

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Adaptogenics Health Corp. (the "Issuer").

Trading Symbol: ADPT

SCHEDULE A: FINANCIAL STATEMENTS

The unaudited interim financial statements for the three and six-month period (2nd quarter) ended September 30, 2023 are attached hereto as Schedule "A".

SCHEDULE B: SUPPLEMENTARY INFORMATION

1. Related party transactions

Please see Note 9 of the interim financial statements.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

During the quarter ended September 30, 2023, no shares of common stock were issued.

(b) summary of options granted during the period,

During the quarter ended September 30, 2023, the Company granted 550,000 stock options at an exercise price of \$0.10 exercisable until August 15, 2026.

3. Summary of securities as at the end of the reporting period.

The following information details the outstanding share capital of the issuer as at the quarter ended September 30, 2023:

(a) **Authorized:**

Unlimited common shares, without par value

(b) **Common Shares Issued and Outstanding:**

16,397,701 common shares issued and outstanding.

(c) **Options and Warrants Outstanding:**

Security	Number of Common Shares Issuable	Exercise Price per Common Share	Expiry Date
STOCK OPTIONS	550,000	0.10	August 15, 2026
WARRANTS	Nil	N/A	N/A

(d) **Shares Subject to Escrow:**

An aggregate of 3,010,001 common shares were placed in escrow with Odyssey Trust Company, pursuant to an Escrow Agreement dated November 23, 2022. As at September 30, 2023, 2,257,501 common shares remain in escrow.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Position
Daryl Ware-Lane	Director, President & CEO
Martin Bajic	Director
David Heel	Director and VP Sales
Pavandeep Mehat	Director
Hani Zabaneh	Director and COO
Ming Jang	CFO and Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

The management discussion and analysis for the 2nd quarter ended September 30, 2023 is attached hereto as Schedule "B".

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated November 27, 2023.

Ming Jang
Name of Director or Senior Officer

"Ming Jang"
Signature

CFO
Official Capacity

Issuer Details		For Quarter Ended	Date of Report
Name of Issuer		September 30, 2023	YY/MM/D
Adaptogenics Health Corp.			23/11/27
Issuer Address			
1100 - 1111 Melville St			
City/Province/Postal Code		Issuer Fax No.	Issuer Telephone No.
Vancouver, BC V6E 3V6			(604) 782-4264
Contact Name		Contact Position	Contact Telephone No.
Ming Jang		CFO	(604) 603-3685
Contact Email Address		Web Site Address	
mjang@mjjassoicates.ca		https://adaptogenicshealth.com/	

SCHEDULE "A"

ADAPTOGENICS HEALTH CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE- AND SIX- MONTH PERIODS ENDED
SEPTEMBER 30, 2023 AND 2022

(Expressed in Canadian Dollars)
(Unaudited)

Notice to Reader

Under National instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by and are the responsibility of management.

The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of the condensed interim financial statements by an entity's auditor.

Adaptogenics Health Corp.
Condensed Interim Statements of Financial Position
(Stated in Canadian Dollars)
(Unaudited)

	Notes	September 30, 2023	March 31, 2023
ASSETS			
Current assets			
Cash and cash equivalents		\$ 176,897	\$ 261,967
Amounts receivable		1,274	4,240
Inventory		38,990	-
Prepaid expenses		-	36,329
Total current assets		217,161	302,536
TOTAL ASSETS		\$ 217,161	\$ 302,536
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables		\$ 10,675	\$ 33,034
Due to related parties	9	624	5,931
TOTAL LIABILITIES		11,299	38,965
Shareholders' equity			
Share capital	5	669,886	669,886
Reserves	6	7,497	-
Deficit		(471,521)	(406,315)
Total equity		205,862	263,571
TOTAL LIABILITIES AND EQUITY		\$ 217,161	\$ 302,536
Nature and continuance of operations and going concern	1		
<div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="text-align: center;"> <u>"Daryl Ware-Lane"</u> Director </div> <div style="text-align: center;"> <u>"Hani Zabaneh"</u> Director </div> </div>			

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

Adaptogenics Health Corp.

Condensed Interim Statements of Loss and Comprehensive Loss

(Stated in Canadian Dollars)

(Unaudited)

		Three-months ended September 30,		Six-months ended September 30,	
	Notes	2023	2022	2023	2022
Revenue					
Sales, net of discounts		\$ 465	\$ -	\$ 465	\$ -
Cost-of-sales		(269)	-	(269)	-
Gross Margin		196	-	196	-
Expenses					
Advertising and promotions		3,288	-	6,540	-
Consulting fees		-	14,625	520	23,305
Filing fees		5,625	13,500	10,912	13,500
General and administrative		881	828	1,818	1,724
Management fees	9	11,500	23,200	25,000	47,900
Professional fees		10,299	16,111	14,033	22,274
Product and development costs		-	-	-	14,300
Share-based payments	6	7,497	-	7,497	-
Total expenses		(39,090)	(68,264)	(66,320)	(123,003)
Loss before other item		(38,894)	(68,264)	(66,124)	(123,003)
Other income					
Interest income		533	-	918	-
Loss and comprehensive loss for the period		\$ (38,361)	\$ (68,264)	\$ (65,206)	\$ (123,003)
Weighted average number of common shares outstanding					
Basic		16,397,701	16,397,701	16,397,701	16,397,701
Diluted		16,397,701	16,397,701	16,397,701	16,397,701
Basic and diluted loss per common share		\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)

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

Adaptogenics Health Corp.
Condensed Interim Statements of Cash Flows
(Stated in Canadian Dollars)
(Unaudited)

	Six-months ended September 30,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (65,206)	\$ (123,003)
Item not involving cash:		
Share-based payments	7,497	\$ -
Changes in non-cash working capital items:		
Amounts receivable	2,966	763
Inventory	(38,990)	-
Prepaid expenses	36,329	10,540
Trade and other payables	(22,359)	(13,257)
Due to related parties	(5,307)	(1,277)
Net cash used in operating activities	(85,070)	(126,234)
Change in cash during the period	(85,070)	(126,234)
Cash and cash equivalents, beginning of the period	261,967	533,515
Cash and cash equivalents, end of the period	\$ 176,897	\$ 407,281
Cash and cash equivalents consists of:		
Cash	\$ 21,897	\$ 152,281
Short-term deposits	155,000	255,000
	\$ 176,897	\$ 407,281
Supplemental Cash Flow Information		
Income taxes paid	\$ -	\$ -
Interest paid (received)	\$ -	\$ -

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

Adaptogenics Health Corp.**Condensed Interim Statements of Changes in Shareholders' Equity**

(Stated in Canadian Dollars)

(Unaudited)

	Common Shares		Deficit	Reserves	Total
	Number	Amount			
Balance at March 31, 2023	16,397,701	\$ 669,886	\$ (406,315)	\$ -	\$ 263,571
Share-based payments	-	-	-	7,497	7,497
Net loss for the period	-	-	(65,206)	-	(65,206)
Balance at September 30, 2023	16,397,701	669,886	(471,521)	7,497	205,862

	Common Shares		Deficit	Reserves	Total
	Number	Amount			
Balance at March 31, 2022	16,397,701	669,886	(140,703)	-	529,183
Net loss for the period	-	-	(123,003)	-	(123,003)
Balance at September 30, 2022	16,397,701	\$ 669,886	\$ (263,706)	\$ -	\$ 406,180

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Adaptogenics Health Corp. (the "Company") was incorporated on April 1, 2021 pursuant to the Business Corporations Act (British Columbia). On December 14, 2022, a Prospectus filed by the Company was given final receipt by the British Columbia Securities Commission and on January 9, 2023, the Company's common shares began trading on the Canadian Securities Exchange ("CSE"). The shares of the Company currently trades under the symbol "ADPT" on the CSE.

These condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") on the assumption that the Company will continue as a going concern and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The Company is a Canadian-based nutraceutical company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives. The Company is in the process of developing product formulations combining functional mushrooms and adaptogenic herbs which are aimed to support holistic health. The Company is committed to growing a presence in North America through a multifaceted distribution strategy to advance the mission of improving and empowering human health and wellness.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including relations between NATO and the Russian Federation regarding the situation in Ukraine and, potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

As at September 30, 2023, the Company had not yet achieved profitable operations, had an accumulated deficit of \$471,521 since inception, and expects to incur further losses in the development of its business. These events and conditions indicate a material uncertainty that may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is primarily dependent upon its ability to raise financing from equity markets or borrowings and successful development and launch of its functional mushroom and nutritional supplement alternatives to the market. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future. Accordingly, these financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements.

The head office of the Company is located at 1100 – 1111 Melville Street, Vancouver, BC, V6E 3V6.

2. BASIS OF PRESENTATION

a) Statement of compliance and basis of measurement

These condensed interim financial statements, including comparatives, are unaudited and have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRIC").

2. BASIS OF PRESENTATION (continued):

b) Statement of compliance and basis of measurement (continued):

These condensed interim financial statements of the Company for the three- and six- month period ended September 30, 2023 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 27, 2023.

c) Functional currency and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position are comprised of cash at banks and on hand, and short-term deposits which are cashable without penalty and are readily convertible into a known amount of cash, and subject to an insignificant risk of change in fair value.

b) Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) 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.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed as incurred. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are recognized in profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss).

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

b) Financial instruments (continued):

The following table shows the classification of the Company's financial assets and liabilities under IFRS:

Financial asset or liability	IFRS 9 Classification
Cash and cash equivalents	FVTPL
Trade and other payables	Amortized cost
Due to related parties	Amortized cost

c) Revenue

Revenue is recognized when payment for goods is received from the customer. At that time, transfer of control of the goods is determined by respective shipping terms and certain additional considerations. The Company does not have performance obligations subsequent to delivery on the sale of the goods to the customer and revenues from sale of goods are recognized at a "point-in-time". Which is upon passing of control to the customer.

d) Inventory

Inventory is valued at the lower of cost and net realizable value. The aggregate cost for the produced inventory includes costs such as materials, third-party labour, packaging and labelling. These costs are then allocated on a per-unit basis for the product produced and relieved to the statement of loss and comprehensive loss and the direct and indirect costs as these units are sold.

e) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

f) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, warrants, and stock options are classified as equity instruments. Incremental costs directly attributable to the issue of new common shares, warrants or stock options are shown in equity as a deduction, net of tax, from the proceeds.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component, as determined by the closing quoted bid price on the issuance date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

g) Loss per common share

Basic loss per share has been calculated using the weighted average number of common shares outstanding during the period.

Diluted loss per share has been calculated using the weighted average number of common shares that would have been outstanding during the respective period had all of the stock options and warrants outstanding at year-end having a dilutive effect been converted into shares at the beginning of the year and the proceeds used to repurchase the Company's common shares at the average market price for the year. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

h) Share-based compensation

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

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

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Share-based payments to non-employees are measured at the fair value of the goods or services received or if such fair value is not reliably measurable, at the fair value of the equity instruments issued.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

h) Share-based compensation (continued):

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. The amounts recorded in reserves for unexercised share options remain in share-based payments reserve upon their expiry or cancellation.

i) Impairment of non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at every reporting period. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable and at least annually. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive income or loss.

j) New standards, interpretations and amendments not yet adopted

As at September 30, 2023, the following accounting standards and amendments are effective for future periods. The Company is in the process of assessing the potential impact upon adoption.

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy.

These amendments are effective for reporting periods beginning on or after January 1, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

j) New standards, interpretations and amendments not yet adopted (continued):

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

These amendments are effective for reporting periods beginning on or after January 1, 2023.

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and judgments about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the financial statements are discussed below.

Critical judgments

Critical accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to the going concern assumption.

5. SHARE CAPITAL

Authorized capital stock: unlimited number of common shares without par value.

During the six-month periods ended September 30, 2023 and 2022, there were no common shares issued by the Company.

As at September 30, 2023, the Company had 2,257,501 common shares remaining in escrow which will be fully released in semi-annual installments over the next 28 months.

ADAPTOGENICS HEALTH CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
September 30, 2023
(Expressed in Canadian Dollars)
(Unaudited)

6. SHARE-BASED PAYMENTS AND RESERVES

Stock Options:

On January 18, 2022, the Company adopted a stock option plan in accordance with the rules and policies of the Canadian Securities Exchange. The terms of any award are determined by the Board, provided that no options may be granted with an exercise price lower than the greater of the closing market price of the Common Shares on (a) the trading day prior to the date of the grant of the stock options, and (b) the date of grant of the stock options, and the term may not exceed 10 years. The aggregate number of securities available for issuance under the plan may not exceed 10% of the number of common shares of the Company issued and outstanding from time to time.

On August 16, 2023, the Company granted 550,000 stock options to certain directors, officers and consultants at an exercise price of \$0.10. The stock options expire on August 15, 2026 and vest in quarterly installments with 137,500 of these options vesting immediately upon grant. The Company recognized \$7,497 for share-based payments during the three-month period ended September 30, 2023 and will recognize an additional \$8,303 in share-based payments over the next 9 months upon vesting of the remaining 412,500 options.

The fair value of the 550,000 stock options was estimated using the Black-Scholes option pricing model assuming a weighted average risk-free interest rate of 4.80%, a dividend yield of nil, a weighted average expected annual volatility of the Company's share price of 100% and an expected life of 3 years. The fair value of the stock options was \$0.06 per option. The expected volatility assumption is based on the estimated volatility of comparable early-stage companies. The risk-free interest rate is based on yield curves on the Canadian government zero-coupon bonds or Canadian government treasury bills with a remaining term equal to the options' expected life.

The change in stock options issued during the six-month period ended September 30, 2023 is as follows:

	Number of options	Weighted- average exercise price
Balance, beginning of period	-	\$ -
Granted	550,000	0.10
Balance, September 30, 2023	550,000	\$ 0.10
Vested	137,500	\$ 0.10
Not vested	412,500	0.10
Balance, September 30, 2023	550,000	\$ 0.10

Stock options exercisable and outstanding as at September 30, 2023 is as follows:

Expiry Date	Number of options	Exercise Price
August 15, 2026	137,500	\$ 0.10

7. FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

The Company's cash is measured at fair value, under the fair value hierarchy based on level 1 quoted prices in active markets for identical assets or liabilities.

The three levels of the fair value hierarchy are:

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

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

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

The fair value of the Company's accounts payable and accrued liabilities and amounts due to related parties, approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short-term nature.

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

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk. Amounts receivable consists of input tax credits receivable from the Government of Canada and are not subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2023, the Company had a cash and cash equivalents balance of \$176,897 to settle current liabilities of \$11,299. The Company expects to fund future liabilities through the issuance of capital stock. See Note 1 for discussion of going concern risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

a) Interest rate risk

The Company has cash balances which are not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions.

As at September 30, 2023, the Company had \$155,000 invested in investment-grade short-term deposit certificates earning 3.310% interest per annum.

ADAPTOGENICS HEALTH CORP.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
September 30, 2023
(Expressed in Canadian Dollars)
(Unaudited)

8. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the development of its business interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is largely dependent upon external financing to fund activities. In order to fund new business opportunities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new business opportunities and seek to acquire new business assets if it determines there are sufficient business opportunities or economic potential and if it has adequate financial resources to do so (see Note 1).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the six-month period ended September 30, 2023. The Company is not subject to externally imposed capital requirements.

9. RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Three-months ended September 30, 2023		September 30, 2022		Six-months ended September 30, 2023		September 30, 2022	
Management fees	\$	11,500	\$	23,200	\$	25,000	\$	47,900
Total	\$	11,500	\$	23,200	\$	25,000	\$	47,900

As at September 30, 2023, the Company had \$624 (Q2-FY2023 - \$10,185) due to related parties. The amounts owing are unsecured, non-interest bearing and have no specific terms of repayment.

SCHEDULE "B"

ADAPTOGENICS HEALTH CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
INTERIM MD&A – QUARTERLY HIGHLIGHTS
FOR THE THREE- AND SIX- MONTH PERIODS ENDED
SEPTEMBER 30, 2023

ADAPTOGENICS HEALTH CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
Interim MD&A – Quarterly Highlights
For the Three- and Six-Month Periods Ended September 30, 2023

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Adaptogenics Health Corp.'s (the "Company") performance, financial condition, and future prospects has been prepared as of November 27, 2023. This MD&A is prepared in accordance with section 2.2.1 of National Instrument 51-102, *Continuous Disclosure Obligations* ("NI 51-102"), which contemplates venture issuers providing quarterly highlights reporting by way of a brief narrative update about the business activities, financial condition, financial performance and cash flow of the Company. This MD&A should be read in conjunction with the Company's unaudited condensed interim financial statements for the three-and six-month periods ended September 30, 2023. They should also be read in conjunction with the Company's audited financial statements and the notes thereto for the fiscal year ended March 31, 2023 which have been prepared using International Financial Reporting Standards ("IFRS").

Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedarplus.ca.

DESCRIPTION AND OVERVIEW OF BUSINESS

Adaptogenics Health Corp. was incorporated on April 1, 2021 pursuant to the Business Corporations Act (British Columbia). On December 14, 2022, a Prospectus filed by the Company was given final receipt by the British Columbia Securities Commission and on January 9, 2023, the Company's common shares began trading on the Canadian Securities Exchange ("CSE"). The shares of the Company currently trade under the symbol "ADPT" on the CSE.

The Company is a Canadian-based nutraceutical company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives. The Company is in the process of developing product formulations combining functional mushrooms and adaptogenic herbs which are aimed to support holistic health. The Company is committed to growing a presence in North America through a multifaceted distribution strategy to advance the mission of improving and empowering human health and wellness. During the three-month period ended September 30, 2023, the Company launched its online store on its website offering its functional mushroom products.

As at September 30, 2023, the Company had not yet achieved profitable operations, had an accumulated deficit of \$471,521 since inception, and expects to incur further losses in the development of its business. These events and conditions indicate a material uncertainty that may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is primarily dependent upon its ability to raise financing from equity markets or borrowings and successful development and launch of its functional mushroom and nutritional supplement alternatives to the market. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future. Accordingly, these financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these financial statements.

ADAPTOGENICS HEALTH CORP.
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**SUMMARY OF FINANCIAL RESULTS OF OPERATIONS –
SIX-MONTH PERIOD ENDED SEPTEMBER 30, 2023**

The Company reported a loss of \$65,206 for the six-month period ended September 30, 2023 compared to a loss of \$123,003 for the corresponding six-month period ended September 30, 2022.

Advertising and promotional costs were \$6,540 and \$nil for the six-month periods ended September 30, 2023 and 2022 respectively. The Company's higher costs in the prior corresponding period can be attributed to the Company actively working on its marketing and product branding initiatives as it launched its online store.

The Company incurred consulting fees of \$520 (FY2023 - \$23,305). The costs incurred during the prior corresponding period were higher due to the start-up of the Company and the development of the Company's product line.

The Company incurred management fees of \$25,000 and \$47,900 for the six-month periods ended September 30, 2023 and 2022 respectively. In an effort to preserve the Company's cash, the management of the Company voluntarily reduce their fees.

Professional fees were \$14,033 (FY2023 - \$22,274). These costs can be attributed to \$8,872 (FY2023 - \$8,000) in accounting and audit related fees and \$5,161 (FY2023 - \$14,274) in legal fees.

The Company incurred product development costs of \$nil (FY2023 - \$14,300). The decrease in costs can be attributed to the initial formulation of the Company's product line which was incurred during the last fiscal year.

The Company recognized \$7,497 (FY2023 - \$nil) in share-based compensation costs. This amount represents the fair-value of the 137,500 options that vested during the period. The remaining 412,500 option will vest over the next nine months.

1. The following is a summary of the Company's results for the eight most recently completed quarters:

	Revenue	Current assets	Current liabilities	Working capital	Loss	Loss per share
September 30, 2023	\$465	\$ 217,161	\$ 11,299	\$ 205,862	\$ (38,361)	\$ (0.00)
June 30, 2023	\$ nil	268,551	31,827	236,724	(26,845)	(0.00)
March 31, 2023	\$ nil	302,536	38,965	263,571	(74,312)	(0.01)
December 31, 2022	\$ nil	396,953	59,071	337,882	(68,298)	(0.01)
September 30, 2022	\$ nil	439,959	33,778	406,181	(68,261)	(0.00)
June 30, 2022	\$ nil	509,197	34,753	474,444	(54,741)	(0.00)
March 31, 2022	\$ nil	577,495	48,312	529,183	(53,642)	(0.02)
December 31, 2021	\$ nil	\$ 396,953	\$ 59,070	\$ 337,883	\$ (23,252)	\$ (0.00)

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2. The only material variations are:
 - (i) the net losses for over the quarters have been consistent and have increased marginally as the Company executes its business objectives. The Company's activity up to December 31, 2022 has been developing its adaptogen product line and seeking a listing on the CSE. Costs incurred after the Company began trading on the CSE are costs normally associated with that of maintaining a listed publicly traded company.
 - (ii) the increased cash in the quarter as at the end of December 31, 2021 was a result of the Company commencing a private placement on the issuance of 8,600,000 common shares for gross proceeds of \$430,000.
3. As at September 30, 2023 the Company had a cash balance of \$176,897 to settle current liabilities of \$11,299. The Company expects to fund future expenditures through the issuance of capital stock.
4. There are no known trends, risks or demands affecting the Company except that (i) should the Company be unsuccessful in raising additional financing, the Company will likely be unable to carry on an active business. The Company is unable to determine, at this time, whether it will be successful in raising sufficient capital to further develop and market its adaptogen product.
5. During the three-month period ended September 30, 2023, the Company began selling its product line through its website.
6. The major operating milestones affecting or pertaining to the Company are: (i) raise sufficient capital to settle its outstanding liabilities; and, (ii) the Company generating sufficient revenue from the sale of its adaptogen product line. During the three-month period ended September 30, 2023, the Company began selling its product line through its website.
7. There are no significant changes from disclosure previously made about how the Company was going to use proceeds from any financing.

**SUMMARY OF FINANCIAL RESULTS OF OPERATIONS –
THREE-MONTH PERIOD ENDED SEPTEMBER 30, 2023**

The Company reported a loss of \$38,361 for the three-month period ended September 30, 2023 compared to a loss of \$68,264 for the corresponding three-month period ended September 30, 2022.

The Company generated some revenue from the sale of its product as it launched its online shop. The Company is continuing with its efforts to promote its product and brand awareness to generate additional sales.

Advertising and promotional costs were \$3,288 and \$nil for the three-month periods ended September 30, 2023 and 2022 respectively. The Company is continuing with a marketing program to create product awareness as its product became available for sale online on the Company's website.

The Company incurred consulting fees of \$nil (Q2-FY2023 - \$14,625). The costs incurred during the previous fiscal quarter were incurred due to the start-up of the Company and the development of the Company's product line.

Management fees were \$11,500 and \$23,200 for the three-month periods ended September 30, 2023 and 2022 respectively. In an effort to preserve the Company's cash, the management of the Company voluntarily reduce their fees.

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Professional fees were \$10,299 (Q2-FY2023 - \$16,111). These costs can be attributed to \$6,000 (Q2-FY2023 - \$3,000) in accounting and audit related fees and \$4,299 (Q2-FY2023 - \$13,111) in legal fees.

The Company recognized \$7,497 (FY2023 - \$nil) in share-based compensation costs. This amount represents the fair-value of the 137,500 options that vested during the period. The remaining 412,500 option will vest over the next nine months.

SECURITIES OUTSTANDING

As at September 30, 2023 and the date of this MD&A, the Company had 16,397,701 common shares issued and outstanding.

As at September 30, 2023 and the date of this MD&A, the Company had no warrants issued and outstanding.

On August 16, 2023, the Company granted 550,000 incentive stock options to certain directors, officers and consultants at an exercise price of \$0.10. The Options will expire three years from the date of the grant and will vest quarterly over the next 12 months.

As at September 30, 2023 and the date of this MD&A, the Company had 550,000 stock options issued and outstanding.

RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those individuals who have authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Three-months ended September 30,		Six-months ended September 30,	
	2023	2022	2023	2022
Management fees	\$ 11,500	\$ 23,200	\$ 25,000	\$ 47,900
Total	\$ 11,500	\$ 23,200	\$ 25,000	\$ 47,900

As at September 30, 2023, the Company had \$624 (Q2-FY2023 - \$10,185) due to related parties. The amounts owing are unsecured, non-interest bearing and have no specific terms of repayment.

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DIRECTORS AND OFFICERS

As at the date of this MD&A, the directors and officers of the Company are as follows:

Daryl Ware-Lane	Director, President and CEO
Martin Bajic	Director
David Heel	Director and VP Sales
Pavandeep Mehat	Director
Hani Zabaneh	Director and COO
Ming Jang	CFO and Corporate Secretary