



Financial Statements

**For the period from incorporation on March 2, 2021
to December 31, 2021**

(Expressed in Canadian dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Clover Leaf Capital Corp.

Opinion

We have audited the accompanying financial statements of Clover Leaf Capital Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on March 2, 2021 to December 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021, and its financial performance and its cash flows for the period from incorporation on March 2, 2021 to December 31, 2021, 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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company 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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do 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 and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. 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 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

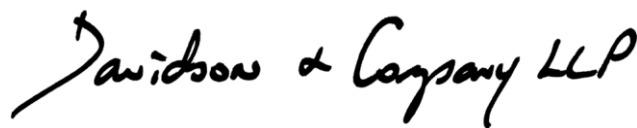
Auditor's Responsibilities for the Audit of the Financial Statements

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 auditor's 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 these 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 Company'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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company 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.

We 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.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

April 13, 2022

Clover Leaf Capital Corp.
Statement of Financial Position
(Expressed in Canadian dollars)

		December 31, 2021
	<i>Note</i>	
ASSETS		
Current assets		
Cash		\$ 290,059
GST receivable		3,639
		\$ 293,698
LIABILITIES AND SHAREHOLDERS' EQUITY		
Trade and other payables	5	\$ 44,759
		44,759
Shareholders' equity		
Share capital	4	360,000
Reserve	4	64,267
Deficit		(175,328)
		248,939
		\$ 293,698
Subsequent events	9	

These financial statements are approved for issue by the Board of Directors of the Company on April 13, 2022.

They are signed on the Company's behalf by:

"Tsend Tseren", Director

"Blake Steele", Director

The accompanying notes are an integral part of these financial statements

Clover Leaf Capital Corp.

Statement of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

			Period from incorporation on March 2, 2021 to December 31, 2021
	Note		
Expenses			
Consulting fees	5	\$	10,000
Office expenses			2,713
Professional fees	5		86,166
Regulatory and filing fees			12,182
Share-based compensation	4		64,267
Loss and comprehensive loss for the period		\$	(175,328)
Basic and diluted loss per common share		\$	(0.03)
Weighted average number of common shares outstanding			7,010,526

The accompanying notes are an integral part of these financial statements

Clover Leaf Capital Corp.
Statement of Cash Flows
(Expressed in Canadian dollars)

		Period from incorporation on March 2, 2021 to December 31, 2021
CASH FLOWS FROM (TO) OPERATING ACTIVITIES		
Loss for the period	\$	(175,328)
Items not affecting cash:		
Share-based compensation		64,267
Change in non-cash working capital items:		
GST receivable		(3,639)
Trade and other payables		44,759
Net cash used in operating activities		(69,941)
CASH FLOWS FROM FINANCING ACTIVITIES		
Private placement		360,000
Net cash provided by financing activities		360,000
Increase in cash for the period		290,059
Cash, beginning of period		-
Cash, end of period	\$	290,059
Supplementary information		
Interest paid	\$	-
Income taxes paid		-

The accompanying notes are an integral part of these financial statements

Clover Leaf Capital Corp.Statement of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Reserve	Deficit	Total Shareholders' Equity
Balance, March 2, 2021	-	\$ -	\$ -	\$ -	\$ -
Incorporation share issued	1	1	-	-	1
Incorporation share cancelled	(1)	(1)	-	-	(1)
Private placement	7,200,000	360,000	-	-	360,000
Share-based compensation	-	-	64,267	-	64,267
Comprehensive loss for the period	-	-	-	(175,328)	(175,328)
Balance, December 31, 2021	7,200,000	\$ 360,000	\$ 64,267	\$ (175,328)	\$ 248,939

The accompanying notes are an integral part of these financial statements

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Clover Leaf Capital Corp. (the “Company”) was incorporated on March 2, 2021 pursuant to the provisions of the *Business Corporations Act* (British Columbia). The corporate office and registered and records office of the Company is located at Unit 1 – 15782 Marine Drive, White Rock, BC, Canada, V4B 1E6.

On December 29, 2021, the Company filed its final prospectus to become a capital pool company (“CPC”) and for the Company’s initial public offering (“IPO”). On January 11, 2022, the Company became a reporting issuer on the TSX Venture Exchange (“TSX-V”) as a result of the filing of its final prospectus. On March 22, 2022, the Company completed its IPO through the issuance of 4,650,000 common shares at a price of \$0.10 per share for gross proceeds of \$465,000 (Note 9).

The Company’s shares commenced trading on the TSX-V on March 24, 2022 under the symbol CLVR.P.

The Company has not commenced operations and has no significant assets other than cash. As a CPC, the Company’s principal business objective is to identify and evaluate assets, properties or businesses with a view to a potential acquisition or participation by completing a qualifying transaction (“QT”) subject, in certain cases, to shareholders’ approval and acceptance by the TSX-V. There is no assurance that the Company will identify and successfully acquire businesses or assets that will produce a profit. Moreover, if a potential business or asset is identified which warrants acquisition or participation, the Company may not be able to obtain such financing on terms which are satisfactory to the Company.

Under the policies of the TSX-V, the Company must identify and complete a QT within 24 months from the date the Company’s shares are listed for trading on the TSX-V. There is no assurance that the Company will be able to complete a QT within this time period, or that it will be able to secure the necessary financing to complete a QT. The TSX-V may suspend or de-list the Company’s shares from trading should it not meet these requirements.

These financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has working capital of \$248,939 as at December 31, 2021. As described above, the Company completed its IPO for gross proceeds of \$465,000 subsequent to year-end (Note 9). Management estimates that these funds will provide the Company with sufficient financial resources to carry out currently planned operations through the next twelve months.

In March 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, economies, and financial markets globally. It is not possible for the Company to predict the duration or magnitude of the adverse impacts of the outbreak and its effects on the Company’s business or ability to complete a QT.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. The policies applied in these financial statements are based on the IFRS issued and outstanding as at the date the Board of Directors approved these financial statements for issue.

Basis of measurement

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

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

Use of estimates and judgments

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

Share-based compensation

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model which incorporates market data and which involves uncertainty and subjectivity in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

Going concern assumption

In the determination of the Company's ability to meet its ongoing obligations and future contractual commitments management relies on the Company's planning, budgeting and forecasting process to help determine the funds required to support the Company's normal operations for a period of one year. Changes in estimated cash use may alter the Company's ability to meet its ongoing obligations and future contractual commitments and could result in adjustments to the amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVTOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVTOCI are classified as FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income/loss.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. GST receivable is measured at amortized cost and cash is classified as FVTPL.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to the estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) FVTPL; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Trade and other payables are classified as other financial liabilities and carried on the statement of financial position at amortized cost. For the period presented, the Company does not have any derivative financial liabilities.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

The Company's common shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Loss per share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated by dividing the profit or loss by the weighted average number of common shares outstanding assuming that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. In the Company's case, diluted loss per share is the same as basic loss per share, as the effect of outstanding share options and share purchase warrants on loss per share would be anti-dilutive.

Share-based compensation

The stock option plan allows Company directors, officers, employees, and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from share-based reserve to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous period.

Deferred 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 tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred 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 by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, and there is the intention to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are adjusted to the extent that it is probable that the related tax benefit will be realized.

New standards, interpretations and amendments not yet effective

There are no new standards that will have any significant effect on the Company.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

4. SHARE CAPITAL

Authorized

The Company has an unlimited number of common shares without par value authorized for issue.

Issued and outstanding

On March 2, 2021, the Company issued one incorporator's share for \$1. The incorporator's share was cancelled on March 10, 2021.

On March 10, 2021, the Company completed a non-brokered private placement through the issuance of 7,200,000 common shares at a price of \$0.05 per share for gross proceeds of \$360,000. These common shares were placed in escrow to be released pro-rata to the shareholders as follows: 25% on issuance of notice of final acceptance of a QT by the TSX-V and the remainder in three equal tranches of 25% every six months thereafter for a period of 18 months.

Options

On July 14, 2021, the Company adopted a rolling stock option plan (the "Plan") which is applicable to directors, officers, employees and consultants. Under the Plan, the total outstanding stock options that may be granted are limited to 10% of the outstanding common shares of the Company at any one time. The maximum term of stock options is ten years from the grant date. The exercise price and vesting terms are at the discretion of the directors.

The continuity of stock options for the period ended December 31, 2021, is as follows:

Expiry date	Exercise price	Balance, March 2, 2021	Granted	Exercised	Expired	Balance, December 31, 2021
July 14, 2031	\$ 0.10	-	720,000	-	-	720,000
		-	720,000	-	-	720,000
Weighted average exercise price	\$	-	\$ 0.10	\$	-	\$ 0.10

As at December 31, 2021, all of the outstanding stock options were exercisable.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

4. SHARE CAPITAL (continued)

Share-based compensation

On July 14, 2021, the Company granted 720,000 stock options to directors and officers at a fair value of \$64,267 or \$0.09 per option, all of which was recorded as share-based compensation for the period ended December 31, 2021. The fair value of the options granted was determined using the Black-Scholes option pricing model with the following assumptions: a risk-free interest rate of 1.16%; an expected volatility of 100%; an expected life of 10 years; a forfeiture rate of zero; and an expected dividend of zero.

5. RELATED PARTY TRANSACTIONS

During the period from incorporation on March 2, 2021 to December 31, 2021, the Company paid or accrued consulting fees of \$10,000 to Golden Oak Corporate Services Ltd. ("Golden Oak"). Golden Oak is a consulting company controlled by the Chief Financial Officer and the Corporate Secretary of the Company. Golden Oak provides the services of a Chief Financial Officer, a Corporate Secretary, and accounting and administrative staff to the Company. The Chief Financial Officer and the Corporate Secretary are employees of Golden Oak and are not paid directly by the Company. As at December 31, 2021, the Company owed Golden Oak \$8,523 for the reimbursement of expenditures.

During the period from incorporation on March 2, 2021 to December 31, 2021, the Company paid or accrued professional fees of \$37,865 to Maxis Law Corporation ("Maxis"), a law firm controlled by a director of the Company. As at December 31, 2021, the Company owed Maxis \$19,056 in fees.

On July 14, 2021, the Company granted 720,000 stock options to directors and officers at a fair value of \$64,267 (Note 4).

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

Financial instruments are classified into one of the following categories: FVTPL; FVTOCI; or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instruments	Category	December 31, 2021
Cash	FVTPL	\$ 290,059
GST receivable	Amortized cost	3,639
Trade and other payables	Amortized cost	44,759

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The carrying value of GST receivable and trade and other payables approximate their fair value due to their short-term nature. Cash is recorded at fair value using Level 1 of the fair value hierarchy.

Risk management

The Company's risk exposures and the impact on the Company's financial instruments are summarized as follows:

Credit Risk

Credit risk is the risk of loss associated with a counter party's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to its cash balances. The Company manages its credit risk on bank deposits by holding deposits in high credit quality banking institutions in Canada. Management believes that the credit risk with respect to cash is low.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Risk management (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to closely monitor cash forecasts and manage resources to ensure that there is sufficient capital in order to meet short-term business requirements. All of the Company's financial liabilities are classified as current.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

- (a) Interest Rate Risk: The Company is exposed to interest rate risk to the extent that its cash balances bear variable rates of interest. The interest rate risk on cash is not considered significant.
- (b) Foreign Currency Risk: Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at December 31, 2021, the Company's cash, GST receivable, and trade and other payables are denominated in Canadian dollars. As such, the Company is not subject to any foreign exchange risk.

7. MANAGEMENT OF CAPITAL

Capital is comprised of the Company's shareholders' equity. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

As a CPC, the proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the issuance of common shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a QT by the Company.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

8. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	Period from incorporation on March 2, 2021 to December 31, 2021	
Loss for the period	\$	(175,328)
Expected income tax recovery	\$	(47,000)
Permanent differences		17,000
Change in unrecognized deductible temporary differences		30,000
Total	\$	-

The significant components of the Company's deferred tax assets are as follows:

	December 31, 2021	
Deferred tax assets		
Non-capital losses available for future periods	\$	30,000
Total unrecognized deferred tax assets	\$	30,000

Deferred tax assets have not been recognized in these financial statements as it is not probable that they will be realized.

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	December 31, 2021		Expiry date range
Temporary differences			
Non-capital losses available for future periods	\$	111,000	2041

Tax carry-forward balances which give rise to deferred tax assets are subject to review, and potential adjustment, by tax authorities.

Clover Leaf Capital Corp.

Notes to the Financial Statements

For the period from incorporation on March 2, 2021 to December 31, 2021

(Expressed in Canadian dollars)

9. SUBSEQUENT EVENTS

Subsequent to December 31, 2021, the Company completed the following:

- On January 11, 2022, the Company became a reporting issuer as a result of the filing of its final prospectus.
- On March 22, 2022, the Company completed its IPO through the issuance of 4,650,000 common shares at a price of \$0.10 per share for gross proceeds of \$465,000. The Company paid share issue costs of \$77,485 and issued 465,000 broker warrants exercisable at a price of \$0.10 until March 22, 2024. 243,000 of these common shares were placed in escrow to be released pro-rata to the shareholders as follows: 25% on issuance of notice of final acceptance of a QT by the TSX-V and the remainder in three equal tranches of 25% every six months thereafter for a period of 18 months.
- On March 24, 2022, the Company's shares commenced trading on the TSX-V under the symbol CLVR.P.