Global Hemp Group Inc.

Consolidated Financial Statements

Year Ended September 30, 2021

Expressed in Canadian Dollars

For Further Information Contact

Tel: 778-726-2900

info@globalhempgroup.com

www.globalhempgroup.com

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Global Hemp Group Inc.

Opinion

We have audited the consolidated financial statements of Global Hemp Group Inc. the (“Company”), which comprise the consolidated statements of financial position as at September 30, 2021 and 2020, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2021 and 2020, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

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 is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which describes events or conditions that indicate the existence of a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, 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 International Financial Reporting Standards, 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

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

The engagement partner on the audit resulting in this independent auditor's report is Steven Reichert.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

February 7, 2022

MOORE

An independent firm
associated with Moore
Global Network Limited

GLOBAL HEMP GROUP INC.

Consolidated Statements of Financial Position
(Expressed in Canadian dollar)

	Note	September 30, 2021	September 30, 2020
		$	$
Assets			
Current assets			
Cash	**4**	138,237	16,372
Accounts receivable		38,681	32,203
Assets held for sale		–	5,000
Prepaid expenses		15,732	–
Biological assets	**6**	–	470
		192,650	54,045
Deposits and prepayments	**7 & 10**	578,330	10,878
Due from related party	**8(a)**	1,521,391	–
Property and equipment	**10**	1,706,320	2,358,599
TOTAL ASSETS		$ 3,998,691	$ 2,423,522
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities	**5 & 11**	392,983	677,461
Advances received		–	5,000
Government loan	**16**	78,710	–
Notes payable	**13**	1,123,170	826,426
		1,594,863	1,508,887
Non-current liabilities			
Convertible preference shares - liability	**8(c)**	2,199,048	–
Convertible debenture - liability	**15**	265,866	–
Derivative liability	**9**	769,772	–
Note payable	**13**	530,875	–
Total liabilities		5,360,424	1,508,887
Shareholders' deficiency			
Share capital	**12**	9,635,767	7,118,029
Shares to be issued		–	25,500
Reserve		7,370,985	4,146,388
Deficit		(18,368,485)	(10,332,482)
Total equity attributable to owners of parent		(1,361,733)	957,435
Non-controlling interest		-	(42,800)
		(1,361,733)	914,635
Total liabilities and shareholders' equity		$ 3,998,691	$ 2,423,522

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

Nature of operations and going concern (Note 1)
Event after the reporting period (Note 23)

Approved and authorized for issuance by the Board of Directors on February 7, 2022

"Curt Huber"	*"Jeff Kilpatrick"*
Director	Director

GLOBAL HEMP GROUP INC.

Consolidated Statements of Comprehensive Loss
(Expressed in Canadian dollars)

	Note	Years ended September 30, 2021	2020
		$	$
Gross Revenue		–	28,876
Cost of Goods Sold		–	7,869
Gross Profit		–	21,007
Expenses			
Advertising and promotion		207,236	826
Amortization	**10**	41,265	21,938
Insurance		10,692	77
Loan inducement fee	**12**	16,500	25,500
Consulting	**11**	88,137	8,878
Office and administration		9,318	15,363
Professional fees		163,983	102,722
Property tax		4,147	–
Repair and maintenance		5,521	31
Research & Development		26,183	29,180
Salaries and wages		109,611	–
Share based compensation	**12**	2,168,257	488,387
Shareholder communication		11,544	–
Travel		838	1,531
Trust and filing fees		52,860	31,080
(Loss) before other items:		(2,916,092)	(704,506)
Exchange gain (loss)		(201,825)	268
Bad debt expenses (net of recovery)		(9,220)	2,726
Interest & Bank Charges		(184,265)	(4,266)
Loss on settlement of services with shares		(20,000)	–
Write-off of property, plant and equipment	**10**	(236,890)	–
Write-off of biological assets		(40,105)	–
Write-off of payable		59,526	–
Impairment of intangible assets	**8(b)**	(3,676,707)	–
Reversal of Government Loan Forgiveness	**16**	(77,116)	–
Change in fair value of derivative liability	**9**	220,109	–
Gain (loss) on sale of assets held for sale	**10**	751	(191,444)
Gain on sale of equipment		(11,825)	–
Loss on sale of property	**14**	(924,185)	–
Loss on disposal of a subsidiary	**17**	(45,618)	–
Recovery of instalment		25,284	–
Interest income		–	979
Share of (loss) of Investment in Associates	**18**	–	(481,975)
Net loss		(8,038,178)	(1,378,218)
Current income tax recovery			–
Net loss after tax recovery		(8,038,178)	(1,378,218)
Other comprehensive (loss) income			
Translation adjustment		(37,548)	(2,974)
Comprehensive Loss		(8,075,726)	(1,381,192)
Net loss attributable to:			
Shareholders of the Company		(8,036,003)	(1,269,750)
Non-controlling interest		(2,175)	(108,468)
Other comprehensive loss attributable to:			
Shareholders of the Company		(37,548)	(2,974)
Non-controlling interest		–	–
Total comprehensive loss attributable to:			
Shareholders of the Company		(8,073,551)	(1,272,724)
Non-controlling interest		(2,175)	(108,468)
Loss per share, basic and diluted		(0.03)	(0.01)
Weighted average number of common shares outstanding, basic and diluted		265,701,566	188,802,302

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

GLOBAL HEMP GROUP INC.

Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars except for number of shares)

		Share Capital			Reserve				Equity attributable to	
	Note	Number	Amount	Shares to be issued	Share-based payment reserve	Conversion feature	Foreign currency translation	Deficit	Shareholders' equity	Non-controlling Interest
			$		$	$	$	$	$	$
Balance, September 30, 2019		188,197,016	6,691,986	–	3,664,283	–	–	(9,062,732)	1,293,537	65,668
Loan inducement		–	–	25,500	–	–		–	25,500	–
Shares issued pursuant to rights offering		11,076,741	175,002		–	–	–	–	175,002	–
Share-based compensation		–	3,308	–	485,079	–	–	–	488,387	–
Shares issued for purchase of Oregon Joint Venture		12,386,675	247,733	–	–	–	–	–	247,733	–
Net and comprehensive loss		–	–	–	–	–	(2,974)	(1,269,750)	(1,272,724)	(108,468)
Balance, September 30, 2020		211,660,432	7,118,029	25,500	4,149,362	–	(2,974)	(10,332,482)	957,435	(42,800)
Balance, September 30, 2020		211,660,432	7,118,029	25,500	4,149,362	–	(2,974)	(10,332,482)	957,435	(42,800)
Shares issuance for services	**12**	1,000,000	90,000	–	–			–	90,000	–
Reallocation of fair value of options exercised		–	76,149	–	(76,149)			–	–	–
Share issuance on exercise of options	**12**	2,650,000	135,000	–	–		–	–	135,000	–
Shares issuance on exercise of warrants	**12**	3,382,960	394,148		(210,000)		–	–	184,148	–
Share-based compensation	**12**	–	–	–	2,168,257		–	–	2,168,257	–
Loan inducement	**12**	2,100,000	42,000	(25,500)	–		–		16,500	–
Shares issued in private placements	**12**	53,200,000	691,161	–	49,686		–	–	740,847	–
Issuance of Preference Shares Warrants	**8**	–	–	–	664,100		–	–	664,100	–
Issuance of Convertible Debentures	**15**	–	–	–	36,800	77,405	–	–	114,205	–
Issuance of common shares on conversion of convertible debentures	**15**	34,000,000	1,089,280	–	580,000	(27,954)	–	–	1,641,326	–
Dissolution of 730551 N.B. Ltd.		–	–	–	–	–	–	–	–	44,975
Net and comprehensive loss		–	–	–	–		(37,548)	(8,036,003)	(8,073,551)	(2,175)
Balance, September 30, 2021		307,993,392	9,635,767	–	7,362,056	49,451	(40,522)	(18,368,485)	(1,361,733)	–

The accompanying notes are an integral part to these consolidated financial statements

GLOBAL HEMP GROUP INC.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Years ended September 30, 2021	2020
Cash (used in) provided by:	$	$
Operating activities		
Loss for the year	(8,038,178)	(1,378,218)
Non-cash items		
Amortization and accretion	180,933	21,938
Bad debt expenses	11,194	–
Change in fair value of derivative liability	(220,109)	–
Recovery of instalment	(25,284)	–
Share based compensation	2,168,257	488,387
Shares issued for service	70,000	–
Loan inducement fees	16,500	25,500
Write-off of biological assets	(18,963)	–
Write-off of payable	(59,526)	–
(Gain) loss on assets held for sale	(751)	191,444
Loss on settlement of services with shares	20,000	–
Impairment loss of intangible assets, property and equipment	3,913,597	–
Loss on disposal of property, plant and equipment	936,010	–
Reversal of Government Loan Forgiveness	77,116	–
Unrealized foreign exchange (gain)	148,798	–
Share of (gain) loss of Investment in Associates	–	481,975
Loss on dissolution of subsidiary	45,618	–
Changes in non-cash operating working capital		
Biological assets	470	–
Deposits and prepayments	(28,024)	–
Customer advances	–	5,000
Accounts receivable and sales tax receivable	(680)	22,824
Accounts payable and accrued liabilities	(112,501)	81,634
Cash used in operating activities	(915,523)	(59,516)
Financing activites		
Proceeds from common shares issuance on private placement	733,347	175,002
Proceeds from common shares issuance on exercise of options and warrants	317,667	–
Proceeds from promissory note and convertible debenture subscription net of finders fees	2,019,028	50,000
Preference shares dividend payments	(56,765)	–
Repayments of promissory notes	(128,665)	–
Cash provided by financing activities	2,884,612	225,002
Investing activities		
Investment in joint venture	–	(632,258)
Advance payment related to Western Sierra Acquisition	(1,521,391)	–
Cash of acquired subsidiaries	–	344
Proceeds from sale of property and equipment	413,022	–
Deposits paid for the acquisition of industrial hemp assets in Colorado	(738,845)	–
Cash used in investing activities	(1,847,214)	(631,914)
Effect of foreign exchange	(10)	(2,974)
Change in cash	121,875	(466,428)
Cash, beginning of the year	16,372	485,774
Cash, end of the year	138,237	16,372

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Global Hemp Group (the "Company" or "GHG") was incorporated on October 30, 2009 in British Columbia, Canada, originally under the name Arris Holdings Inc., and on March 24, 2014 changed its name to Global Hemp Group Inc. Since the name change, the Company has been focused on the production and processing of industrial hemp and collaboration with companies that will enable GHG to develop and implement the Hemp Agro-Industrial Zone concept.

The Company's registered office is located at #106 – 1169 Mt. Seymour Road, North Vancouver, BC, V7H 2Y4. The Company's common shares are traded on Canadian Securities Exchange under the symbol "GHG", on Börse Frankfurt under the symbol "GHG", and on the USA OTCQB Markets under the symbol "GBHPF".

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. 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. Management intends to finance operating costs over the next twelve months with debt and or private placements of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. STATEMENT OF COMPLIANCE

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC).

These consolidated financial statements were approved and authorized by the Board of Directors on February 7, 2022.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

These consolidated financial statements have been prepared on an accrual basis except for cashflow information and are based on historical costs, except for financial instruments measured at their fair value. These consolidated financial statements are presented in Canadian dollars, unless otherwise noted.

The accompanying consolidated financial statements include the accounts of its significant subsidiaries and joint ventures noted below. All intercompany transactions have been eliminated.

Entity	Country of Incorporation	Ownership	Functional Currency
Covered Bridge Acres Ltd. ("CBA Canada")	Canada	100%	Canadian Dollar
703551 N.B. Ltd.	Canada	50%	Canadian Dollar
Covered Bridge Acres Ltd ("CBA Oregon")	United States	100%	U.S. Dollar
41389 Farms Ltd. ("41389 Farms")	United States	100%	U.S. Dollar

Significant estimates and assumptions
The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting period include determining the fair value of measurements of biological assets, goodwill, contingent consideration for business acquisitions and financial instruments, the recoverable amount of equipment and inventories, and the recoverability and measurement of deferred tax assets.

Significant judgments
The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and

- whether the Company has control, joint control or significant influence over entities in which it holds an interest.

Loss per share
Basic loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding in the period. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes 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.

Early adoption of amendment to IFRS 3 related to the definition of a Business

The IASB has issued Definition of a Business (Amendments to IFRS 3) to clarify the definition of a business for the purpose of determining whether a transaction should be accounted for as an asset acquisition or a business combination. The amendments:

- clarify the minimum attributes that the acquired assets and activities must have to be considered a business;
- remove the assessment of whether market participants can acquire the business and replace missing inputs or processes to enable them to continue to produce outputs;
- narrow the definition of a business and the definition of outputs; and
- add an optional concentration test that allows a simplified assessment of whether an acquired set of activities and assets is not a business.

This amendment is effective for annual periods beginning on or after October 1, 2020 with Earlier application permitted. There was no effect on the consolidated Financial Statements as a result of adopting this amendment on October 1, 2020.

Financial instruments

(i) Classification

The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Financial assets	**Classification under IFRS 9**
Cash	Amortized cost
Accounts receivables	Amortized cost
Due from related party	Amortized cost

Financial liabilities	**Classification under IFRS 9**
Accounts payable and accrued liabilities	Amortized cost
Notes payable	Amortized cost
Convertible debenture - liability	Amortized cost
Convertible preference shares-liability	Amortized cost
Derivative liability	FVTPL
Government loan	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost:

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL:

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

(iii) Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in the Consolidated Statements of Comprehensive Loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Joint arrangements

Under IFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Company has no investments classified as joint operations.

Interests in joint ventures are accounted for using the equity method, after initially being recognized at cost in the statement of financial position as the Company maintains control over the joint venture entities.

Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Company's share of the post-acquisition profits or losses of the investee in profit or loss, and the Company's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

Where the Company's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Company and its associates and joint ventures are eliminated to the extent of the Company's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Company.

At the end of each reporting period, the Company assesses whether there is any evidence that an investment in an equity accounted investment is impaired. This assessment is generally made with reference to the status of licence applications, operating results achieved, and an assessment of the likely results to be achieved from future business operations of the joint venture. When there is evidence that an investment in a joint venture is impaired, the carrying amount of such investment is compared to its recoverable amount.

If the recoverable amount of an equity accounted investment is less than its carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss, being the excess of carrying amount over the recoverable amount, is recognized in the period of impairment.

When an impairment loss reverses in a subsequent period, the carrying amount of the equity accounted investment is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in net earnings in the period the reversal occurs.

Functional currency and foreign currency translation

The functional currency of each entity is determined using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency.

Transactions and balances:

Foreign currency transactions will be translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Foreign operations:

The financial statements of foreign operations whose functional currency is different from the Company's presentation currency will be translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recorded to the Company's other comprehensive income.

Assets held for sale

Assets and liabilities held for sale are no longer depreciated and are presented separately in the consolidated statement of financial position at the lower of their carrying amount and fair value less costs to sell. An asset is recorded as held for sale if its carrying amount will be recovered principally through a sale transaction, rather than through continuing use. For this to be the case, the asset must be available for immediate sale and its sale must be highly probable.

Biological assets

The Company's biological assets consist of hemp plants and are valued using the fair value approach. Production costs are capitalized to biological assets and include all direct and indirect costs relating to biological transformation. While the Company's biological assets are within scope of IAS 41 Agriculture, the direct and indirect costs of biological assets are determined using an approach similar to the capitalization criteria outlined in IAS 2 Inventories. They include direct cost of seeds and growing materials, and indirect costs such as utilities, supplies and equipment rentals used in the growing and harvesting process. Direct labor costs include harvesting, planting, and propagation. Indirect labor relates to quality control processes. All production costs are capitalized as they are incurred and subsequently recorded within cost of goods sold on the consolidated statements of comprehensive loss in the period that the related product is sold. The Company measures biological assets at fair value less cost to sell up to the point of harvest, which becomes the basis for the cost of biomass inventories after harvest. Net unrealized gains or losses arising from the changes in fair value less cost to sell during the year are included in the results of operations for the related year.

Property and equipment

All items of property, plant and equipment are stated at historical cost, less any accumulated depreciation and any accumulated impairment losses. Historical cost includes all costs directly attributable to the acquisition.

Land is not depreciated. Depreciation of other items of property, plant and equipment is calculated on components that have homogeneous useful lives by using the declining balance method so as to depreciate the initial cost down to the residual value over their estimated useful lives, as follows:

Buildings	3%
Trucks and vehicles	10%
Office furniture	20%
Farming equipment	10%

Useful lives, residual values and depreciation methods are reviewed at each year-end. Such a review takes into consideration the nature of the assets, their intended use and technological changes.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in "Other operating income and expenses" in profit or loss.

Research and development

Research costs are expensed when incurred. Internally-generated technology costs are capitalized as intangible assets when the Company can demonstrate that the technical feasibility of the project has been established; the Company intends to complete the asset for use or sale and has the ability to do so; the asset can generate probable future economic benefits; the technical and financial resources are available to complete the development; and the Company can reliably measure the expenditure attributable to the intangible asset during its development. After initial recognition, internally-generated intangible assets are recorded at cost less accumulated amortization and accumulated impairment losses. The Company did not have any development costs that met the capitalization criteria for the years ended September 30, 2021 and 2020.

Revenues

IFRS 15 "Revenue from Contracts with Customers":

Revenue from the sale of hemp or hemp derivatives is recognized at a point in time when control over the goods have been transferred to the customer. Payment is typically due upon transferring the goods to the customer.

Share-based payments

The grant-date fair value of share-based payments awarded to employees settled in equity instruments is generally recognized as an expense determined using Black Scholes option pricing model, with a corresponding increase in equity over the vesting period. The amount recognized as an expense is adjusted to reflect the number of awards for which it is estimated that the service and non-market performance conditions have been satisfied, in that the amount ultimately recognized is based on the actual number of awards that meet the service and non-market performance conditions at the vesting date. For share-based payment awards on shares with other vesting conditions, the measurement of fair value at the vesting date reflects these conditions, and differences between estimate and achievement are not subsequently adjusted.

Warrants

Proceeds from issuances of security units by the Company consisting of shares and warrants are allocated based on the residual method. The value of the warrants is determined to be the difference between gross proceeds over the estimated fair market value of the shares. If the proceeds from the offering are less than or equal to the estimated fair market value of shares issued, a fair value of $Nil is assigned to the warrants.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation.

Deferred income tax:

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

(Expressed in Canadian Dollars)

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

4. CASH

	September 30, 2021	September 30, 2020
	$	$
Bank demand deposits	138,237	16,372
	138,237	16,372

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2021	September 30, 2020
	$	$
Trade payables	331,809	393,017
Accrued liabilities	61,174	275,307
Taxes payable	-	9,137
	392,983	**677,461**

6. BIOLOGICAL ASSETS

The Company's biological assets consist of hemp seeds. The amount capitalized as at September 30, 2021 represents the costs of the hemp seeds and other direct and indirect costs. As at September 30, 2021, the Company determined its biological assets were not recoverable and has written down the fair value of its biological assets to $NIL (2020 - $470).

7. DEPOSITS AND PREPAYMENTS

	September 30, 2021	September 30, 2020
	$	$
Non-refundable Deposits for Acquisition of Industrial Hemp Colorado Properties	555,160	-
Other deposits	23,170	10,878
	578,330	**10,878**

8. ACQUISITION OF PREFERRED SHARES OF WESTERN SIERRA RESOURCE CORPORATION

(a) On February 8, 2021, the Company signed the Definitive Agreement with Prescient Strategies Group LLC ("PSG") to acquire all of its Western Sierra Resource Corporation (OTC: WSRC) ("WSRC") non-participating Preferred A Class Share holdings ("WSRC Prefs") in a private, third party transaction.

Transaction Details:

Prescient Strategies Group LLC held 19,875,000 Series A WSRC non-participating Prefs (with Voting Rights of 100 votes per share) on February 8, 2021. On signing of the Definitive Agreement, GHG acquired 11,006,440 unencumbered WSRC Prefs from PSG for 11,006,400 GHG Preferred B shares ("GHG Prefs").

An additional 8,868,560 WSRC Prefs have been pledged as collateral to secure US$3,842,269 loans to WSRC. These encumbered WSRC Prefs will also be acquired by GHG upon the restructuring WSRC's existing debt (the " WSRC Debt") by way of, but not limited to, the consolidation, refinance or extension of the existing WSRC Debt (the "WSRC Debt Restructuring"). Further to the WSRC Debt Restructuring, the WSRC Debt will have a maturity of a minimum of three years, with the objective of replacing existing notes and releasing the WSRC Prefs as collateral.

As part of the contemplated transaction, GHG will issue 15,000,000 common share purchase warrants to PSG (the "GHG Warrants"). The GHG Warrants will be exercisable for a period of five years at a price per GHG Warrants of $0.05 per share.

GHG Pref Details:

The GHG Prefs have a fixed redemption price of US$0.50 per preferred share and a maturity date of ten years following their issuance. The GHG Prefs are non-voting, are paying an annual dividend of US$0.01 per share, paid in cash, and are convertible into two common shares of GHG for every GHG Pref held by each holder thereof.

The GHG Prefs are secured by the WSRC Prefs. The GHG Prefs are redeemable by GHG at face value plus any accrued and unpaid dividends any time after the refinancing of the WSRC Debt and the term of the WSRC Debt has been extended to a period of at least three years or redeemable on or before the maturity date on May 14, 2031. Should PSG decide to sell its GHG Prefs in a private third party transaction, GHG will be granted a thirty day Right of First Refusal (the ''GHG ROFR'') to match any *bona fide* offer by a third-party, before PSG can act on such third-party offer.

As at September 30, 2021, GHG made advances for the settlement of WSRC debts totaling $1,521,391 or US$ 1,209,508). Pursuant to an agreement between GHG and WSRC, these advances were receivable from WSRC due by August 2024.

(b) On May 14, 2021, PSG exchanged its 11,006,400 WSRC Prefs for 11,006,400 GHG Prefs. As a result, the Company has 46.85% of the voting rights of WSRC. The two directors of WSRC own 44.6% of the common shares of WSRC and one director controls the remaining 8,868,560 WSRC Prefs. The Company estimated the fair value on May 14, 2021 of the consideration for the acquisition of the 11,006,400 WSRC Prefs at $3,676,707 (US$3,036,343).

The allocation of the estimated fair value associated with the consideration given up by the Company on May 14, 2021 is as follows:

(Expressed in Canadian Dollars)

	Canadian Dollar	**US Dollar**
	$	$
GHG Prefs - Convertible Preference Shares Liabilities (Note 8(c))	2,022,726	1,670,432
GHG Prefs - Conversion Feature Derivative Liabilities (Note 8(c))	989,881	817,476
Fair value of 15,000,000 warrants of the Company	664,100	548,435
Fair value of 11,006,400 WSRC Prefs on May 14, 2021	**3,676,707**	**3,036,343**

As at September 30, 2021, the fair value for the 11,006,400 WSRC Prefs held by the Company was determined to be $NIL (September 30, 2020 - $NIL). The Company determined the value to be $NIL as until such time the GHG Prefs are redeemed, the Company cannot sell, transfer or otherwise dispose of the WSRC Prefs.

(c) 11,006,400 GHG Prefs issued to PSG on May 14, 2021 is classified as financial liability under IAS 32 due to the fixed maturity date of 10 years from issuance date and the mandatory redemption value of US$5,503,220 (11,006,440 GHG Prefs at US$0.50) at maturity date. The conversion feature included in the 11,006,400 GHG Prefs is classified as derivative liability with an estimated fair value of $989,881 (US$817,476) on the date of initial recognition on May 14, 2021.

The fair value of the Convertible Preference Shares Debt Host for $2,022,726 (US$1,670,432) is the present value on May 14, 2021, for the face value redemption of US$5,503,220 and a dividend annuity of US$110,064 at a discount rate of 16% with a maturity date 10 years from May 14, 2021.

The cash obligations associated with the GHG Prefs with the assumption of no conversion to maturity are as follows:

	Annual Dividend	Mandatory Redemption Value
Due Date	US Dollars	US Dollars
May 13, 2022	110,064	-
May 13, 2023	110,064	-
May 13, 2024	110,064	-
May 13, 2025	110,064	-
May 13, 2026	110,064	-
May 13, 2027	110,064	-
May 13, 2028	110,064	-
May 13, 2029	110,064	-
May 13, 2030	110,064	-
May 13, 2031	110,064	5,503,220
Total	**1,100,644**	**5,503,220**

(Expressed in Canadian Dollars)

The continuity of the Convertible Preference Shares Liabilities is as follows:

	Canadian Dollar	**US Dollar**
	$	$
Balance, September 30, 2020	-	-
Initial Recognition	2,022,726	1,670,432
Dividend advances	(56,764)	(45,860)
Accretion	126,244	101,390
Foreign exchange	106,842	-
Balance, September 30, 2021	**2,199,048**	**1,725,962**

9. GHG PREFS – CONVERSION FEATURE DERIVATIVE LIABILITIES

	Derivate Liability - GHG Prefs Conversion Feature
	$
Balance, September 30, 2019 & 2020	-
Initial recognition	989,881
Fair value changes	(220,109)
Balance, September 30, 2021	**769,772**

The fair value of the initial recognition of the conversion feature included in the 11,006,400 GHG Prefs (note 8) was determined to be $989,881 (US$817,476) using the Black-Scholes option pricing model with the following assumptions: expected life of 10 years, volatility of 203%, dividend yield of 0%, and risk-free rate of 1.63%.

The fair value of the revaluation of the conversion feature included in the 11,006,400 GHG Prefs (note 8) was determined to be $769,772 (US$604,169) using the Black-Scholes option pricing model with the following assumptions: expected life of 9.62 years, volatility of 203%, dividend yield of 0%, and risk-free rate of 1.52%. The Company designated the change in fair value of $220,109 through profit and loss for the year ended September 30, 2021 (September 30, 2020 - $NIL). As all inputs used in the model are observable, the derivatives fall in Level 2 of the fair value hierarchy.

(Expressed in Canadian Dollars)

10. PROPERTY AND EQUIPMENT

	X-West Colorado Industrial Property	Land	Buildings	Office furniture	Trucks & Vehicles	Farming equipment	Incorporation costs	Total
Cost:	$	$	$	$	$	$		$
Balance, September 30, 2019	-	-	-	-	-	353,197	642	353,839
Acquisition of control of subsidiaries	-	1,067,123	379,164	1,696	47,800	237,141	-	1,732,924
Allocation from acquisition consideration	-	469,996	160,371	-	-	-	-	630,367
Foreign currency translation	-	(3,111)	(985)	(2)	(99)	(853)	-	(5,050)
Reclassification as assets held for sale	-	-	-	-	-	(353,197)	-	(353,197)
Balance, September 30, 2020	-	1,534,008	538,550	1,694	47,701	236,288	642	2,358,883
Acqusition (disposal)	1,706,320	(1,472,348)	(517,615)	-	-	(5,382)	(642)	(289,667)
Foreign currency translation	-	(61,660)	(20,935)	(81)	(2,205)	(12,376)	-	(97,257)
Impairment	-	-	-	(1,613)	(45,496)	(218,530)		(265,639)
Balance, September 30, 2021	**1,706,320**	-	-	-	-	-	-	**1,706,320**
Amortization:								
Balance, September 30, 2019	-	-	-	-	-	134,927	-	134,927
Reclassification as assets held for sale	-	-	-	-	-	(156,753)	-	(156,753)
Charge for the period	-	-	113	2	30	21,965	-	22,110
Balance, September 30, 2020	-	-	113	2	30	139	-	284
Disposal	-	-	(8,132)	-	-		-	(8,132)
Change for the period	-	-	8,132	320	4,683	21,684	-	34,819
Foreign currency translation	-	-	(113)	-	6	30	-	(77)
Impairment	-	-	-	(322)	(4,719)	(21,853)	-	(26,894)
Balance, September 30, 2021	-	-	-	-	-	-	-	-
Net book value:								
At September 30, 2021	1,706,320	–	-	-	-	–	–	1,706,320
At September 30, 2020	–	1,534,008	538,437	1,692	47,671	236,149	642	2,358,599

Impairment of equipment of the Oregon operation

On July 28, 2021, the Company’s Oregon farmland sale closed. Upon the completion of the sale of the Oregon farmland, the Company impaired $238,745 (US$187,383) net book value of the equipment, building structure, and office furniture used for the Oregon hemp operation as the Company was unable to find an interested buyer for the equipment prior to the sale of the Oregon farmland due to significant downturn in the hemp industry in Oregon beginning in 2020 and the lack of personnel after the cease of the Oregon operation with the COVID travel restrictions.

The Undertaking Agreement for three Colorado Industrial Properties

On August 25, 2021, the Company and WSRC entered into an undertaking agreement related to the acquisition of three Colorado Industrial Properties including X-West Property, 166 Acre Deepe Property and 664 Acre Deep Property (the "Colorado Undertaking Agreement") with the key terms as follows:

The Company has paid all deposits due for the acquisition of the three Colorado Properties and shall continue to pay all required funding for all future amounts due related to these properties.

- WSRC acknowledges that they are temporarily holding the Colorado Industrial Properties solely for the benefit of the Company;

- Upon completion of the acquisition of the 166 Acre Deepe Property and the 664 Acre Deepe Property (not completed as of September 30, 2021), WSRC undertakes to take all necessary measures to transfer title of these two properties upon simple written request of the Company without delay whatsoever or right of set-off as the case may be;

- Upon simple written request of the Company, WSRC undertakes to take all necessary measures to transfer title of the X-West Property without delay whatsoever or right of set-off as the case may be;

- WSRC undertakes to refrain from alienating, selling, transferring, converging, pledging, assigning, borrowing against, encumbering with a real right whatsoever or changing the destination of the three Colorado Industrial Properties under any circumstance, save and except with the prior written consent of the Company which may be unfulfilled unreasonably;

- No later than 5 business days following the payment of U$1,000,000 by the Company to WSRC for the settlement of WSRC's debts (paid in August 2021), WSRC undertakes to file a Deed of Trust recorded in the records of the Routt County, Colorado Clerk and Recorder's Office, whereby the Company will become a secured creditor of WSRC and will guarantee its water assets in consideration of the payment of US$1,000,000. As of the date of this report, the Deed of Trust has not been filed by WSRC.

a) X-West Property

The Company completed the acquisition of the X-West Property through WSRC on June 15, 2021. The purchase price of the X-West Property was US$1,400,000 ($1,706,320) with a mortgage balance of US$1,250,000 at an annual interest rate of 6% due on or before December 15, 2022.

Pursuant to the Colorado Undertaking Agreement, the Company will settle the mortgage balance of US$1,250,000 on or before November 4, 2022 with three equal instalments (outstanding as at September 30, 2021).

b) 166 Acre Deepe Property

The Company made a non-refundable deposit of US$250,000 on May 12, 2021 for the acquisition of the 166 Acre Deepe Property through WSRC as described above. The Company will need to pay US$2,250,000 on or before April 1, 2022 (not completed as of the date of the release of these financial statements) in order to complete the acquisition of the 166 Acre Deepe Property.

c) 664 Acre Deepe Property

The Company made a non-refundable deposit of US$200,000 in August 2021 for the acquisition of the 664 Acre Deepe Property through WSRC as described above. The Company will need to pay US$2,300,000 on or before

(Expressed in Canadian Dollars)

April 1, 2022 (not completed as of the date of the release of these financial statements) in order to complete the acquisition of the 664 Acre Deepe Property.

Loss on sale of assets held for sale of 703551 N.B. Ltd.

During the year ended September 30, 2020, the Company decided to sell its farming equipment in 703551 N.B. Ltd., the Company recorded impairment of $191,144. The recoverable amount was determined by its estimated fair value less cost of disposal at $5,000 and the Company reclassified the farming equipment as assets held for sale. Subsequent to the year-end, the Company sold the equipment for $5,000.

11. RELATED PARTY TRANSACTIONS

Key Management Compensation:

	Nature of transactions	Years ended September 30, 2021	2020
		$	$
President/CEO	Salaries/Consulting fees	100,000	10,000
Director	Consulting fees	37,350	-
CFO	Accounting fees	7,000	6,500
Director	Consulting	$18,007(U$14,000)	-
Director	Legal fees	99,557	35,551
Directors and officers	Share-based compensation	571,000	305,677

Included in accounts payable and accrued liabilities, was $92,435 (2020 - $128,403) due to directors and officers for unpaid consulting fees and expense reimbursements. These amounts are unsecured, non-interest bearing with no fixed payment terms.

During the year ended September 30, 2021, the Company incurred salaries and accrued vacation pay of $105,200 for the service of the President/CEO (2020 - $10,000 consulting fees) and recognized share based compensation of $336,000 (2020 - $154,632). The President/CEO participated in the private placement which closed on December 11, 2020 (note 12) though a subscription of 4,000,000 units at $0.015/unit. A balance of $10,029 (including accrued September 2021 wages of $10,000) was owed to the CEO as at September 30, 2021 (2020 - $52,500).

During the year ended September 30, 2021, the Company incurred accounting fees of $7,000 for the service of an entity owned by the CFO (2020 - $6,500) and recognized share based compensation of $16,000 (2020 - $NIL). A balance accrued for the CFO services of $2,000 was recorded as at September 30, 2021 (2020 - $3,575).

During the year ended September 30, 2021, the Company incurred consulting fee of US$14,000 or $18,007 (2020 - $NIL) to PSG, an entity controlled by a director of the Company (note 8). PSG is the holder of GHG Prefs entitled a monthly dividend of US$9,172. On September 15, 2021, the Company and PSG entered into a consulting fee agreement whereby PSG is entitled to a monthly consulting fee of US$4,000.

During the year ended September 30, 2021, the Company incurred legal fees of $99,557 (2020 - $35,551) and recognized share based compensation of $35,000 for the service of a law firm controlled by a director (2020 - $NIL). On March 9, 2021, the director exercised 500,000 share purchase options with exercise price of $0.055/share. A balance of $68,198 was owed to the law firm as at September 30, 2021 (2020 - $31,078).

During the year ended September 30, 2021, the Company incurred consulting fee of $37,350 (2020 - $NIL) to an entity controlled by a director of the Company and recognized share based compensation of $160,000 for the director (2020 - $150,623). A balance of $11,500 was owed to the director as at September 30, 2021 (2020 - $26,250).

During the year ended September 30, 2021, the Company recognized share based compensation of $24,000 (2020 - $NIL) to a director. A balance of $708 was owed to the director as at September 30, 2021 (2020 - $15,000).

12. CAPITAL STOCK

Authorized
Unlimited number of common shares and Class B preferred shares without par value.

Issued and outstanding

Changes during year ended September 30, 2021

On October 8, 2020, 1,700,000 common shares of the Company were issued for the loan inducement with a fair value of $0.02 per share.

On November 30, 2020, 400,000 common shares of the Company were issued for the loan inducement with a fair value of $0.02 per share.

On December 11, 2020, the Company closed a private placement of non-brokered private placement, consisting of 51,600,000 units ("Units") at a price of $0.015 per Unit for gross proceeds of $774,000 (the “Private Placement”). Each unit is comprised of one common share of the Company (a "Common Share" and collectively, the "Common Shares") and one common share purchase warrant (each whole warrant a "Warrant" and collectively, the "Warrants") of the Company. Each whole Warrant shall entitle the holder thereof to acquire one additional Common Share at a price of $0.05 per Common Share for a period expiring on September 8, 2023. The warrants will be listed for trading on the CSE after the expiry of the hold period and will have identical terms to the 11,076,741 listed warrants of the Company currently outstanding and trading under the ticker symbol GHG.WT. In the event that the Company’s common shares trade on the Canadian Securities Exchange (or such other exchange on which the common shares may be traded at such time) at a volume weighted average price of $0.12 per share or more for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by giving notice to the holders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given to the holder by the Company. All securities issued are subject to a four-month plus a day hold period from the date of issuance in accordance with applicable securities laws.

On December 11, 2020, 1,600,000 common shares and 1,880,000 share purchase warrants of the Company were issued as a finder’s fee for this private placement. The 1,880,000 share purchase warrants are exercisable at $0.05 with the expiry date on September 8, 2023.

On January 26, 2021, 1,000 share purchase warrants with an exercise price of $0.05/share were exercised resulting in the issuance of 1,000 common shares.

On February 3, 2021, 295 share purchase warrants with an exercise price of $0.05/share were exercised resulting in the issuance of 295 common shares.

On February 10, 2021, 8,333 share purchase warrants with an exercise price of $0.05/share were exercised resulting in the issuance of 8,333 common shares.

On February 22, 2021, 1,000,000 common shares were issued to a third-party consultant in exchange for advertising and promotion service at a value of $70,000. The closing quote of the shares on February 22, 2021 was $0.09 and a loss on settlement of service with shares for $20,000 was recognized during the year ended September 30, 2021.

On March 1, 2021, 20,000 share purchase warrants with an exercise price at $0.05/share were exercised resulted in the issuance of 20,000 common shares.

On March 9, 2021, 500,000 share purchase options with an exercise price at $0.055/share were exercised resulted in the issuance of 500,000 common shares.

On March 18, 2021, 353,332 share purchase warrants with an exercise price at $0.05/share were exercised resulted in the issuance of 353,332 common shares.

On March 23, 2021, 2,150,000 share purchase options with an exercise price at $0.05/share were exercised resulted in the issuance of 2,150,000 common shares.

On June 25, 2021, 3,000,000 share purchase warrants with an exercise price at $0.055/share were exercised resulted in the issuance of 3,000,000 common shares.

On June 28, 2021, the holder of the convertible debenture with a face value of $500,000 converted into 10,000,000 units which resulted in the issuance of 10,000,000 common shares and 10,000,000 share purchase warrants.

On July 7, 2021, 500 units of the debentures with a value of $500,000 were converted into 10,000,000 common shares and 10,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

On July 8, 2021, the Company issued 500 units of debentures for gross proceeds of $500,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into share units at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

On July 23, 2021, 100 units of the debentures with a value of $100,000 were converted into 2,000,000 common shares and 2,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

On August 16, 2021, 50 units of the debentures with a value of $50,000 were converted into 1,000,000 common shares and 1,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

On August 18, 2021, 100 units of the debentures with a value of $100,000 were converted into 2,000,000 common shares and 2,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

(Expressed in Canadian Dollars)

On September 1, 2021, 500 units of the debentures with a value of $500,000 were converted into 10,000,000 common shares and 10,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

Changes during year ended September 30, 2020

On September 10, 2020, the Company issued 11,076,741 units as a result of the closing of the Rights Offering raised total gross proceeds of $221,535. Each unit consists of one free trading common shares and one share purchase warrants (the "Warrants") with an initial expiry term of thirty six months exercisable at a price of $0.05. In the event that the Company's common shares trade on the CSE (or such other exchange on which the common shares may be traded at such time) at a volume weighted average price of $0.12 per share or more for a period of 10 consecutive trading days, the Company will have the right to accelerate the expiry date of the Warrants by giving notice to the holders thereof and, in such case, the Warrants will expire on the 30th day after the date on which such notice is given to the holder by the Company.

On September 30, 2020, the Company issued 12,386,675 common shares to MCOA related to the acquisition of the remaining 50% interest in the Oregon Joint Venture.

Warrants

A continuity of the Company's warrants is as follows:

	Number of Warrants	Weighted average exercise price	Weighted average number years to expiry
Balance, September 30, 2019	34,519,873	$ 0.14	-
Granted	11,076,741	$ 0.05	-
Expired	(154,315)	$ 0.13	-
Cancelled	(1,800,000)	$ 0.12	-
Balance, September 30, 2020	43,642,299	$ 0.12	1.73
Cancelled	(1,100,000)	$ 0.36	-
Exercise	(3,382,960)	$ 0.05	-
Expired	(1,369,333)	$ 0.33	-
Granted	112,280,000	$ 0.05	2.37
Balance, September 30, 2021	150,070,006	$ 0.07	2.27

The fair value of 1,880,000 warrants granted during the three months ended December 31, 2020 related to the finder's fees was determined to be $49,686 using the Black-Scholes option pricing model with the following assumptions: expected life of 2.74 years, volatility of 203%, dividend yield of 0%, and risk-free rate of 0.30%.

The fair value of the graded vesting portion for the year ended September 30, 2021 for the 9,000,000 warrants granted in January 2021 related to the consulting services was determined to be $580,000 using the Black-Scholes option pricing model with the following assumptions: expected life of 5 years, volatility of 232%, dividend yield of 0%, and risk-free rate of 0.42%.

(Expressed in Canadian Dollars)

The average stock price on the date of exercise of warrants was $0.06.

The consulting contracts include provisions to issue 12,000,000 warrants on the first and second anniversary with the following terms: exercise price based on the previous 10 day VWAP, but in no case less than $0.05 that vest 50% on grant and 6 months from the day of issuance. The fair value of the awards was determined to be $1,546,000 using the Black Scholes option pricing model with the following assumptions: expected life of 5 years, volatility of 232%, dividend yield of 0%, and risk free rate of 0.42%. $674,575 was recognized as an expense in the year ended September 30, 2021.

As at September 30, 2021, the Company had the following warrants outstanding:

Date Issued	Expiry Date	Exercise Price	Number of Warrants Outstanding
February 28, 2017	February 28, 2022	$0.05	1,519,350
March 7, 2018	March 1, 2023	$0.15	12,376,875
December 12, 2018	December 10, 2023	$0.12	16,200,000
September 11, 2020	September 8, 2023	$0.05	10,693,781
December 11, 2020	September 8, 2023	$0.05	53,480,000
January 25, 2021	January 25, 2026	$0.055	6,000,000
May 14, 2021	May 14, 2026	$0.05	15,000,000
June 28, 2021	September 8, 2023	$0.05	10,000,000
July 7, 2021	September 8, 2023	$0.05	11,000,000
July 13, 2021	July 12, 2023	$0.05	800,000
July 23, 2021	September 8, 2023	$0.05	2,000,000
August 17, 2021	September 8, 2023	$0.05	1,000,000
September 1, 2021	September 8, 2023	$0.05	10,000,000
			150,070,006

Stock options

On May 17, 2021, the Company granted 4,000,000 stock options to external consultants. 1,000,000 stock options of this grant are fully vested on grant date whereby each option entitles the holder to purchase one common share of the Company at $0.05 per share. These stock options have a vesting provision that requires the holder to bring investment to the Company in an amount of at least $500,000. For the remaining 3,000,000 stock options, these conditions have not been met as at September 30, 2021. As a result, the Company did not recognize any share-based compensation related to these 3,000,000 stock options for the fiscal year ended September 30, 2021. The expiry date of these options is May 17, 2026. The fair value of these options was determined to be $178,000 ($45,000 for stock options vested as at June 30, 2021 and $133,000 for stock option not yet vested as at June 30, 2021) using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of 5.00 years, volatility of 216%, dividend yield of 0%, and risk-free rate of 0.95%.

On May 3, 2021, the Company granted 3,000,000 stock options to external consultants. Each option entitles the holder to purchase one common share of the Company at $0.05 per share and fully vested on grant date. The expiry date of these options is May 3, 2026. The fair value of these options was determined to be $133,000 using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of 5.00 years, volatility of 217%, dividend yield of 0%, and risk-free rate of 0.92%.

On January 27, 2021, the Company granted 2,500,000 stock options to external consultants. Each option entitles the holder to purchase one common share of the Company at $0.06 per share and fully vested on grant date. The expiry date of these options is January 27, 2026. The fair value of these options was determined to be $200,000 using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of 5.00 years, volatility of 261%, dividend yield of 0%, and risk-free rate of 0.41%.

On January 25, 2021, the Company granted 5,300,000 stock options to external consultants. Each option entitles the holder to purchase one common share of the Company at $0.055 per share and fully vested on grant date. The expiry date of these options is January 25, 2026. The fair value of these options was determined to be $371,000 using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of 5.00 years, volatility of 261%, dividend yield of 0%, and risk-free rate of 0.44%.

On November 30, 2020, the Company granted 5,300,000 stock options to external consultants. Each option entitles the holder to purchase one common share of the Company at $0.05 per share and fully vested on grant date. The expiry date of these options is November 25, 2025. The fair value of these options was determined to be $101,437 using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of 4.97 years, volatility of 197%, dividend yield of 0%, and risk-free rate of 0.43%.

On August 9, 2019, the Company granted 5,750,000 stock options to directors and consultants. Each option entitles the holder to purchase one common share of the Company at $0.06 per share. 4,750,000 of the stock options fully vested on the grant date and 1,000,000 vested 25% on grant date and then 25% on each of December 31, 2019, 2020, and 2021. The expiry date of these options is August 8, 2024. The fair value of these options was determined to be $314,417 using the Black-Scholes option pricing model with the following weighted average assumptions: expected life of 5 years, volatility of 143%, dividend yield of 0%, and risk-free rate of 1.26%. The Company recognized cumulative share based compensation of $304,809 in connection with this grant.

(Expressed in Canadian Dollars)

A continuity of the Company's options is as follows:

	Options	Weighted average exercise price	Weighted average number years to expiry
Balance, September 30, 2019	18,650,000	$0.08	-
Cancelled	(2,650,000)	$0.16	-
Balance, September 30, 2020	16,000,000	$0.072	2.34
Cancelled	(3,500,000)	$0.13	-
Exercised	(2,650,000)	$0.051	-
Expired	(6,100,000)	$0.08	-
Granted	20,100,000	$0.053	4.38
Balance, September 30, 2021	23,850,000	$0.053	3.43

The average stock price on the date of exercise was $0.08.

As at September 30, 2021, the Company had the following options outstanding:

Date Granted	Expiry Date	Exercise Price	Number of Options Outstanding	Number of options Exercisable
September 21, 2017	September 20, 2022	$0.05	5,200,000	5,200,000
September 24, 2018	September 20, 2023	$0.16	150,000	150,000
August 9, 2019	August 8, 2024	$0.06	1,050,000	1,050,000
November 26, 2020	November 25, 2025	$0.05	3,150,000	3,150,000
January 25, 2021	January 25, 2026	$0.055	4,800,000	4,800.000
January 27, 2021	January 27, 2026	$0.06	2,500,000	2,500,000
May 3, 2021	May 3, 2026	$0.05	3,000,000	3,000,000
May 17, 2021	May 17, 2026	$0.05	4,000,000	1,000,000
			23,850,000	**20,850,000**

Share based payment reserve

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Foreign currency translation reserve

The foreign currency translation reserve records unrealized exchange differences arising on translation of foreign operations that have a functional currency other than the Company's reporting currency.

Basic and diluted loss per share

Diluted loss per share does not include the effect of 150,070,006 warrants and 23,850,000 options as the effect would be anti-dilutive.

13. NOTE PAYABLE

a) *X-West Colorado Industrial Property Mortgage*

With reference to note 10(a), the Company assumed the mortgage balance of U$1,250,000.

As at September 30, 2021, US$833,333 or $1,061,750, two thirds of the mortgage balance is due on or before September 30, 2022 and is classified as current (2020 - $NIL).
As at September 30, 2021, US$416,667 or $530,875, one third of the mortgage balance is due on or before November 4, 2022 and is classified as long-term (2020 - $NIL).

The accrued interest as at September 30, 2021 was US$21,986 or $28,013 (2020 - $NIL).

b) *41389 Farms*

On April 30, 2018, the vendor of the farmland property held by 41389 Farms (the "Oregon Farmland Property") issued a promissory note to 41389 Farms in the amount of US$695,000 (the "Note Payable").

<u>Interest rate</u>

The initial interest rate shall be Four Percent (4.0%) for the period up to September 30, 2018. The interest rate shall be adjusted effective on October 1 of each year during the term of this Note. The adjusted interest rate will be determined by adding 1.15 percentage points (1.15%) to the Ten Year US Treasury Note as of the market close on September 30 of each year. This amount will be the new interest rate until the next following October l, when the rate shall again be adjusted. The adjusted interest rate for the interest calculation for the fiscal period ended September 30, 2021 was 2.83%.

<u>Payment term</u>

The Company shall make monthly payments to the vendor in the amount of US$7,036. The first payment was due on June l, 2018 and subsequent payments due on the first day of each month thereafter, until May 1, 2021, when the entire principal balance and accrued unpaid interest shall be all due and payable.

Any prepayment shall not postpone the due date of any subsequent payments, unless the lender shall otherwise agree in writing. There is no penalty for prepayment. A late payment penalty of 5% shall apply to any payment not made within 15 days of its due date.

On February 27, 2021, the Company and the vendor agreed to extend the due date of the entire balance from May 1, 2021 to December 31, 2021. The interest rate will be adjusted to 5.4% per annum for the period from October 1, 2021 to December 31, 2021.

<u>Balance due as at September 30, 2021 and 2020</u>

As at September 30, 2021, the principal balance outstanding was $NIL (2020 - $745,221 (US$558,678)). The entire balance was settled on July 28, 2021 at the closing of the sale of the Oregon Farmland Property.

c) Short-term loans

The Company received short term loans in the amount of $15,000 during the quarter ended December 31, 2020 and $50,000 during the fourth quarter of the year ended September 30, 2020. These short-term loans are non-interest bearing loans and were settled by cash repayments of $25,000 on December 11, 2020, $7,500 on December 14, 2020 and $25,000 on December 21, 2020 and through the issuance of common shares valued at $7,500 on December 6, 2020.

Two tranches of bonus shares totaling 2,100,000 common shares were issued to the Lenders for this transaction as a loan inducement: First tranche of 1,700,000 common shares with total fair value of $34,000 was recorded on the share issuance date on October 8, 2020 whereby the Company recognized the fair value of $25,500 of the $34,000 during the fiscal year ended September 30, 2020. Second tranche of 400,000 common shares with fair value of $9,000 was recorded on the share issuance date on November 30, 2020.

d) Innovative Inc.

On December 1, 2014, the Company converted $18,355 of its accounts payable owing to a company ("Lender"), controlled by the relative of a former director, into a promissory note. This promissory note is payable on demand and bears interest of 12% per annum. The promissory note is secured by a general and continuing collateral security in favor of the Lender. As of September 30, 2021, the Company had a balance payable of $33,407 (2020-$31,205).

14. LOSS ON SALE OF PROPERTY IN OREGON

Sale of the Oregon Farmland Property and settlement of the Note Payable

On July 28, 2021, 41389 Farms Ltd., the Company's wholly own subsidiary in Oregon disposed of its Oregon Farmland Property including land and building with a carry cost of $1,953,707. The Company received gross proceeds of $1,101,392 (US$900,000) and net proceeds of $1,029,522 (US$841,272) after transaction costs and related legal trust fees totalling US$58,431. Of the net proceeds received $626,496 (US$514,373) was paid to the mortgage holder of the Oregon Farmland Property (Note 13(b)). The Company recognized a loss on sale of the assets held for sale in the amount of $924,185.

15. CONVERTIBLE DEBENTURES

a) 500 units of debentures on June 22, 2021,

Issuance

the Company issued 500 units of debentures for gross proceeds of $500,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into shares at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

Conversion

On June 28, 2021, 500 units of the debentures with a value of $500,000 were converted into 10,000,000 common shares and 10,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

b) 500 units of debentures on July 5, 2021,

Issuance

On July 5, 2021, the Company issued 500 units of debentures for gross proceeds of $500,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into shares at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

Conversion

On July 7, 2021, 500 units of the debentures with a value of $500,000 were converted into 10,000,000 common shares and 10,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

c) 500 units of debentures on July 9, 2021

Issuance

On July 9, 2021, the Company issued 500 units of debentures for gross proceeds of $500,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into shares at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

Conversion

On July 22, 2021, 100 units of the debentures with a value of $100,000 were converted into 2,000,000 common shares and 2,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

On August 18, 2021, 100 units of the debentures with a value of $100,000 were converted into 2,000,000 common shares and 2,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

d) 500 units of debentures on August 30, 2021

Issuance

On August 30, 2021, the Company issued 500 units of debentures for gross proceeds of $500,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into shares at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

Conversion

On September 1, 2021, 500 units of the debentures with a value of $500,000 were converted into 10,000,000 common shares and 10,000,000 share purchase warrants with an exercise price of $0.05 and expiry date on September 8, 2023.

(Expressed in Canadian Dollars)

e) 15 units of debentures on September 12, 2021

Issuance

On September 12, 2021, the Company issued 15 units of debentures for gross proceeds of $15,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into shares at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

f) 35 units of debentures on September 24, 2021

Issuance

On September 24, 2021, the Company issued 35 units of debentures for gross proceeds of $35,000. The principal amount of the debentures matures on September 8, 2023 (the "Maturity Date"), are unsecured, and accrue interest at 7% per annum. The principal amount of the debentures and any accrued but unpaid interest thereon is convertible into shares at a price of $0.05 per share at any time before the Maturity Date and share purchase warrants with an exercise price of $0.05 per share and an expiry date of September 8, 2023.

	Liability	Equity (Reserve - Conversion Feature)	Equity (Share Capital)	Total
	$			$
Balance, September 30, 2019 & 2020	-	-	-	-
Proceeds	1,959,912	90,088	-	2,050,000
Transaction costs	(64,118)	(12,682)	-	(76,800)
Conversions	(1,641,326)	(27,955)	27,955	(1,641,326)
Accretions	11,398	-	-	11,398
Balance, September 30, 2021	**265,866**	**49,451**	**27,955**	**343,272**

For accounting purposes, the debentures were separated into liability and equity components. Fair value of the liability component is first determined by discounting the face value and coupon interest to the present value at the inception date of the debentures. The effective interest rate for the liability components is 16% with a maturity date of September 8, 2023. The equity component related to the common share conversion feature is then estimated by subtracting the fair value of the liability component from the gross proceeds of the debenture.

16. US GOVERNMENT SMALL BUSINESS LOAN

Since the outbreak of the COVID-19 pandemic in March 2020, the American Federal government has announced various types of assistance to aid business through the ongoing COVID-19 pandemic. On May 14, 2020, the Company received the approval for the Paycheck Protection Program Loan for loan proceeds of U$61,000 (the "PPP Loan"). The Company expected to receive the approval for the forgiveness of the full amount of U$61,000 in fiscal 2020. As such, the Company recognized the government loan forgiveness of U$61,000 in the statement of profit and loss for the fiscal year ended September 30, 2020. On December 14, 2021, the Company received a denial of the forgiveness of the loan amount by the Small Business Administration of the American Federal Government ("SBA") which resulted in the full amount of U$61,000 being due. Due to the high degree of uncertainty of the ultimate appeal decision from the SBA, the Company reinstated the PPP Loan and accrued 1% per annum interest from the date of the receipt of the loan proceeds on June 22, 2020. As at September 30, 2021, the PPP Loan principal amount outstanding was U$61,000 or $77,720 (September 30, 2020 - $NIL) and accrued interest of U$777 or $990 (September 30, 2020 - $NIL). The Company plans to appeal the denial.

(Expressed in Canadian Dollars)

17. NON-CONTROLLING INTEREST

The non-controlling interest consists of 50% ownership of 703551 N.B Ltd., which was incorporated on July 5, 2018. On June 18, 2021, 703551 N.B.Ltd was dissolved. The Company recognized a loss on disposal of subsidiary for $45,618 as follows:

	Carrying Amount of Non-controlling interest
	$
Balance, September 30, 2020	(42,800)
Share of net loss of 703551 N.B.Ltd. from October 1, 2020 to June 18, 2021	(2,176)
Loss on disposal of 703551 N.B.Ltd. related to the write-off of non-recoverable amount from non-controlling interests on disposal on June 18, 2021	44,976
Balance, September 30, 2021	-

Loss on disposal of 703551 N.B. Ltd.

	$
Write-off of non-recoverable amount from non-controlling interests on disposal on June 18, 2021	44,976
Write-off of Incorporation costs on dissolution of 703551 N.B.Ltd.	642
Loss on disposal of 703551 N.B. Ltd.	**45,618**

The following is the summarized statement of financial position of 703551 N.B. Ltd, as at June 18, 2021 and September 30, 2020:

	June 18, 2021	**September 30, 2020**
Current:		$
Assets	-	5,038
Total current net assets	-	5,038
Non-current		
Assets	-	642
Total non-current net assets	-	642
Total net contributions by partners	-	5,680

The following is the summarized comprehensive loss of 703551 N.B .Ltd, for the current period ended on the dissolution date and the year ended September 30, 2020.

(Expressed in Canadian Dollars)

	Period from October 1, 2020 to June 18, 2021	Nine months ended September 30, 2020
	$	$
Revenue	–	–
Costs of sales recovery	–	2,478
Operating expenses	(5,100)	(27,971)
Gain (loss) on assets held for sale	751	(191,444)
Net loss	(4,349)	(216,937)

18. INVESTMENT IN JOINT VENTURES

As at September 30, 2020, the balance of Investment in Joint Ventures comprised of the followings:

	CBA Oregon	41389 Farms	Total
Balance as at September 30, 2019	**536,303**	**525,076**	**1,061,379**
Contributions	411,702	39,953	451,655
Share of profit or (loss) for the period	(449,047)	(32,928)	(481,975)
Deemed disposal on change of control	(498,958)	(532,101)	(1,031,059)
Balance as at September 30, 2020	**–**	**–**	**–**

a) Scio, Oregon Project

Incorporation of 41389 Farms and Acquisition of Agricultural Property

On March 23, 2018, the Scio, Oregon Project was incorporated as an Oregon Corporation. The Company held 50% of the shares and the other 50% were held by MCOA until September 28, 2020 when the Company acquired a 100% interest.

b) CBA Oregon

On May 8, 2018, the Company and MCOA entered into a joint venture agreement for the development of a hemp farm. CBA Oregon was incorporated under the laws of Oregon State on April 19, 2018. The Company held 50% of the shares and the other 50% were held by MCOA until September 28, 2020 when the Company acquired a 100% interest.

(Expressed in Canadian Dollars)

Summarized financial information for the equity accounted investees for the period ended September 28, 2020, is as follows:

	Covered Bridge Acres Ltd.	**41389 Farms Ltd.**
Reporting period end date	September 28, 2020	September 28, 2020
Ownership %	50%	50%
	$	$
Current assets	13,496	9,537
Non-current assets	607,845	1,466,783
Total assets	621,341	1,476,320
Total liabilities	(99,492)	(758,624)
Net assets	521,849	717,696
Revenue	187,910	-
Cost of sales	(1,065,408)	-
Expenses	(20,803)	(66,156)
Net (loss)	(898,301)	(66,156)

19. SEGMENT DISCLOSURE

The Company operates in one operating segment, which is acquisition, and operation of hemp related projects. The following provides segmented disclosure on the non-current assets by geographic locations:

SEGMENT DISCLOSURE	Canada	United States	Total
September 30, 2021			
Revenue	**$ –**	**$ –**	**$ –**
Long-term Assets			
Deposits and prepayments	**$ –**	**$ 578,000**	**$ 578,000**
Property and equipment	**$ –**	**$ 1,706,000**	**$ 1,706,000**
September 30, 2020			
Revenue	$ –	$ 29,000	$ 29,000
Long-term Assets			
Property and equipment	$ 1,000	$ 2,358,000	$ 2,359,000

20. FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of 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:

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's primary exposure to credit risk is on its cash. As most of the Company's cash is held by one bank, there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

Foreign exchange risk
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's transaction currency with WSRC is in USD (Note 8) and several subsidiaries located in the United States. As at September 30, 2021 the Company has cash of US$920, GHG Prefs debt host liability of US$1,725,962, GHG Prefs Derivative Liabilities of US$604,169, X-West Industrial Property Mortgage including accrued interest of US$1,271,986, US Government PPP Loan including accrued interest of US$61,777 and negative working capital items of US$69,154 denominated in US dollars. Based on the net exposure at September 30, 2021, a 5% depreciation or appreciation in Canadian dollar against US dollar would result in a gain or loss of $186,652.

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is minimal.

Liquidity Risk
Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. Liquidity risk is assessed as high.

Fair value
The Company categorizes its financial instruments measured at fair value using a hierarchy based on the inputs used to measure fair value. The fair value hierarchy has three levels based on the reliability of the inputs used to determine fair value as follows:

Level 1: observable inputs such as quoted prices in active markets;
Level 2: inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
Level 3: unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The fair value of the Company's financial assets and liabilities approximates the carrying amount due to their short term nature.

21. INCOME TAXES

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

	September 30, 2021	September 30, 2020
	$	$
Net loss before income taxes	8,038,178	1,378,218
Statutory tax rate	25.83%	27%
Expected income tax recovery at the statutory tax rate	(2,076,000)	(372,000)
Non-deductible items and other	1,799,000	202,000
Adjustment to prior years provision versus statutory tax returns	-	-
Changes in valuation allowance	277,000	170,000
Income tax recovery	-	-

(Expressed in Canadian Dollars)

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

	September 30, 2021	September 30, 2020
Non-capital loss carry-forwards	$1,276,000	$1,002,000
Property and equipment	90,000	89,000
Share issuance costs	15,000	-
Valuation allowance	(1,381,000)	(1,104,000)
Net deferred income tax assets	-	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2021	Expiry Date Range	2020	Expiry Date Range
Temporary Differences				
Share issue costs	$ 54,000		$ -	2037 to 2040
Non-capital losses available for future period - Canada	4,109,058	2031 to 2040	2,192,000	
Non-capital losses available for future period - US	580,146	2030 to 2036	-	2030 to 2036

22. CAPITAL MANAGEMENT

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 Company's activity in agriculture and manufacturing in the industrial hemp sector and to sustain future development of the business. The capital structure of the Company consists of working and share capital.

There are no restrictions on the Company's capital and there were no changes in the Company's approach to capital management during the year.

23. EVENT AFTER THE REPORTING PERIOD

a) Incorporation of a subsidiary in Mexico

On November 13, 2021, the Company incorporated a subsidiary in Mexico to conduct research and development activities related to the Industrial Hemp Project.

24. COVID-19 (CORONAVIRUS)

On March 11, 2020, the current outbreak of COVID-19 (Coronavirus) was declared a global pandemic, which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. As a result, global equity markets and oil prices have experienced significant volatility and weakness. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.