



Canyon Creek Food Company Ltd.
Consolidated Financial Statements
May 31, 2025, and 2024



Independent auditor's report

To the Shareholders of Canyon Creek Food Company Ltd.

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Canyon Creek Food Company Ltd. and its subsidiary (together, the Company) as at May 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What we have audited

The Company's consolidated financial statements comprise:

- the consolidated statements of financial position as at May 31, 2025 and 2024;
- the consolidated statements of operations and comprehensive loss for the years then ended;
- the consolidated statements of changes in shareholders' deficiency for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

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 consolidated financial statements* section of our report.

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

Independence

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

Material uncertainty related to going concern

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

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Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended May 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material uncertainty related to going concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p>Impairment assessment of property and equipment and right-of-use assets</p> <p><i>Refer to note 4 – Material accounting policy information, note 7 – property and equipment, and note 13 – leases to the consolidated financial statements.</i></p> <p>The carrying amounts of property and equipment (P&E) and right-of-use assets (ROUA) as at May 31, 2025 were \$2.1 million and \$1.5 million, respectively. At each reporting period, management assesses whether there are any indicators of impairment for the Company's P&E and ROUA. When such indicators are identified, management determines the recoverable amounts of the P&E and ROUA. The recoverable amount is the higher of fair value less cost of disposal (FVLCD) and value in use (VIU). For the purpose of determining the recoverable amounts, P&E and ROUA are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). For the purposes of impairment testing, the Company only has one CGU. An impairment loss is recognized for the amount by which the CGU's carrying amount exceeds its recoverable amount. In allocating the impairment loss, the carrying amount of an asset is not reduced below the highest of its FVLCD, its VIU and zero.</p>	<p>Our approach to addressing the matter included the following procedures, among others:</p> <ul style="list-style-type: none">– For the recoverable amounts of P&E at the asset level and leased equipment included in ROUA, professionals with specialized skill and knowledge in the field of valuation assisted in developing an independent point estimate of the recoverable amounts for a sample of P&E asset and leased equipment included in ROUA and compared them to the recoverable amounts as calculated by management to evaluate the reasonableness of management's estimate.– For leased properties included in ROUA, tested how management determined the recoverable amounts by:<ul style="list-style-type: none">– Reading key terms of the lease agreements.– Testing the appropriateness of management's present value technique.– Testing the underlying data used by management in the determination of the recoverable amounts of the leased properties.



Key audit matter	How our audit addressed the key audit matter
<p>Management concluded that a number of impairment indicators existed as at May 31, 2025, including history of accumulated losses, negative cash flows from operations and the absence of positive net cash inflows or operating profits in the foreseeable future.</p> <p>Management calculated the recoverable amount of the CGU using an FVLCD model and allocated the impairment loss to the individual assets in the CGU. The carrying amount of the assets was reduced to the highest of FVLCD, its VIU or zero of the individual assets.</p> <p>Management has concluded that the determination of FVLCD at the asset level would reflect the best estimate of the recoverable amounts of the P&E and ROUA.</p> <p>The determination of the recoverable amounts of P&E at the asset level and the leased equipment included in ROUA is done based on one of the following approaches:</p> <ul style="list-style-type: none">• Cost approach; and• Sales comparison or market approach. <p>The recoverable amounts of leased properties included in ROUA were calculated using a present value technique including the following significant assumptions: sublease market rates, sublease vacancy lag, discount rate and restoration costs.</p> <p>Management concluded that the recoverable amounts of certain individual assets included in P&E and ROUA were below their carrying amounts and as such, has recorded an impairment charge in the amount of \$491 thousand.</p> <p>We considered this a key audit matter due to the significant audit effort and subjectivity in performing procedures to test the recoverable amounts, which involved significant judgment by management. The audit effort involved the use of professionals with specialized skill and knowledge in the field of valuation.</p>	<ul style="list-style-type: none">– Using professionals with specialized skill and knowledge in the field of valuation to assist in evaluating the reasonableness of the following significant assumptions used by management in the present value technique:<ul style="list-style-type: none">○ sublease market rates;○ sublease vacancy lag;○ discount rate; and○ restoration costs.



Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis, which is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management's Discussion and Analysis, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated financial statements

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

In preparing the consolidated 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 consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

PricewaterhouseCoopers LLP

Chartered Professional Accountants

Edmonton, Alberta
September 29, 2025



Canyon Creek Food Company Ltd.
Consolidated Statements of Financial Position
(in Canadian dollars)

	May 31, 2025	May 31, 2024
	\$	\$
(Going Concern – note 1)		
Assets		
Current assets		
Cash	1,549	997
Trade and other receivables (note 21c)	319,226	434,404
Inventories (note 6)	1,031,533	1,145,888
Prepaid expenses	26,935	58,141
	<u>1,379,243</u>	<u>1,639,430</u>
Non-current assets		
Property and equipment (note 7)	2,099,677	2,429,547
Right-of-use assets (note 13)	1,524,059	1,940,564
	<u>5,002,979</u>	<u>6,009,541</u>
Liabilities		
Current liabilities		
Bank indebtedness (notes 11 and 22)	3,152,252	3,256,846
Bank equipment loan (note 11)	1,048,113	1,404,588
Trade payables and other liabilities (note 8)	3,397,643	3,850,853
Current accrued interest (note 14)	931,294	836,754
Current loans payable (note 12)	345,000	345,000
Current license and royalty liability (note 9)	890,349	708,274
Current lease liability (note 13)	394,245	396,660
	<u>10,158,896</u>	<u>10,798,975</u>
Non-current liabilities		
Accrued interest (notes 12 and 14)	17,853,506	16,396,174
Loans payable (note 12)	18,953,500	17,153,500
License and royalty liability (note 9)	523,545	803,017
Lease liability (note 13)	1,631,959	1,982,303
	<u>49,121,406</u>	<u>47,133,969</u>
Shareholders' deficiency		
Share capital (note 15)	12,921,322	12,921,322
Contributed surplus	182,400	182,400
Deficit	(57,222,149)	(54,228,150)
	<u>(44,118,427)</u>	<u>(41,124,428)</u>
Total shareholders' deficiency	<u>(44,118,427)</u>	<u>(41,124,428)</u>
Total shareholder's deficiency and liabilities	<u>5,002,979</u>	<u>6,009,541</u>

(Subsequent event – note 23)

Approved by the Board of Directors

(Signed) "Brian Halina"

Director

(Signed) "Terence Alty"

Director

Canyon Creek Food Company Ltd.

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

Consolidated Statements of Operations and Comprehensive Loss
(in Canadian dollars)

	Year ended May 31 2025 \$	Year ended May 31 2024 \$
Revenue (notes 17 and 20)		
Revenue from customers	14,281,131	13,516,561
Direct expenses		
Cost of sales (notes 18)	11,916,774	11,184,505
Depreciation on property and equipment (note 7)	256,322	262,143
Depreciation on right-of-use assets (note 13)	101,456	191,964
	12,274,552	11,638,612
Gross margin	2,006,579	1,877,949
Selling expenses (note 18)		
General	961,104	841,608
Wages and benefits	201,293	230,424
	1,162,397	1,072,032
General and administrative expenses (note 18)		
Wages and benefits	582,154	611,312
Office and general	276,312	811,337
Professional fees	191,039	284,339
	1,049,505	1,706,988
Research and technical expenses	-	12,823
Production equipment impairment (note 7)	378,941	826,617
ROU asset impairment (note 13)	112,361	202,815
Loss on disposal of property and equipment (note 7)	-	43,137
	491,302	1,085,392
Loss from operations before other expenses	(696,625)	(1,986,463)
Finance costs (note 19)	2,297,374	2,491,978
Net loss and comprehensive loss for the period	(2,993,999)	(4,478,441)
Loss per share		
Basic and diluted (note 16)	(0.09)	(0.13)

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

Canyon Creek Food Company Ltd.
Consolidated Statements of Changes in Shareholders' Deficiency
(in Canadian dollars) (unaudited)

	Share Capital \$	Contributed Surplus \$	Deficit \$	Total Shareholders' Deficiency \$
Balance at May 31, 2024	12,921,322	182,400	(54,228,150)	(41,124,428)
Net loss and comprehensive loss for the period	-	-	(2,993,999)	(2,993,999)
Balance at May 31, 2025	<u>12,921,322</u>	<u>182,400</u>	<u>(57,222,149)</u>	<u>(44,118,427)</u>

	Share Capital \$	Contributed Surplus \$	Deficit \$	Total Shareholders' Deficiency \$
Balance at May 31, 2023	12,921,322	182,400	(49,749,709)	(36,645,987)
Comprehensive loss for the year	-	-	(4,478,441)	(4,478,441)
Balance at May 31, 2024	<u>12,921,322</u>	<u>182,400</u>	<u>(54,228,150)</u>	<u>(41,124,428)</u>

Canyon Creek Food Company Ltd.
Consolidated Statements of Cash Flows
(in Canadian dollars) (unaudited)

	Year ended May 31, 2025 \$	Year ended May 31, 2024 \$
Cash provided by (used in):		
Operating activities		
Net Loss and comprehensive loss for the period	(2,993,999)	(4,478,441)
Items not involving cash:		
Depreciation on property and equipment (note 7)	256,322	262,143
Depreciation on right-of-use assets (note 13)	101,456	191,964
Loss on disposal of property and equipment (note 7)	-	43,137
License and royalty liability accretion expense (note 9)	121,301	188,901
Production equipment impairment (note 7)	378,941	826,617
ROU asset impairment (note 13)	112,361	202,815
Finance costs	2,176,073	2,303,077
	152,455	(459,787)
Changes in non-cash working capital		
Trade and other receivables	115,179	(14,738)
Inventories	114,355	(304,538)
Prepaid expenses	31,205	(19,253)
License and royalty liability	(218,697)	20,750
Trade payables and other liabilities	(574,017)	531,403
	(531,975)	213,624
Net cash used in operating activities	(379,520)	(246,163)
Investing activities		
Disposal of property and equipment (note 13)	-	53,200
Purchase of property and equipment (note 7)	(61,113)	(385,012)
Net cash used in investing activities	(61,113)	(331,812)
Financing activities		
Proceeds from bank equipment loan (note 11)	219,118	-
Principal portion of lease liability payments	(394,351)	(385,858)
Proceeds from loans payable (note 12)	1,800,000	1,950,000
Finance costs paid	(535,022)	(636,185)
Repayment of bank equipment loan	(575,593)	(536,063)
Net changes in bank indebtedness	(72,967)	186,865
Net cash provided by financing activities	441,185	578,759
Net change in cash for the period	552	784
Cash and cash equivalents, beginning of year	997	213
Cash and cash equivalents, end of year	1,549	997

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

1. Going concern

These annual consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

During the year ended May 31, 2025, Canyon Creek Food Company Ltd. (the Company) reported a loss of \$2,993,999 (2024 - \$4,478,441). As at May 31, 2025, the Company has a working capital deficiency of \$8,779,653 (2024 - \$9,159,545), bank indebtedness of \$3,152,252 (2024 - \$3,256,846) loans due to directors of \$19,298,500 (2024 - \$17,498,500), an equipment loan of \$1,048,113 (2024 - \$1,404,588) and accrued interest thereon of \$18,784,800 (2024 - \$17,232,928), a shareholders' deficiency of \$44,118,427 (2024 - \$41,124,428) and an accumulated deficit of \$57,222,149 (2024 - \$54,228,150). The Company has reported negative cash flow from operations of \$379,520 (2024 - \$246,164). The Company's operations were not profitable for the year ending May 31, 2025, which is consistent with prior years, and it is uncertain as to when the Company will become profitable. These circumstances lend significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

During the year ending May 31, 2025, the Company received a secondary audit to confirm an assessment from the Canada Revenue Agency (CRA) for unpaid payroll related remittances. The amount owing as at May 31, 2025 has been accrued and recorded in trade payable and other liabilities (note 8).

The Company's ability to continue as a going concern is dependent upon the continuing support of related parties, including the majority shareholder (notes 12 and 14), availability of operating and long-term financing, renewing and obtaining new customer supply contracts, achieving a profitable level of operations, and being able to meet future debt service requirements. Management is continuing to address the need to increase revenue, control costs, manage working capital more effectively, and obtain long-term financing. The Company's ability to raise financing may be impacted by its ability to meet certain TSX Venture Exchange's (the Exchange) Continued Listing Requirements. As the outcome of management's actions is dependent on future events, there is no certainty that management will be able to successfully resolve these issues. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and meet its liabilities as they become due. These consolidated financial statements do not reflect adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company was unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. These adjustments could be material.

2. Nature of the Company

Canyon Creek Food Company Ltd. is a food processing company based in Edmonton, Alberta providing fresh soups and other prepared food products for today's health-conscious consumer. The Company provides their fresh food product line to both grocery retailers and a broad range of food service establishments throughout Canada. The address of the Company's registered office is 8704-53 Avenue, Edmonton, Alberta T6E 5G2. The consolidated financial statements of the Company as at and for the year ended May 31, 2025, include the accounts of the Company and its subsidiary. Canyon Creek Food Company Ltd owns 100% of Canyon Creek Soup Company Ltd. as at May 31, 2025. The Company's common shares are traded on the TSX Venture exchange under the symbol "CYF".

3. Statement of compliance

The Company prepares its consolidated financial statements in accordance with IFRS Accounting Standards.

These consolidated financial statements were approved by the Board of Directors for issue on September 29, 2025.

4. Material accounting policy information

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been applied consistently to all periods presented, unless otherwise stated.

(a) Principles of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiary from the date that control commences until the date that control ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

All intercompany balances and transactions are eliminated on consolidation.

(b) Translation of foreign currencies

The accounts of the Company are presented in Canadian dollars. Transactions in foreign currencies are translated at the actual rates of exchange. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the Canadian dollar at the exchange rate at that date. Foreign exchange differences arising on translation are recognized in net earnings. Non-monetary assets and liabilities that are measured at the historical cost are translated using the exchange rate at the date of the transaction.

(c) Basis of measurement

The consolidated financial statements have been prepared under the historical-cost convention.

(d) Inventories

Inventories are stated at the lower of cost and net realizable value. The cost of inventories is based on the first-in first-out method and includes expenditures incurred in acquiring the inventories and bringing them to their existing location and condition. The finished goods cost includes an appropriate share of variable and fixed overheads based on normal operating capacity. Any excess, unallocated, fixed overhead costs are expensed as incurred. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

(e) Property and equipment

Property and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. All costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management are included in the carrying value of the asset.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components).

The cost of replacing a component of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefit of the item will occur, and its cost can be measured reliably. The costs of day-to-day maintenance of property and equipment are recognized directly in the statement of operations and comprehensive loss.

Depreciation, based on the estimated useful life of the asset, is calculated on the diminishing balance basis using the following annual rates:

Production equipment	5%
Office equipment	20% and 30%

Depreciation methods, useful lives and residual values are reassessed annually when there is an indication that they have changed.

The gain or loss on the retirement of an item of property and equipment is the difference between the net sale proceeds and the carrying amount of the asset and is recognized in the statement of operations and comprehensive loss.

(f) Leases

Leases are recognized as a right-of-use asset and a corresponding lease liability at the date at which the leased asset is available for use. Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the lease liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Lease payments included in the measurement of the lease liability include the net present value of the following:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that are based on an index or a rate;
- Amounts expected to be payable by the lessee under residual value guarantee;
- The exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used. The incremental borrowing rate is the rate that the lessee would have to pay to borrow at prevailing interest rates, market precedents and the Company's specific credit spread, on similar terms and security.

Short-term leases (less than 12 months) or low value assets are recorded as an expense on a straight-line basis.

Right-of-use assets are initially measured at cost, comprising the following:

- The amount of the initial measurement of the lease liability;
- Any lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- Restoration costs.

The right-of-use assets are typically depreciated on a straight-line basis over the lease term, unless the Company expects to obtain ownership of the leased asset at the end of the lease. The lease term consists of:

- The non-cancellable period of the lease;
- Periods covered by options to extend the lease, where we are reasonably certain to exercise the option; and
- Periods covered by options to terminate the lease, where we are reasonably certain not to exercise the option.

If the Company expects to obtain ownership of the leased asset at the end of the lease then the Company depreciates the right-of-use asset over the underlying asset's estimated useful life. The right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

(g) Impairment of long-lived assets

Long-lived assets comprised of property and equipment, intangible assets and right-of-use assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). The recoverable amount is the higher of fair value less cost of disposal (FVLCD) and value in use (VIU). An impairment loss is recognized for the amount by which the CGU's carrying amount exceeds its recoverable amount. In allocating the impairment loss the carrying amount of an asset is not reduced below the highest of its FVLCD, its VIU and zero.

The Company evaluates impairment losses for potential reversals when events or circumstances warrant such consideration.

(h) Financial instruments

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

Financial assets

Financial assets that are held for collection of contractual cash flows that represent solely payments of principal and interest are measured at amortized cost. This includes trade and other receivables. Financial assets are initially recognized at fair value plus transaction costs, adjusted for any expected credit loss. Subsequently, receivables are measured at amortized cost using the effective interest method adjusted for expected credit losses.

For financial assets, the Company applies the simplified expected credit loss approach, which requires expected lifetime losses to be recognized from initial recognition of the trade receivables.

Financial liabilities

Financial liabilities include trade payables and other liabilities, bank indebtedness, loans payable, bank loan payable and accrued interest are recorded at fair value on initial recognition. Subsequently, financial liabilities are measured at amortized cost using the effective interest method.

The Company recognizes its license and royalty liability at the present value with periodic adjustments to update for the accretion for the liability. Additional royalty payments are recognized in the liability and expensed through cost of sales in the year incurred.

(i) Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in the statement of operations except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

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

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rate and laws that have been enacted or substantively enacted at the statement of financial statement date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax assets and liabilities are presented as non-current.

(j) Revenue recognition

The Company manufactures and sells a range of food products in the wholesale market. Revenue is generated from implied business practices with customers and comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Company's activities, net of estimated returns and an estimate of sales incentives provided to customers.

All transactions related to the sale of goods have two performance obligations, the delivery of products to the customer and freight services to the customer through a common carrier. The freight costs incurred by the Company are embedded in the transaction price of the product and therefore subsequently recovered from its customers.

The Company has determined that the promise to provide freight services constitutes a separate performance obligation and that they are the principal in this arrangement, as they continue to have control of the products after being delivered to the common carrier and until the products are delivered to the customers.

Revenue from the sale of goods is recognized at a point in time, which is when the common carrier has delivered the product to the customer. Sales are recorded based on the prices specified, net of the estimated sales incentives and returns at the time of sale.

Customers have a right to return products in the wholesale market. Implied business practices and accumulated experience is used to estimate and provide for sales incentives and returns. No element of financing is deemed present as the sales are made with credit terms up to 30 days, which is consistent with market practice.

Freight recoveries are satisfied when the products are delivered to the customer and are presented gross of freight cost incurred in the statement of operations and comprehensive loss.

(k) Government assistance

Government grants relating to the purchase of property and equipment are deducted from the carrying amount of the asset.

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received, and the Company will comply with all attached conditions.

(l) Loss per common share

Basic loss per share is calculated based on the average number of common shares outstanding during the year. Diluted loss per share is calculated using the treasury stock method which assumes that any proceeds from the exercise of in-the-money stock options would be used to purchase the Company's common shares at the average market price during the year. The computation of diluted loss per share is similar to basic loss per share except that the weighted average number of shares outstanding is increased to include additional shares from the assumed exercise of stock options and warrants, if dilutive.

(m) Critical accounting estimates, judgements and measurement uncertainty

The preparation of the Company's financial statements, in conformity with IFRS Accounting Standards, requires management of the Company to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. These estimates and judgments have been applied in a manner consistent with prior periods.

The following discusses the most significant accounting judgments and estimates that the Company has made in the preparation of the financial statements:

- **Trade and other receivables**

Estimates

Trade and other receivables are reviewed on a regular basis for estimating the risk of default on outstanding balances. Factors such as the related customer's reputation and financial status and the length of time the accounts receivable have been outstanding are all considered when estimating any impairment on accounts receivable, in accordance with the expected credit loss model.

As of May 31, 2025, gross accounts receivable was \$319,226 (2024 – \$434,404), and the expected credit loss was in the amount of \$nil (2024 – \$nil).

- **Impairment of property and equipment, intangible assets and right-of-use assets**

Estimates

Property and equipment, intangible assets and right-of-use assets are reviewed for indicators of impairment at each reporting date. Where impairment indicators are identified, the Company uses the fair value less cost to sell approach to determine the recoverable amount of their long-lived assets, which drives the conclusion of whether impairment exists, and if it does, the amount of impairment to record.

Judgements

Fair value less cost to sell is determined based on the best information available to reflect the amount that the entity could obtain from the disposal of the assets in an arm's length transaction between knowledgeable, willing parties, after deducting costs to sell. This approach requires assumptions to be formulated about the overall physical condition of the assets and the costs involved to sell the equipment. Given the historical negative cash flows from operating activities management of the Company determined that the value in use model would result in a lower value. Also, see note 7.

- **Leases**

Estimates

In 2025, the Company estimates the incremental borrowing rate used to measure the lease liability for each lease contract. This includes estimation in determining the asset-specific security impact.

Judgements

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). For many of the leases the cash outflows associated with the lease extension term would be material. The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

Management regularly evaluates these estimates and assumptions. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

5. Adoption of new accounting standards

(a) New and amended standards adopted

IAS 1, Presentation of financial statements - amendments were made to IAS 1, Presentation of financial statements in order to clarify how to classify debt and other liabilities as either current or non-current. IAS 1 is required to be applied for annual periods beginning on or after January 1, 2024. The Company has determined that there is no impact of this standard on the consolidated financial statements.

IFRS 16, Lease liability in a sale and leaseback - amendments were made to IFRS 16, Lease liability in a sale and leaseback to clarify how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. IFRS 16 is required to be applied for annual periods beginning on or after January 1, 2024. The Company has determined that there is no impact of this standard on the consolidated financial statements.

IAS 7 & IFRS 7, Disclosures on supplier finance agreements – amendments were made to require specific disclosures about supplier finance agreements. IAS 7 and IFRS 7 are required to be applied for annual periods beginning on or after January 1, 2024. The Company has determined that there is no impact of this standard on the consolidated financial statements.

(b) New and amended standards, not yet adopted

IAS21, Lack of exchangeability - amendments were made to require companies to provide new disclosures to help users assess the impact of using an estimated exchange rate on the financial statements. IAS 21 is required to be applied for annual periods beginning on or after January 1, 2025. The Company is currently evaluating the impact of this standard on the consolidated financial statements. The Company plans to apply the standard in Fiscal 2026.

IFRS 9 & IFRS 7, Classification and Measurement of Financial Instruments – amendments were made to include new requirements. The amendments are clarify the date of recognition/derecognition and added disclosure. IFRS 9 and IFRS 7 is required to be applied for annual periods beginning on or after January 1, 2026. The Company is currently evaluating the impact of this standard on the consolidated financial statements. The Company plans to apply the standard in Fiscal 2027.

IFRS 18, Presentation and Disclosure in Financial Statements – amendments will replace IAS 1 *Presentation of the financial statements*, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. IFRS 18 is required to be applied for annual periods beginning on or after January 1, 2027. The Company is currently evaluating the impact of this standard on the consolidated financial statements. The Company plans to apply the standard in Fiscal 2028.

6. Inventories

	May 31, 2025	May 31, 2024
	\$	\$
Raw Materials	338,724	480,572
Finished Goods	61,755	90,190
Supplies	631,054	575,126
	1,031,533	1,145,888

Inventories expensed in cost of sales for the period amounted to \$10,124,414 (2024 - \$9,234,608). Inventory write down in the year were \$nil (2024 - \$nil).

7. Property and equipment

	Production Equipment	Office Equipment	Leasehold Improvements	Total
Year ended May 31, 2024	\$	\$	\$	\$
Opening net book value	2,800,516	31,822	344,094	3,176,432
Additions	350,119	-	34,893	385,012
Disposals	(43,137)	-	-	(43,137)
Impairment	(528,907)	-	(297,710)	(826,617)
Depreciation	(173,605)	(7,261)	(81,277)	(262,143)
Closing net book amount	2,404,986	24,561	-	2,429,547
Period ended May 31, 2025	\$	\$	\$	\$
Opening net book value	2,404,986	24,561	-	2,429,547
Additions	54,773	-	6,340	61,113
ROU lease transfer	244,280	-	-	244,280
Impairment	(378,941)	-	-	(378,941)
Depreciation	(244,443)	(5,539)	(6,340)	(256,322)
Closing net book amount	2,080,655	19,022	-	2,099,677

At May 31, 2024				
Cost	5,939,971	237,100	1,064,913	7,241,984
Accumulated depreciation and impairment	(3,534,985)	(212,539)	(1,064,913)	(4,812,437)
Net book amount	2,404,986	24,561	-	2,429,547
At May 31, 2025				
Cost	6,239,025	237,100	1,071,253	7,547,378
Accumulated depreciation and impairment	(4,158,370)	(218,078)	(1,071,253)	(5,447,701)
Net book amount	2,080,655	19,022	-	2,099,677

As indicated in note 1, a material uncertainty exists related to the entity's ability to continue as a going concern, driven primarily by a long history of negative cash flows from operations and accumulated deficits. In order to continue operations, the Company has received financial support from one of its shareholders every year.

The Company has concluded that a number of impairment indicators exist, including (among others) failure to meet certain TSX Venture Exchange Continued Listing Requirements, history of accumulated losses and negative cash flows from operations and the absence of positive net cash inflows or operating profits in the foreseeable future. As required by IAS 36 Impairment of Assets, the Company has performed an impairment test at the Cash Generating Unit (CGU) level. Due to the nature of the business and operations of the Company, management has concluded that the property and equipment and right of use asset belong to one CGU.

Management calculated the recoverable amount of the CGU using a FVLCD model and allocated the impairment loss to the individual assets in the CGU. The carrying amount of the assets was reduced to the highest of FVLCD, its VIU or zero of the individual assets.

Management has concluded that the determination of FVLCD at the asset level would reflect the best estimate of the recoverable amounts of Property and equipment (P&E) and right-of-use assets (ROUA).

The determination of the recoverable amounts of P&E at the asset level considered the following approaches:

- Cost approach, and
- Sales comparison or market approach

For the year ended May 31, 2025, management of the Company concluded that the recoverable amounts of certain individual assets included in P&E were below the carrying amounts and as such recorded an impairment charge of \$378,941 (2024 - \$528,907) against production equipment and \$nil (2024 - \$297,710) against leasehold improvements.

As indicated above, management determined the fair value less cost of disposal of the Company's production equipment and equipment under capital lease. Fair value was determined using the sales comparison (market) approach. Under this approach, recently consummated sales transactions and offering prices of similar property are used to arrive at an indication of the most probable selling price of the contemplated property. If the comparable are not exactly like the items being appraised, the selling prices are adjusted to equate them to the selling characteristics of the subject property. Judgement and estimation are involved in determining these adjustments.

The fair value hierarchy categorizes fair value measurement into three levels based upon the inputs to valuation technique, which are defined as follows:

- Level 1: quote prices (unadjusted) in active markets for identical assets or liabilities that are accessible at the measurement date.

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The approach used in the determination of the recoverable amounts of P&E, is categorized as Level 3 in the fair value hierarchy. As at May 31, 2025, the significant unobservable input in the Level 3 valuation is the market price of the comparable equipment. The amount that could be realized from the actual sale and disposition of the assets may be affected by changes in the economic conditions or other factors and may vary from the carrying values by a material amount.

8. Trade payables and other liabilities by nature

	May 31, 2025 \$	May 31, 2024 \$
Payables outstanding by nature		
Trade	1,539,271	1,467,716
Related parties	55,649	53,899
Canada Revenue Agency (CRA)	904,177	1,455,440
Other	898,546	873,798
	3,397,643	3,850,853

Payables outstanding to the CRA are related to the remaining CEBA loan balance, unpaid payroll remittances, and related penalties and interest on unpaid payroll remittances. Of the balance owing, \$832,980 (2024 - \$1,275,942) is related to overdue remittances and \$31,628 (2024 - \$40,000) is related to the CEBA loan balance outstanding, which was classified as Bank indebtedness for the year ended May 31, 2024. Refer to note 22 for additional details related to the reassignment of the CEBA loan. The Canada Revenue Agency accrual if continued to be paid down by the agreed payment plan with CRA will accrue an additional \$40,376 in interest.

9. License and royalty liability

In Fiscal 2023, the Company entered into a license and royalty agreement (the Agreement) for a minimum of 5 years with another food manufacturing company (the Licensor) for the exclusive right and license to use their recipes to prepare and package certain products in association with the Licensor's marks and to distribute, dispense, offer for sale and sell such products.

Per the terms of the Agreement, the Company is obligated to make royalty payments due at the end of each calendar quarter equal to the greater of 10% of net sales and a specified amount per quarter. The specified amounts per quarter for each of the 5 years are as follows:

<u>Calendar year</u>	<u>Per quarter</u>
2023	\$50,000
2024	\$75,000
2025	\$100,000
2026	\$100,000
2027	\$100,000

The Agreement represents both a contractual right to the use of the recipes and marks of the Licensor giving rise to an intangible asset as required by IAS 38, *Intangible Assets*, and a contractual liability. At inception in Fiscal 2023, both the asset and the liability were measured at the present value of the minimum amounts payable to the Licensor of \$1,260,016. The intangible asset was immediately written off in the May 31, 2023, consolidated statement of operations and

comprehensive loss. As at May 31, 2025, the asset is recorded at \$nil (2024 - \$nil), the liability is \$1,413,894 (2024 - \$1,511,291) and the outstanding payable is \$510,343 (2024 - receivable \$98,252).

The following table presents the maturity analysis of contractual undiscounted cash flows related to the Company's license and royalty liabilities as of May 31, 2025:

	May 31, 2025
	\$
Outstanding payments from prior years, up to May 31, 2025	510,343
2026	400,000
2027	400,000
2028	233,333
Total minimum license and royalty payments	<u>1,543,676</u>
Less: Amount representing imputed interest	<u>129,782</u>
	<u>1,413,894</u>

The license and royalty liability recorded represents the minimum payments payable net of imputed interest at 11% per annum.

Below is a summary of the activity related to the license and royalty liabilities for the year ended May 31, 2025:

	May 31, 2025
	\$
License and royalty liabilities, beginning of the year	1,511,291
Additional license and royalty payments	40,303
Accretion expense	121,300
<u>License and royalty payments paid</u>	<u>(259,000)</u>
Total license and royalty liabilities, end of period	1,413,894
Of which are:	
Current license and royalty liabilities	890,349
<u>Non-current license and royalty liabilities</u>	<u>523,545</u>

Included within Current license and royalty liabilities are \$510,343 (2024 - \$387,383) relating to amounts owing up to May 31, 2025, in relation to this Agreement that have not yet been paid. Subsequent to the reporting period, the Company entered into the contractual dispute described in note 22 with the Licensor of the Agreement.

10. Income taxes

(a) Income tax expense

The tax on the Company's loss before tax differs from the theoretical amount that would arise using the statutory rate applicable to the Company as follows:

	2025	2024
	\$	\$
Tax recovery at statutory rate	<u>(706,000)</u>	<u>(1,030,000)</u>
Adjusted for the tax effect of:		
Non-deductible expenses	113,000	272,000
Unrecognized deductible temporary differences	514,000	797,000

Other	79,000	(39,000)
	<u>706,000</u>	<u>1,030,000</u>
Total income tax provision	<u>-</u>	<u>-</u>

The statutory rate was 23% (2024 – 23%).

(b) Deferred income tax

The amounts of temporary differences that give rise to significant portions of the deferred tax assets are presented below:

	2025 \$	2024 \$
Property and equipment	5,093	150,608
License	1,425,654	1,425,654
Right-of-use assets	(1,524,059)	(1,940,564)
Lease liability	2,026,204	2,378,963
Licensing and royalty liability	1,413,894	1,511,291
Non-capital losses	37,806,545	35,391,574
	<u>41,153,331</u>	<u>38,917,526</u>

Deferred income tax assets are recognized for loss carry-forwards and other deductible temporary differences to the extent that the realization of the related tax benefit through future taxable profits is probable. The Company did not recognize deferred income tax assets of \$9,465,266 (2024 - \$8,951,031) in respect of deductible temporary differences amounting to \$41,153,331 (2024 - \$38,917,526) that can be carried forward against future taxable income. Included in these deductible temporary differences are non-capital losses of \$37,806,545 (2024 - \$35,391,574) that can be carried forward to use against future taxable income. These non-capital losses (rounded to the nearest \$1,000) expire based on the dates listed below:

	\$
2026	543,000
2027	1,145,000
2028	817,000
2029	972,000
2030	568,000
2031	619,000
2032	1,284,000
2033	1,628,000
2034	1,769,000
2035	2,011,000
2036	2,180,000
2037	1,336,000
2038	1,447,000
2039	3,733,000
2040	3,984,000
2041	1,875,000
2042	3,298,000
2043	4,393,000
2044	1,447,000
2045	2,758,000
	<u>37,807,000</u>

11. Bank indebtedness

As at May 31, 2025, the Company has a banking agreement with a line of credit equalling \$3,150,000. The line of credit bears interest at the bank's prime lending rate plus 0.25% and is due on demand. A general security agreement by a majority shareholder, who is also a director, was pledged as collateral. At May 31, 2025, the bank's prime rate was 4.95% (May 31, 2024 – 7.20%), the Company had outstanding cheques of \$16,077 (May 31, 2024 - \$127,928) and a bank overdraft of \$3,136,175 (May 31, 2024 - \$3,128,918).

The Company has a \$2,900,00 bank demand instalment loan for the purchase of equipment, as of fiscal 2025 the loan has been fully drawn upon. As at May 31, 2025, the balance of the loan is \$1,048,113 (2024 - \$1,404,588) The Company was in compliance with debt covenants as at May 31, 2025.

Below is a summary of the activity related to the Company's bank indebtedness:

	Line of credit	Equipment loan	Total
	\$	\$	\$
Year ended May 31, 2024			
Opening balance	2,957,858	1,940,651	4,898,509
Additions	14,522,738	-	14,522,738
Repayments	(14,351,678)	(536,063)	(14,887,741)
Closing balance	3,128,918	1,404,588	4,533,506
Year ended May 31, 2025			
Opening balance	3,128,918	1,404,588	4,533,506
Additions	16,094,604	219,118	16,313,722
Transfer of CEBA loan to CRA program (note 22)	(31,268)	-	(31,268)
Repayments	(16,056,079)	(575,593)	(16,631,672)
Closing balance	3,136,175	1,048,113	4,184,288

12. Loans payable

The demand loans payable to the directors are unsecured.

In 2021 the Company's bank and the Company's controlling shareholder, who is also a director, and a company controlled by this same individual entered into an agreement which waives the lender's right to demand repayment of demand loans payable, including related interest, for the next 12 months. As at May 31, 2025, loans payable to this shareholder are \$18,953,500 (May 31, 2024 - \$17,153,500) and accrued interest thereon of \$17,853,506 (May 31, 2024 - \$16,396,174). As indicated in note 1 the Company is dependent on the support from a controlling shareholder. During the period an additional \$1,800,000 (2024 - \$1,950,000) was lent by the controlling shareholder.

Below is a summary of the activity related to the Company's loans payable:

	Total
Year ended May 31, 2024	\$
Opening balance	15,203,500
Additions	1,950,000
Repayments	-
Closing balance	17,153,500

	Total
Year ended May 31, 2025	\$
Opening balance	17,153,500
Additions	1,800,000
Repayments	-
Closing balance	18,953,500

	May 31, 2025	May 31, 2024
	\$	\$
Demand loans payable to controlling shareholder, who is also a director, or company controlled by this individual, bearing interest at 8%	18,953,500	17,153,500
Demand loans payable to certain other directors of the Company, bearing interest at 8% compounded annually	345,000	345,000
Less: Current portion	19,298,500 345,000	17,498,500 345,000
	<u>18,953,500</u>	<u>17,153,500</u>

13. Leases

The Company leases production equipment, warehouse, and office space. Lease contracts are typically for fixed periods of four to ten years but often have extension options. Lease terms are negotiated on an individual basis and contain a wide range of terms and conditions.

Below is a summary of the activity related to the Company's ROUA:

	Production Equipment	Building	Total
Year ended May 31, 2024	\$	\$	\$
Opening net book value	883,300	1,288,022	2,171,322
Additions	217,221	-	217,221
Disposals	(53,200)	-	(53,200)
Impairment	(202,815)	-	(202,815)
Depreciation	(14,306)	(177,658)	(191,964)
Closing net book amount	830,200	1,110,364	1,940,564

Period ended May 31, 2025	\$	\$	\$
Opening net book value	830,200	1,110,364	1,940,564
Impairment	-	(112,361)	(112,361)
Additions	41,592	-	41,592
Lease transfer	(244,280)	-	(244,280)
Accumulated depreciation transfer	114,578		114,578
Depreciation	(38,376)	(177,658)	(216,034)
Closing net book amount	703,714	820,345	1,524,059

As described in note 7, the Company has concluded that a number of impairment indicators existed at year end and tested the CGU for impairment.

As of May 31, 2025, the recoverable amount of leased buildings of \$820,345 (2024 - \$1,110,364) included in ROUA was calculated using a present value technique including the following significant assumptions:

- Sublease market rate: \$10 per sqf,
- Sublease vacancy lag: 4 months,
- Discount rate: 9.29%, and
- Restoration costs: \$100,000 per each facility.

As of May 31, 2025, the recoverable amount of leased production equipment of \$703,714 (2024 - \$830,200) included in ROUA was determined in a manner consistent with the determination of recoverable amounts of P&E as described in note 7.

For the year ended May 31, 2025, management of the Company concluded that the recoverable amount of certain assets within ROUA was below their carrying value and as such had a write-down of \$nil (2024 - \$202,815) against leased production equipment and a write-down of \$112,361 (2024 - \$nil) against leased buildings.

Below is a summary of the activity related to the lease liabilities for the year ended May 31, 2024:

	May 31, 2024
	\$
Lease liabilities, beginning of the year	2,547,600
Additions	217,221
<u>Lease payments</u>	<u>(385,858)</u>
Total lease liabilities, end of period	2,378,963
Of which are:	
Current lease liabilities	396,660
Non-current lease liabilities	1,982,303

Below is a summary of the activity related to the lease liabilities for the year ended May 31, 2025:

	May 31, 2025
	\$
Lease liabilities, beginning of the year	2,378,963
Additions	41,592
<u>Lease payments</u>	<u>(394,351)</u>

Total lease liabilities, end of period	2,026,204
Of which are:	
Current lease liabilities	394,245
Non-current lease liabilities	1,631,959

The following table presents the maturity analysis of contractual undiscounted cash flows related to the Company's lease liabilities as of May 31, 2025:

	May 31, 2025
	\$
2026	613,886
2027	531,699
2028	538,912
2029	539,119
2030 and thereafter	522,003
Total minimum lease payments	2,745,619
Less: Amount representing imputed interest	719,415
	<u>2,026,204</u>

Leased production equipment with a carrying value of \$703,714 (May 31, 2024 - \$830,200) has been pledged as collateral. The lease liability recorded represents the minimum lease payments payable net of imputed interest at rates ranging from 4.98% to 15.81% per annum.

14. Related party balances and transactions

(a) In addition, to the amounts described in note 12, at the end of the period, the amounts due to related parties are as follows:

	May 31, 2025	May 31, 2024
	\$	\$
Due to a company controlled by a director, included in accounts payable, unsecured, interest bearing at 8% compounded annually, with no fixed terms of repayment	49,910	49,910
Accrued interest on demand loans payable to controlling shareholder, who is also a director, or company controlled by this individual, with no fixed terms of repayment (note 12)	17,852,268	16,396,174
Due to a director and an officer, included in accounts payable, unsecured, interest bearing at 8% compounded annually, with no fixed terms of repayment	5,739	3,989
Accrued interest on demand loans payable to certain other shareholders of the Company, with no fixed terms of repayment (note 12)	931,294	836,754

Subsequent to year-end, the Company has received additional shareholder funding (note 23), from a controlling shareholder, who is also a director, or company controlled by this individual.

(b) The following transactions were entered with related parties during the period:

	May 31, 2025 \$	May 31, 2024 \$
Interest on demand loans, accrued but not paid (note 19)	1,551,872	1,401,080

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(c) Compensation of key management

Key management include the Company's directors and officers. Compensation awarded to key management included during the year ended:

	2025 \$	2024 \$
Salaries and short-term employee benefits	262,000	262,000
Reimbursement of expenses	634,917	684,925

15. Share capital

Authorized

Unlimited number of voting, common shares

Unlimited number of non-voting, preferred shares, issuable in series

Issued

Common shares

	Number of Shares #	Amount \$
Common shares as at May 31, 2025 and May 31, 2024	<u>35,148,902</u>	<u>12,921,322</u>

16. Loss per share

	May 31, 2025 \$	May 31, 2024 \$
Net loss for basic and diluted	<u>(2,993,999)</u>	<u>(4,478,441)</u>
	#	#
Weighted average number of common shares for basic and diluted	<u>35,148,902</u>	<u>35,148,902</u>

17. Revenue

	May 31, 2025	May 31, 2024
	\$	\$
Revenue from contracts with customers		
Product sales	12,691,847	12,047,596
Freight services	1,589,284	1,468,965
	<u>14,281,131</u>	<u>13,516,561</u>

18. Expenses by nature

	May 31, 2025	May 31, 2024
	\$	\$
i) Cost of sales		
Ingredients	6,972,956	6,390,870
Salaries, wages and benefits	1,826,288	1,622,095
Freight	1,742,271	1,781,610
Packaging	442,216	315,311
Plant utilities	339,767	346,524
Plant rental	232,987	220,320
Other	164,007	201,597
Repairs and maintenance	155,979	255,428
Additional license and royalty payments	40,303	50,750
	<u>11,916,774</u>	<u>11,184,505</u>
ii) Selling and general and administrative expenses		
Salaries, wages, and benefits	855,117	917,923
Advertising and promotion	803,079	779,613
Other	217,712	243,503
Professional fees	191,039	284,339
Quality control	158,024	61,994
Insurance	90,728	104,651
Utilities	52,583	50,298
Travel	2,720	-
CRA Arrears Payments	(64,363)	79,542
CRA Penalties	10,507	134,008
CRA Re-Assessment Adjustment	(105,244)	123,150
	<u>2,211,902</u>	<u>2,779,021</u>

19. Finance costs

	May 31, 2025	May 31, 2024
	\$	\$
Interest on loans payable	1,551,874	1,401,080
Interest on lease liabilities	265,304	293,198
Interest on bank indebtedness	183,071	217,524
Interest on license accretion	121,301	188,901

Interest on accounts payable	10,964	10,306
Interest on CRA Arrears	78,214	255,506
Interest on bank loan	86,646	125,463
	2,297,374	2,491,978

20. Segmented information and economic dependence

The Company operates in one industry, food manufacturing, and all the Company's assets are in Canada. During Fiscal 2025, the Company has recorded revenue of \$11,927,932, from one major Canadian customer, representing 84% of total revenue (2024 - revenue of \$10,828,849 from one major Canadian customer and one major US based customer). The accounts receivable balance due from these customers amounts to 30% of total receivable (2024 - 32%).

Although all manufacturing operations of the Company are conducted in Canada, revenue attributed to the location of the customer occurs primarily in two geographical regions as follows:

Net revenue attributed to:	2025 \$	2024 \$
Canada	14,097,741	12,269,291
US	183,390	1,247,270
	14,281,131	13,516,561

As at May 31, 2025, there are no held assets located in foreign countries.

21. Financial Instruments

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and commodity prices and seeks to minimize potential adverse effects on the Company's financial performance.

Risk management is carried out by financial management in conjunction with overall corporate governance.

(a) Fair value

Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are no financial instruments carried at fair value as at May 31, 2025, or May 31, 2024. The carrying values of all financial instruments approximate their fair values due either to their short-term nature or their interest terms approximating current market rates.

(b) Market risk

(i) Foreign exchange risk

Foreign currency risk arises from the fluctuations in foreign exchange rates and the degree of volatility of these rates relative to the Canadian dollar. The Company is exposed to foreign currency risk through revenues generated in US dollars. The Company occasionally purchases supplies in foreign currency; however, it is not significantly exposed to foreign currency risk through these purchases. The Company recognized a foreign currency exchange loss of \$229 included in cost of sales.

(ii) Cash flow and fair value interest rate risk

Interest rate risk is the risk the value of a financial instrument might be adversely affected by a change in the interest rates. Changes in market interest rates may influence the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk.

The Company has a credit facility with a Canadian chartered bank which when utilized by the Company provides loans that are subject to interest rate fluctuations. At May 31, 2025, a 1% change in interest rates would change interest expense by \$31,523 (2024 - \$46,614).

(c) **Credit risk**

Credit risk is the risk of financial loss because a counterparty to a financial instrument fails to discharge its contractual obligations. Credit risk is managed by analysing the credit risk for new customers before standard payment, and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalents, and credit exposures to customers, including outstanding trade receivables and committed transactions. Customers are assessed on their credit quality, considering their financial position, past experience and other factors. The maximum exposure to credit risk is the total carrying value of cash and cash equivalents and trade and other receivables.

A simplified credit loss approach is applied for trade and other receivables. Under this approach, lifetime expected credit losses are recognized for all accounts receivable balances by applying an expected loss rate based on historical credit losses adjusted for current and forward-looking information which may affect the ability of the customers to settle receivables. Trade and other receivables have been grouped based on shared credit risk characteristics and days past due. In previous years the impairment of accounts receivable and loan receivable was assessed based on the incurred loss model whereby individual receivables which were known to be uncollectible were written off by reducing the carrying amount directly. Where the Company assessed a potential impairment, the estimated impairment losses were recognized in a separate provision. Receivables for which an impairment provision was recognized were written off against the provision when there was no expectation of recovering additional cash.

Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan, and failure to make contractual payments for a period of greater than 120 days past due.

Financial instruments that potentially subject the Company to concentrations of credit risk consist of trade and other receivables. The maximum credit risk exposure to a single customer is \$40,776 (2024 – \$72,215). The Company believes there is minimal risk associated with the collection of these amounts based on historical and subsequent collections. The Company manages its credit risk by performing regular credit assessments of its customers and provides allowances for potentially uncollectible accounts receivable. The Company does not generally require collateral or other security from customers on accounts receivable.

The aging of the Company's receivables is:

	May 31, 2025 \$	May 31, 2024 \$
Current	<u>82,199</u>	<u>190,017</u>
Past due amounts		
15 – 45 days	68,653	56,723
Greater than 45 days	<u>168,374</u>	<u>187,664</u>
	<u>237,027</u>	<u>244,387</u>
Accounts receivable net	<u>319,226</u>	<u>434,404</u>

(d) Liquidity risk

Liquidity risk is the risk the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivery of cash or another financial asset. The Company enters into transactions to purchase goods and services on credit, borrow funds from financial institutions; and lease warehouse space from various lessors, for which repayment is required at various maturity dates. Liquidity risk is measured by reviewing the Company's future net cash flows for the possibility of negative net cash flows. Due to the recurring history of significant losses and lack of consistent operating cash flows, the Company continues to rely on the majority shareholder to fund ongoing operations and cash flow deficiencies through the additional draws on the loans payable (note 12).

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit lines. The Company's trade payables, lease liabilities, other liabilities, loans payable and accrued interest in the amount of \$10,158,896 are due within one year and the Company's line of credit is close to its limit. The degree to which the Company is leveraged may reduce its ability to obtain additional financing for working capital and to finance investments to improve cash flows from operations.

The Company manages its liquidity risk through the management of its capital structure and financial leverage as outlined in note 21. Due to the significant liquidity risk and lack of adequate cash flows to fund existing obligations and ongoing operations, the Company continues to make efforts to improve operating cash flows through certain strategic efforts, such as expanding operations, but to date the cash flow deficiencies have been funded by the majority shareholder. Until such time that the Company generates positive cash flows it is expected to remain reliant on the funding of the majority shareholder, or other sources of financing where possible. The Board of Directors and/or the Audit Committee reviews and approves the Company's operating and capital budgets, as well as any material transactions out of the ordinary course of business.

In addition to the risks outlined above, the Company is exposed to further liquidity risk as a result of its economic dependence on the revenues from a few major customers, as outlined in note 20. See also going concern disclosures, note 1.

Capital disclosures

The Company's objectives in managing capital are:

- a) to ensure sufficient liquidity to enable the internal financing of capital projects;
- b) to ensure sufficient liquidity to meet the demands of the existing current and long term obligations;
- c) to ultimately develop a strong capital base to increase investor, creditor, and market confidence; and
- d) to ultimately provide an adequate return to shareholders.

The Company's capital is composed of bank indebtedness, loans payable, and lease liabilities. The Company's primary uses of capital in the past have been to finance its operations, and property and equipment expenditures. The Company currently funds these requirements with shareholder financing. The Company maintains a secured operating line of credit with a chartered bank that it uses for its business activities. The Board of Directors does not establish quantitative return on capital criteria for management. The Company is not subject to any externally imposed capital requirements. See also going concern disclosure, note 1.

22. Government assistance

On March 27, 2020, the Government of Canada announced the creation of the Canada Emergency Business Account (CEBA) Program. Through the CEBA Program, eligible small businesses were provided emergency funding in the form of loans that were initially interest-free and partially forgivable, to help cover a variety of expenses that could not be deferred during a period of shutdown.

Eligible CEBA loan holders in good standing were able to qualify for partial loan forgiveness if the non-forgivable principal of their CEBA loan was repaid on or before January 18, 2024 (or on or before March 28, 2024, for those that applied for refinancing with the financial institution that provided their CEBA loan on or before January 18, 2024). Certain loan holders that did not qualify for the loan they received were not eligible for forgiveness and were required to repay the outstanding amount of their CEBA loan, in full, by December 31, 2023.

During fiscal 2020, the Company received \$40,000 through the CEBA Program.

During fiscal 2025, the Company was in default on the CEBA loan as the outstanding amount was not repaid in full by December 31, 2023, in accordance with CRA eligibility requirements. Accordingly, the CEBA loan was reassigned and transferred from the financial institution that initially handled its establishment and administration to the CRA CEBA Program for collection.

Interest began accruing on this balance at a rate of 5% per annum on January 19, 2024, and continues until the loan is repaid in full. The balance as at May 31, 2025, is \$31,628 (2024 - \$40,000) and has been presented as part of Trade payables and other liabilities for the year ended May 31, 2025 (2024 – Bank indebtedness).

23. Subsequent events

Liquidity

Subsequent to year-end, to address the immediate liquidity risk and fill current obligations, the Company drew an additional \$1,200,000 in shareholder loans from the majority shareholder, who is also a director, or company controlled by this individual, bearing interest at 8%. These loans are consistent with previous loans under agreement with the Company's bank and the Company's controlling shareholder, who is also a director, and a company controlled by this same which waives the lender's rights to demand repayment of demand loans payable, until the Company has repaid all outstanding loans to its bank.

License and royalty agreement dispute

Subsequent to year-end, the Company entered into a contractual dispute with the Licensor of the Agreement described in note 9. Following a series of communications between the parties, the Licensor issued a formal notice of termination on July 10, 2025, citing alleged breaches of material obligations under the agreement. The Company is disputing the claims. Both parties have indicated an intention to resolve the matter through arbitration in accordance with the agreement's dispute resolution provision. Based on management's current assessment, an estimate of the financial effect cannot be made at this time as the arbitration has not yet commenced. The Company has disclosed this matter due to its potential material impact on future operations and financial position.