1 year	1-5 Years	More than 5 years
Lease obligations	1,605,572	356,908	1,248,664	—
Loan payable	4,627,918	3,791,353	836,565	—
Promissory note	3,099,250	730,625	2,368,625	—
Total	\$9,332,740	\$4,878,886	\$4,453,854	—

¹Includes principal and interest.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company’s cash and cash equivalents, amounts receivable, due from related parties, accounts payable and accrued liabilities, and loans approximate their carrying values due to their short-term nature.

OFF BALANCE SHEET ARRANGEMENTS

As at June 30, 2023, the Company had no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company’s financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks in the normal course of operations including credit risk, liquidity risk, foreign currency risk, interest rate risk, commodity price risk and equity risk. The Board of

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Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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 is to ensure, to the extent possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company manages its liquidity risk by continually monitoring forecasted and actual revenue, as well as expenditures and cash flows from operations. Management is also actively involved in the review and approval of planned investments. The Company's principal cash requirements are for capital expenditures and working capital needs. The Company uses its operating cash flows and cash balances to maintain liquidity.

The following is an analysis of the contractual maturities of the Company's financial liabilities:

	As at June 30, 2023		
	Within one year	Between one and five years	More than five years
Accounts payable and accrued liabilities	2,894,268	—	—
Lease liability	260,812	1,105,649	—
Loan payable	3,566,930	508,112	—
Promissory note	415,625	1,750,000	—
Total	\$ 7,137,635	\$ 3,363,761	\$ —

	As at December 31, 2022		
	Within one year	Between one and five years	More than five years
Accounts payable and accrued liabilities	2,953,060	—	—
Lease liability	340,266	1,148,464	—
Loans payable	2,408,803	1,126,568	—
Promissory note	258,125	1,750,000	—
Total	\$ 5,960,254	\$ 4,025,032	\$ —

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and amount receivables. Cash and cash equivalents is managed through the use of a major bank which is a high credit quality financial institution as determined by rating agencies and amounts receivable are managed by management. The carrying amount of financial assets represents the maximum credit exposure.

Since its incorporation, the Company has not incurred any significant credit loss in respect of its amounts receivable and amounts due from related parties. Based on consideration of all possible default events over the assets' contractual lifetime, the expected credit loss in respect of the Company's amounts receivable and amounts due from related parties were insignificant at June 30, 2023, and 2022.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has floating rate debt on one of its loans, however the Company's exposure to fluctuations in its interest rate is not material.

Commodity price risk

The Company is exposed to increases in the prices of agricultural commodities in operating its business. To manage this exposure, the Company uses purchase arrangements for a portion of its needs for raw materials and supplies.

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Equity price risk

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on a stock exchange maybe be affected by such volatility.

RELATED PARTY TRANSACTIONS

The key management personnel of the Company are certain members of the Company's executive management team and the Board of Directors. The following table presents the compensation of the key management personnel recognized in net income (loss):

	Three months ended	
	June 30, 2023	June 30, 2022
Salaries and director remuneration	\$159,000	\$300,000
Stock-based compensation expense - directors and officers	(153,308)	131,056
Total	\$5,692	\$431,056

	Six months ended	
	June 30, 2023	June 30, 2022
Salaries and director remuneration	\$289,500	\$552,995
Stock-based compensation expense - directors and officers	(139,630)	261,119
Total	\$149,870	\$814,114

As at June 30, 2023, included in accounts payable was \$nil (December 31, 2022 - \$49,614) and included in accrued liabilities was \$497,500 (December 31, 2022 - \$397,500) of payments owed to key management personnel. For the year ended December 31, 2022, the Company forgave a short term loan to the Company's founder in the amount of \$54,561 (December 31, 2021 - \$54,561 included in due to/from related parties). Compensation paid to the founder is included in general and administration in the consolidated statements of loss and comprehensive loss.

As at December 31, 2021, the Company held promissory notes comprised of a principal balance of \$3,000,000, of which \$500,000 was entered into with certain shareholders and key management personnel of the Company. During the year ended December 31, 2022, a holder of promissory notes with a principal balance of \$250,000 ceased to act as key management.

SIGNIFICANT JUDGMENTS AND ESTIMATES

The preparation of the Company's combined consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and the disclosure of contingent assets and contingent liabilities at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next fiscal year are described below. The Company based its assumptions and estimates on parameters available when the combined consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

The following are the estimates and assumptions that have been made in applying the Company's accounting policies that have the most significant effect on the amounts in the combined consolidated financial statements.

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Common control

In preparation of the combined consolidated financial statements, significant judgement was required to determine whether the Company and 249 were controlled by the same party before September 1, 2020. Given such control existed prior to September 1, 2020, the Company and 249 were considered under common control.

Provision and contingencies

The amount recognized as a provision, including legal, contractual, constructive and other exposures, obligations or contingent consideration are the best estimate of the consideration required to settle the related liability, including any related interest charges, considering the risks and uncertainties surrounding the obligation. In addition, contingencies will only be resolved when one or more future events occur or fail to occur. Therefore, assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. 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 assumptions be made for the inputs to the valuation model, which include the expected life of the equity instrument, share price, volatility, dividend yield and forfeiture rate.

Useful lives of property and equipment

Management is depreciating the furniture and fixtures, equipment and leasehold improvements on a straight-line basis, with the following useful lives:

Computer Equipment	3 years
Furniture and fixtures	5 years
Manufacturing Equipment	5 - 7 years
Leasehold improvements	Shorter of lease term and 10 years

If there is an indication that there has been a significant change in depreciation rate, useful life or residual value of an asset, the depreciation of that asset is revised prospectively to reflect the new expectations.

Determination of incremental borrowing rate

When the Company enters into leases as a lessee and where the interest rate implicit in a lease cannot be readily determined, the Company determines its incremental borrowing rate in order to measure its lease liability. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. In estimating its incremental borrowing rate, the Company considers the term of the lease, the nature of the leased asset, and its level of indebtedness with reference to market risk-free interest rates.

Determination of the lease term

When the Company enters into leases as a lessee, it determines the lease term as the non-cancellable period of the lease together with periods covered by an option to extend the lease if it reasonably expects to exercise such option. In assessing whether it is reasonably certain to exercise an option to extend a lease, the Company considers: the contractual terms and conditions for the optional periods compared with market rates; whether any significant leasehold improvements have been undertaken; the costs of terminating the lease; the importance of the underlying asset to the Company's operations; and any conditionality associated with exercising the option.

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Income taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Derivative warrant liability

Warrants issued pursuant to a private placement that are exercisable in cash, or on a cashless basis resulting in a variable number of shares being issued, are considered a derivative liability and therefore measured at fair value.

The Company uses the Black-Scholes option pricing model to estimate fair value at each reporting date. The key assumptions used in the model are the expected future volatility in the price of the Company's shares, the expected life of the warrants and the fair value of the Company's shares. The impact of changes in key assumptions is described in note.

Government grants

In the context of certain government programs where a benefit is received by both the Company and another party, management has applied significant judgment in determining whether the Company is the recipient of a government grant, or whether it is receiving an indirect benefit from a third party.

RISK FACTORS AND UNCERTAINTIES

The Company is subject to various financial, operational, and political risks that could have a significant impact on its business, profitability, and levels of operating cash flows. Although the Company assesses and seeks to mitigate these risks by careful management of its activities, resources and employing qualified personnel, these risks cannot be eliminated. Such risks include, but are not limited to, business and country risks discussed below.

Business Risk Factors

Future Funding

As the Company has limited financial resources, the Company's continuing operations are dependent on its ability to secure equity and/or debt financing. There can be no assurance that future funding will be available to the Company for further development of the Company's current business activities, or to identify, evaluate and pursue, if appropriate, new lines of business. The ability of the Company to arrange additional financing in the future will depend, in part, on prevailing capital market conditions generally, as well as the business performance of the Company.

Country Risk Factors

Political and Economic Conditions

Regardless of the economic viability of the Company's pursuit of new lines of business, it may be materially adversely affected by risk factors associated with conducting business activities including political instability and violence, war and civil disturbance, acts of terrorism, expropriation or nationalization, inequitable treatment of non-domiciled companies, changing fiscal regimes, fluctuations in currency exchange rates, high rates of inflation, underdeveloped industrial and economic infrastructure that could affect the Company's ability to raise additional capital.

For a discussion of these and additional risk factors, please refer to the Company's final long form prospectus under "Risk Factors and Uncertainties" therein. The prospectus filed on May 13, 2021, is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

CONTROLS CERTIFICATION

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In connection with National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer, will file a Venture Issuer Basic Certificate with respect to the financial information contained in condensed interim consolidated financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.