FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Komo Plant Based Foods Inc. (the "Issuer")

Trading Symbol: **YUM**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the Securities Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

All related party transactions have been disclosed in the Issuer's financial statements for the interim period ended October 31, 2023.

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

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

All securities issued and options granted have been disclosed in the notes to the Issuer's financial statements for the interim period ended October 31, 2023.

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,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and Relationship	Generic Description of Other Optionees	Exercise Price	Expiry Date	Market Price on Date of Grant

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

A summary of securities has been provided in the Issuer's financial statements for the interim period ended October 31, 2023.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

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 of Director	Position(s) Held		
William White	Director, CEO and President		
Yucai (Rick) Huang	CFO and Corporate Secretary		
Spiros Margaris	Director		
Daniel Kang	Director		
Angelo Rajasooriar	Director		

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

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 CSE Policy 1).
- 4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated December 22, 2023

William White
Name of Director or Senior Officer
<u>"William White"</u>
Signature
CEO and President
Official Capacity

Issuer Details

Name of Issuer	For Quarter Ended	Date of Report (YY/MM/DD)	
Komo Plant Based Foods Inc.	October 31, 2023	23/12/22	
Issuer Address			
1605 West 5 th Avenue			
City/Province/Postal Code	Issuer Fax No.	Issuer Telephone No.	
Vancouver, BC V6J 1N5	None	866.969.0882	
Contact Name	Contact Position	Contact Telephone No.	
William White	CEO and President	866.969.0882	
Contact Email Address	Web Site Address		
info@komoeats.com	www.komocomfortfoods.com		

Schedule "A"

Financial Statements

[inserted as following pages]

Condensed Interim Consolidated Financial Statements

For the Three Months Ended October 31, 2023 and 2022

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE TO READER

The accompanying condensed interim consolidated financial statements of Komo Plant Based Foods Inc. ("the Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed interim consolidated financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. These condensed interim consolidated financial statements have not been reviewed by the Company's independent auditor.

Condensed Interim Consolidated Statements of Financial Position (Expressed in Canadian Dollars)

	Notes	October 31, 2023 (Unaudited)	July 31, 2023 \$
ASSETS			
Cash		861	2,058
Amounts receivable	3	30,574	45,363
Deposits		3,000	3,000
Current and total assets		34,435	50,421
LIABILITIES Current liabilities			
Accounts payable and accrued liabilities	4	538,061	524,683
Convertible debentures	5	1,658,968	1,559,506
Derivative liabilities	5	1,766	43,711
Loans payable	6	120,000	120,000
Due to related parties	4	304,431	312,331
Current and total liabilities		2,623,226	2,560,231
SHAREHOLDERS' DEFICIT			
Share capital	7	12,111,402	12,111,402
Share-based payment reserve	8 & 9	2,965,063	2,965,063
Convertible debenture reserve	5	67,718	67,718
Deficit		(17,732,974)	(17,653,993)
Total shareholders' deficit		(2,588,791)	(2,509,810)
Total liabilities and shareholders' deficit		34,435	50,421

Nature of operations and continuance of business (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on December 22, 2023:

<u>/s/ "Daniel Kang"</u> Daniel Kang, Director <u>/s/ "Angelo Rajasooriar"</u> Angelo Rajasooriar, Director

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited)

		Three Months October		
	Notes	2023	2022	
		\$	\$	
EXPENSES				
Advertising and promotion	4	-	19,750	
Consulting fees	4	3,000	30,500	
General and administrative	4	560	6,647	
Investor relations		-	22,953	
Professional fees	4	-	6,000	
Share-based compensation	9	-	15,012	
Wages	4		22,068	
Total expenses		3,560	122,930	
LOSS BEFORE OTHER INCOME/EXPENSES		(3,560)	(122,930)	
Other income/expenses	10	(62,260)	24,239	
Net loss from continuing operations		(65,820)	(98,691)	
Loss from discontinued operations	13	(13,161)	(144,939)	
NET AND COMPREHENSIVE LOSS		(78,981)	(243,630)	
Loss per shares, basic & diluted				
from continuing operations		(0.01)	(0.01)	
from discontinued operations		(0.00)	(0.02)	
Language basis O distant		(0.01)	(0.07)	
Loss per share, basic & diluted Weighted average shares outstanding,		(0.01)	(0.03)	
- basic & diluted		11,662,799	9,707,094	

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficit) (Expressed in Canadian Dollars) (Unaudited)

	Share c	apital				
	Number of shares	Amount	Share-based payment reserve	Convertible debenture reserve	Deficit	Total
	31101 03	\$	\$	\$	\$	\$
BALANCE, JULY 31, 2022 Share-based compensation Net loss for the period BALANCE, OCTOBER 31, 2022	9,707,096 - - 9,707,096	11,825,566 - - 11,825,566	3,028,305 27,251 - 3,055,556	68,175 - - 68,175	(16,191,236) - (243,640) (16,434,876)	(1,269,190) 27,251 (243,640) (1,485,579)
BALANCE, JULY 31, 2023 Net loss for the period	11,662,799	12,111,402	2,965,063	67,718	(17,653,993) (78,981)	(2,509,810) (78,981)
BALANCE, OCTOBER 31, 2023	11,662,799	12,111,402	2,965,063	67,718	(17,732,974)	(2,588,791)

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

Condensed Interim Consolidated Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

	Three Montl Octobe	
	2023	2022
OPERATING ACTIVITIES		
Net loss from continuing operations	(65,820)	(98,702)
Items not involving cash:		
Accretion of discount on convertible debentures	69,095	61,633
Interest expense on convertible debentures	30,367	38,847
Interest expense on loans/lease liabilities	-	1,824
Gain on change in fair value of derivative liabilities	(41,945)	(131,735)
Share-based compensation	-	15,010
Changes in non-cash operating working capital:		
Amounts receivable	(7,017)	(3,791)
Prepaid expenses & deposits	-	25,376
Due to related parties	(25,576)	70,532
Accounts payable and accrued liabilities	37,743	7,574
Net cash used in operating activities from continuing operations	(3,153)	(11,468)
Net cash used in operating activities from discontinued operations	1,956	(166,036)
CHANGE IN CASH	(1,197)	(177,504)
Cash, beginning of the period	2,058	224,344
CASH, END OF THE PERIOD	861	46,840

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

1. Nature of Operations and Continuance of Business

Komo Plant Based Foods Inc. (the "Company") was incorporated under the laws of the province of British Columbia, Canada, on December 3, 2010. On May 31, 2021, the Company changed its name to Komo Plant Based Foods Inc. The Company previously researched, developed, manufactured, marketed and sold plant-based frozen food products through ecommerce and retail. In May 2023, the Company discontinued its operations (Note 18). The Company is currently in search of new businesses.

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern. During the year ended October 31, 2023, the Company has incurred a net loss from continuing operations of \$65,820 and incurred negative cash flows in operating activities from continuing operations of \$3,153. As at October 31, 2023, the Company has a working capital deficit of \$2,588,791 and an accumulated deficit of \$17,732,974. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs, and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

2. Significant Accounting Policies

(a) Statement of Compliance

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

(b) Basis of Presentation

These consolidated financial statements include the accounts of the Company and its wholly owned Canadian subsidiaries, Komo Plant Based Comfort Foods Inc. ("Comfort"), Fasttask Inc., and 10758914 Canada Inc. All intercompany balances and transactions have been eliminated on consolidation.

These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for the cash flow information. The presentation and functional currency of the Company and its Canadian subsidiaries is the Canadian dollar, and the functional currency of its previously wholly owned subsidiary, KBM, is the United States dollar. In the opinion of the Company's management, all adjustments considered necessary for a fair presentation have been included.

(c) Significant Accounting Estimates and Judgments

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. 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. Actual results may differ from these estimates.

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

2. Significant Accounting Policies (continued)

(c) Significant Accounting Estimates and Judgments (continued)

Significant areas requiring the use of estimates include the collectability of amounts receivable, net realizable value of inventory, the useful lives and carrying values of property and equipment and intangible assets, fair value of share-based compensation and derivative liabilities, discount rates used for convertible debentures, revenue recognition, and measurement of unrecognized deferred income tax assets.

Judgments include the factors that are used in determining the application of the going concern assumption which requires management to consider all available information about the future, which is at least but not limited to, 12 months from the year end of the reporting period, factors used in determining the discount rate for the carrying value of convertible debentures.

(k) Reclassifications

Certain financial statement items have been reclassified for consistency with the current period presentation. These reclassifications related to the presentation of discontinued operations (Note 18) and had no material effects on the consolidated financial statements.

(I) Accounting Standards Issued But Not Yet Effective

Certain pronouncements have been issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning on or after August 1, 2023 or later years. Management does not believe the adoption of these future standards will have a material impact on the Company's financial statements.

3. Amounts Receivable

	October 31,	luly 31,
	2023	2023
	\$	\$
Accounts receivable	53,394	70,776
Allowance for doubtful accounts	(52,658)	(52,658)
GST receivable	29,838	27,245
Net accounts receivable	30,574	45,363

4. Related Party Transactions

During the three months ended October 31, 2023 and 2022, compensation of key management personnel and related parties were as follows:

	Three months ended October 31,		
	2023 2022		
	\$	\$	
Wages	=	34,434	
Consulting and director fees	11,000	30,000	
Share-based compensation	-	18,045	
Total	11,000	82,479	

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

4. Related Party Transactions (continued)

- (a) As at July 31, 2023, the Company owed \$266,449 (July 31, 2023 \$279,351) to the CEO of the Company. The amount is unsecured, due on demand, and non-interest bearing.
- (b) As at July 31, 2023, the Company owed \$21,500 (July 31, 2023- \$10,500) to the CFO of the Company, which is recorded in accounts payable and accrued liabilities. The amount is unsecured, due on demand, and non-interest bearing.
- (c) As at July 31, 2023, the Company owed \$69,410 (July 31, 2023 \$69,410) to Better Plant Sciences Inc. ("BPS"), an associated company, of which \$37,056 (2022 \$nil) is recorded in accounts payable and accrued liabilities. The balance owing is unsecured, non-interest bearing, and due on demand. During the Three months ended October 31, 2023, the Company incurred operating expenses of \$nil (2022 \$18,750) to BPS for shared services.

5. Convertible Debentures

(a) During the year ended July 31, 2022, the Company closed a non-brokered private placement of 1,000 units at \$1,000 per unit for gross proceeds of \$1,000,000. The private placement closed in two tranches, with the first 500 units closing on September 29, 2021, and the next 500 units closing on October 8, 2021. Each unit consisted of one convertible unsecured debenture (the "Debentures") and 700 common share purchase warrants of the Company (the "Warrants"). The Debentures bear interest at a rate of 10% per annum on an accrual basis from issuance, calculated and payable semi-annually in arrears on January 31 and July 31 of each year with such payment having commenced on January 31, 2022 with a redemption date that is 24 months from issuance. The Debentures are convertible in full or in part, at the holders' option, into common shares in the capital of the Company at a price of \$1.40 per common share, at any time prior to their redemption. Each Warrant will entitle the holder to acquire one common share of the Company at a price of \$1.60 per share for a period of 36 months from the date of issue.

In connection with the issuance of the Debentures, the Company paid \$80,000 of finder's fees to registered brokers and issued 57,143 warrants exercisable at a price of \$1.40 per share for a period of 24 months from the date of issue (the "Broker Warrants") with a fair value of \$118,137. The shares underlying the Warrants, the Broker Warrants and the Debentures are subject to a statutory hold period expiring four months and one day from issuance of the underlying securities. The fair value associated with the Broker Warrants granted was determined using the Black-Scholes pricing model with the following weighted average assumptions: stock price at grant date \$2.40; volatility of 199%; an expected life of 2 years; a dividend yield of 0%; an expected forfeiture rate of 0%; and a risk-free rate of 0.61%.

During the year ended July 31, 2022, the Company issued 28,571 common shares to a debenture holder upon an election of early conversion. The convertible debenture liability of \$40,000 and convertible debenture reserve of \$1,827 were transferred to share capital.

During the year ended July 31, 2023, the Company issued 66,666 common shares to debenture holders upon an election of early conversion. The convertible debenture liability of \$10,000 and convertible debenture reserve of \$457 were transferred to share capital.

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

5. Convertible Debentures (continued)

(b) On June 21, 2022, the Company closed a non-brokered private placement of 593.87 units at \$1,000 per unit for gross proceeds of \$502,000 and settlement of accounts payable of \$91,875. Each unit consisted of one convertible unsecured debenture (the "Debentures") and 1600 common share purchase warrants of the Company (the "Warrants"). The debentures bear interest at a rate of 10% per annum on an accrual basis from issuance, calculated and payable semi-annually in arrears on May 31 and November 30 of each year with each such payment commencing on November 30, 2022 with a redemption date that is 24 months from issuance (the "Maturity Date"). The Debentures are convertible in full or in part, at the holders' option, into common shares in the capital of the Company at a 15% discount to the 30-day moving average as at the Maturity Date, subject to CSE regulations, at a price not less than \$0.50 per share, at any time prior to their redemption. Each Warrant will entitle the holder to acquire one common share of the Company at a price of \$0.70 per share for 36 months from the date of issue. As at July 31, 2023, the Company recorded derivative liabilities of \$43,711 (2022 - \$334,468) using a binomial option model assuming expected life of 0.92 years (2022-1.9 years), volatility of 212% (2022-159%), risk-free rate of 5.4% (2022-2.9%), exercise price of \$0.50 (2022 - \$0.50) per share, and no expected dividends.

In connection with the issuance of the Debentures, the Company paid \$36,000 of finder's fees to registered brokers and issued 72,000 warrants with a fair value of \$20,079 exercisable at a price of \$0.50 per share for a period of 24 months from the date of issue (the "Broker Warrants"). The fair value associated with the Broker Warrants granted was determined using the Black-Scholes pricing model with the following weighted average assumptions: stock price at grant date \$0.40; volatility of 153%; an expected life of 2 years; a dividend yield of 0%; an expected forfeiture rate of 0%; and a risk-free rate of 3.31%. The shares underlying the Warrants, the Broker Warrants and the Debentures are subject to a statutory hold period expiring four months and one day from issuance of the underlying securities.

During the year ended July 31, 2023, the Company issued 389,037 common shares to a debenture holder upon an election of early conversion. Convertible debenture liability of \$52,000 was transferred to share capital.

The following is a summary of changes in convertible debentures including accrued interest:

	lssu			
	Septembrer 28 2021	Oct. 8, 2021	Jun. 21, 2022	Total
	\$	\$	\$	\$
Carrying amount at July 31, 2023	510,813	538,736	509,957	1,559,506
Accretion Accrued interest	16,111 7,375	26,841 9,444	26,143 13,547	69,095 30,366
Carrying amount at October 31, 2023	534,299	575,021	549,647	1,658,968

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

6. Loans Payable

During the year ended July 31, 2021, the Company received a total of \$60,000 from the Government of Canada sponsored Canada Emergency Business Account ("CEBA"). On May 31, 2021, the Company assumed an additional CEBA loan of \$60,000 upon acquisition of Fasttask, in which the present value of the forgivable portion was \$10,334. These loans are interest free until January 18, 2024. If the Company repays the CEBA loans on or before January 18, 2024, a total of \$40,000 of the principal balance will be forgiven. Any unpaid principal portion of the CEBA loans after January 18, 2024 will be converted into three-year loans at annual interest rate of 5% per annum.

	\$
Loan payable, July 31, 2022	112,784
Accreted interest	7,216
Loan payable, July 31 and October 31, 2023	120,000

7. Share Capital

Authorized: unlimited number of common shares without par value

On January 30, 2023, the Company effected a 10:1 share consolidation. All share and per share amounts in these consolidated financial statements have been adjusted for the share consolidation.

There were no share transactions during the three months ended October 31, 2023.

Share transactions for the year ended July 31, 2023 included the following:

- (a) On April 26, 2023, the Company closed a non-brokered private placement, issuing an aggregate of 766,666 share units at a price of \$0.15 per unit. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing. No finders' fees were paid in connection with the issuance.
- (b) On April 26, 2023, the Company issued 455,703 units at \$0.15 per unit for the conversion of \$62,000 of convertible debentures and \$6,356 of accrued interest. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing.
- (c) On April 26, 2023, the Company issued 733,332 units to settle \$102,500 of accounts payable, including 350,000 units with a fair value of \$52,500 to a company controlled by the CFO of the Company for services rendered. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing.

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

8. Share Purchase Warrants

The following table summarizes the continuity of the Company's share purchase warrants:

	Number of	Weight average exercise
	warrants	price
		\$
Balance, July 31, 2022	6,226,792	2.85
Expired	(3,574,650)	3.87
Issued	1,955,702	0.20
Balance, July 31, 2023	4,607,844	0.88
Expired	(137,142)	
Balance, October 31, 2023	4,470,702	0.85

As at October 31, 2023, the following share purchase warrants were outstanding:

Warrants	Exercise	Expiry
outstanding	price	date
	\$	
6,905	1.00	November 29, 2023
700,863	2.00	February 11, 2024
14,286	1.40	February 11, 2024
70,746	2.00	February 16, 2024
72,000	0.50	June 21, 2024
350,000	1.60	September 29, 2024
350,000	1.60	October 8, 2024
950,200	0.70	June 21, 2025
1,955,702	0.20	April 26, 2026
4,470,702		

9. Stock Options

The Company's Board of Directors approved a stock incentive plan in accordance with the policies of the Canadian Securities Exchange (the "Exchange"). The Board of Directors is authorized to grant options to directors, officers, consultants or employees to acquire up to 20% of the issued and outstanding common shares of the Company. The exercise price will not be less than \$1.00 per share and, in the event that the Company is listed on the Exchange, the market price of the common shares on the trading day immediately preceding the date of the grant, less applicable discounts permitted by the Exchange. The options that may be granted under this plan must be exercisable for over a period of not exceeding 5 years.

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

9. Stock Options (continued)

The following table summarizes the continuity of the Company's stock options:

	Number of	Weighted
	options	average
		exercise price
		\$
Outstanding, July 31, 2022	1,661,050	1.28
Cancelled/expired	(968,900)	1.20
Outstanding, July 31, 2023	692,150	1.39
Expired	(137,400)	1.36
Outstanding, Ootober 31, 2023	554,750	1.39
Exercisable, October 31, 2023	554,750	1.39

Additional information regarding stock options outstanding as at October 31, 2023 is as follows:

Range of			Weighted average
exercise	Stock options	Stock options	remaining contracted
prices	outstanding	exercisable	life (years)
\$			
1.00- 1.60	507,000	507,000	2.40
4.00 - 5.00	38,750	38,750	0.09
7.50 - 8.00	9,000	9,000	0.02
	554,750	554,750	2.51

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the period ended October 31, 2023, the Company recognized share-based compensation expenses of \$nil (2022 -\$15,012).

There was no new grant of options during the three months ended October 31, 2023. Weighted average assumptions used in calculating the fair value of share-based compensation expense for the prior year are as follows:

	2024 2023	
Risk-free interest rate	=	3.64%
Dividend yield	=	0%
Expected volatility	=	150%
Expected life (years)	-	3.75
Forfeiture rate	-	0%

As at October 31, 2023, there was \$nil (2022- \$36,772) of unrecognized share-based compensation related to unvested stock options.

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

10. Other Expense

Other expense is comprised of the following:

	Three months ended October 31,		
	2023 2022		
	\$	\$	
Accretion of discounts on convertible debentures	(69,095)	(61,633)	
Bad debt recovery	-	(1,964)	
Foreign exchange gain (loss)	-	(883)	
Gain (loss) on change in fair value of derivative liability	41,945	131,745	
Interest expense on debentures	(34,810)	(43,026)	
Other expense	(300)		
	(62,260)	24,239	

11. Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the general operations of the Company and facilitate the liquidity needs of its operations. The Board of Directors does not establish quantitative return on capital criteria for management, but relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its working capital position, share capital, share-based payment reserves, and convertible debenture reserve. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three months ended October 31, 2023. The Company is not subject to externally imposed capital requirements.

12. Financial Instruments and Risk Management

(a) Fair Values

The fair values of other financial instruments, which includes cash, accounts receivable, amounts due to related parties, accounts payable and accrued liabilities, convertible debentures, and loans payable approximate their carrying values due to the relatively short-term maturity of these instruments. Derivative liabilities of \$1,766 (2022 - \$43,711) is classified as a Level 2 financial instrument.

(b) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash, prepaid expenses and deposits, and accounts receivable.

(c) Foreign Exchange Rate Risk

Currency risk is the risk that the fair value of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company is not materially exposed to significant foreign currency risks.

(d) Interest Rate Risk

The Company's exposure to interest rate risk is limited as it does not carry any commercial loans with variable interest rates. The Company's convertible debenture carries a fixed 10% annual coupon rate.

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

12. Financial Instruments and Risk Management (continued)

(e) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.

(f) Price Risk

The Company's plant-based comfort foods was discontinued during the year ended July 31, 2023. The Company is not exposed to material price risks.

13. Discontinued Operations

During the year ended July 31, 2023, management made the decision to cease its plant-based comfort food business ("Comfort") due to adverse market conditions. Efforts were being made to sell the business and its related assets. Comfort met the criteria to be classified as discontinued operations. The results of operations of Comfort for all periods have been classified as discontinued operations on the consolidated statements of operations and comprehensive loss. The carrying amounts of the major classes of assets of Comfort have been impaired as at July 31, 2023.

Net Loss from Discontinued Operations:

	Three months ended	
	October 31,	
	2023 2022	
	\$	\$
_		150 000
Revenue	-	178,290
Cost of revenue		154,817
Gross profit	-	23,473
Expenses		
Advertising and promotion	600	12,939
Consulting fees	11,000	5,862
Depreciation	-	3,534
General and administrative	1,561	29,927
Professional fees	-	6,000
Research and development	-	1,754
Share-based compensation	-	12,240
Travel	-	3,815
Wages	-	93,222
Total expenses	13,161	169,294
Loss before other expenses	(13,161)	(145,821)
Foreign exchange gain or loss	_	882
Net loss from discontinued operations	(13,161)	(144,939)

Notes to the Condensed Interim Consolidated Financial Statements Three Months Ended October 31, 2023 and 2022 (Expressed in Canadian Dollars) (Unaudited)

13. Discontinued Operations (continued)

Cash flows from Discontinued Operations:

	Three Months Ended October 31,	
	Octobe	131,
_	2023	2022
Net Loss from discontinued operations	(13,161)	(144,939)
Items not involving cash:		
Depreciation	-	3,534
Interest expense on loans	-	2,449
Share-based compensation	-	12,241
Changes in non-cash operating working capital:		
Inventory	-	(18,606)
Prepaid expenses & other assets	-	(8,639)
Amounts receivable	21,806	(45,916)
Due to related parties	(12,324)	49,561
Accounts payable and accrued liabilities	5,635	(15,721)
Net cash used in operating activities from discontinued operations	1,956	(166,036)

Schedule "B"

Supplementary Information

[included in Schedule "A"]

Schedule "C"

Management's Discussion & Analysis

[inserted as following pages]

MANAGEMENT DISCUSSION & ANALYSIS

For Three Months Ended October 31, 2023 and 2022

(Expressed in Canadian Dollars)

December 22, 2023

This Management's Discussion and Analysis ("MD&A") relates to the consolidated financial position and financial performance of Komo Plant Based Foods Inc. ("Komo Foods" or the "Company") and our 100% owned subsidiaries Komo Plant Based Comfort Foods Inc. for three months ended October 31, 2023 and 2022. All references to "us" "we" and "our" refer to the Company. All intercompany balances and transactions have been eliminated.

Except where otherwise indicated, the financial information contained in this MD&A was prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with our interim consolidated financial statements for three months ended October 31, 2023 and 2022 and our audited consolidated financial statements for the years ended July 31, 2023 and 2022 (the "Financial Statements").

Financial information contained in this MD&A has been prepared on the basis that we will continue as a going concern, which assumes that the Company will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that may cast significant doubt upon the Company's ability to continue as a going concern. During the year ended October 31, 2023, the Company has incurred a net loss from continuing operations of \$65,820 and incurred negative cash flows in operating activities from continuing operations of \$3,153. As at October 31, 2023, the Company has a working capital deficit of \$2,588,791 and an accumulated deficit of \$17,732,974. The continued operations of the Company are dependent on future profitable operations, management's ability to manage costs, and the future availability of equity or debt financing. Whether and when the Company can generate sufficient operating cash flows to pay for its expenditures and settle its obligations as they fall due is uncertain. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

CORPORATE AND BUSINESS OVERVIEW

On May 31, 2021, we completed a merger transaction with Fasttask Technologies Inc. ("Fasttask"), whereby Fasttask acquired 100% of our issued and outstanding shares (the "Transaction"). In consideration, Fasttask issued our former shareholders 1 common share for each 1 share of the Company owned, which resulted in a reverse-takeover transaction. As a result of the Transaction, we are the wholly owned operating subsidiary of Komo Plant Based Foods Inc., whose shares are now listed on the Canadian Securities Exchange ("CSE") and have been trading since June 8, 2021 under the ticker symbol "YUM".

Since early 2022, we launched variety plant-based comfort food products including Plant-Based Lasagna, Shepherd's Pie, Chickenless Pot Pie, Walnut Mushroom Bolognese Sauce, Plant-Based BBQ Pulled Mushroom Lentil Taco Filling, Plant-Based Mac & Greens, Vegan Sea Salt Chocolate Cookies. We established a few distribution partners across Canada, including TransCold Distribution Ltd, BRR Logistics, Dean's Dairy and Specialty Foods, Goodness Distributors Ltd, Nationwide Natural Foods, Co-op Alentour, Freshspoke. Our products were carried by many multi-location retail customers including: Your Independent Grocer Stores of Loblaws, Safeway, IGA, Metro, Thrifty Foods, Whole Foods Market, Foodland, Fresh St. Market, Choices, Stong's Market, Country Grocer, Nestors, Nature's Fare Market, Foodland, Aisle24, Goodness Me!, Nature's Emporium, Ambrosia, Highland Farms, La Boite à Grains, Pasquier and Fairway Market. Our products are also available in various specialty and independent stores and online stores.

Our sales exceeded \$1 million during the fiscal year ended July 31, 2023. However, both our distribution and operations were severely impacted the COVID 19 pandemic. We also experienced constraints in cash and working capital due to the negative sentiment in the capital market. As a result, we divested the comfort foods business.

As at October 31, 2023, the comfort foods business was classified as discontinued operations. We are actively looking for new business opportunities.

OVERALL PERFORMANCE

During three months ended October 31, 2023, our comfort foods business was classified as discontinued operations. We did not record any revenue from continuing operations.

We incurred a loss of \$65,820 from continuing operations mostly consisted of non-operating expenses. We also recorded loss from discontinued operations of \$13,161.

Net loss for three months ended October 31, 2023 was \$78,981 as compared to net loss of \$243,630 for the prior year. Net loss per share was \$0.01 as compared to net low per share of \$0.03 for the prior year.

SELECTED ANNUAL INFORMATION

Management considers that the main indicators of our performance are the following: revenues, net income and loss, total assets, earnings/loss per share. The following information was derived from our audited financial statements for three months ended October 31, 2023 and 2022.

	2023	2022
	\$	\$
Revenues	_	_
Loss before other income (expenses)	(238,647)	(2,858,488)
Net Loss from continuing operations	(597,562)	(3,323,602)
Basic and diluted loss per shares from continuing operations	(0.06)	(0.36)
Total Assets	50,421	760,531
Dividends declared and paid out in cash	-	-

DISCUSSION ON OPERATIONS

Revenue

During three months ended October 31, 2023, our comfort foods business was classified as discontinued operations. We did not record any revenue from continuing operations.

Advertising and promotion

Advertising and promotion expenses are related to our activities in promoting our corporate and product brand, Komo Foods, and our plant-based comfort food products. These expenses included corporate media advertising, brand design, labelling artwork, primary packaging design, social media launch and maintenance, and creatives and contents for the website.

For three months ended October 31, 2023, we incurred \$nil in advertising and promotion expenses as compared to \$19,750 in the prior year. The decrease in advertising and promotion expenses are driven by cost management initiatives to conserve cash.

Consulting fees

We engage consultants regularly to obtain expertise in various business areas including but not limited to product research and development, marketing, technology, finance and accounting.

For three months ended October 31, 2023, we incurred consulting expenses of \$3,000 as compared to \$30,500 in the prior year. The decrease in consulting fees was driven by cost management initiatives to conserve cash.

General and administrative

For three months ended October 31, 2023, we incurred general and administrative expenses of \$560 as compared to \$6,647 in the prior year. The decrease in general and administrative expenses was driven by cost saving initiatives.

Investor relations

For three months ended October 31, 2023, we incurred investor relations expenses of \$\\$\nil\,\ as compared to \$22,953 in the prior year which included advertising and media, new releases and capital market event costs. Investor relations expense was increased to support public funding projects and to keep our investors updated on our growth story and milestones.

Professional fees

Professional fees consist of legal, accounting, recruiting and audit services. For three months ended October 31, 2023, we incurred professional fees of \$\\$\ni\!il\ as compared to \$\\$6,000 in the prior year.

Share-based compensation

Share-based compensation is related to stock options granted to directors, officers, employees and consultants. For three months ended October 31, 2023, we record a credit of share-based compensation recoveries of \$nil as compared to share based compensation expense of \$15,012 in the prior year.

Wages

Wages expenses are related to our senior management and employees. During three months ended October 31, 2023, we paid wages of \$nil as compared to wages expenses of \$22,068 in the prior year. The decrease in wages was due to reduction in staff to conserve working capital.

Other income (expense)

For three months ended October 31, 2023 and 2022, we incurred other expense we follows:

	Three months ended October 31,		
	2023 2022		
	\$	\$	
Accretion of discounts on convertible debentures	(69,095)	(61,633)	
Bad debt recovery	-	(1,964)	
Foreign exchange gain (loss)	-	(883)	
Gain (loss) on change in fair value of derivative liability	41,945	131,745	
Interest expense on debentures	(34,810)	(43,026)	
Other expense	(300)		
	(62,260)	24,239	

Net loss from continuing operations

We incurred a net loss from continuing operations of \$65,820 for three months ended October 31, 2023, as compared to net loss from continuing operations of \$98,691 in the prior year.

Net loss from discontinued operations

During the year ended July 31, 2023, we discontinued our plant-based comfort foods business. During three months ended October 31, 2023, we did incurred a loss from discontinued operations of \$13,161, as compared to net income from discontinued operations of \$144,939 in the prior year.

Dividends

During three months ended October 31, 2023 and 2022, no dividends were declared or paid.

SUMMARY OF QUARTERLY RESULTS

We launched our plant-based foods business in March 2022 and have been growing our sales every quarter since then. Generally, our plant-based foods business is not seasonal. The decreased revenue in the fourth quarter of 2023 was due to delay in pickup by the shipping company and will be recorded in Q1 2023.

For the quarters ended:

	Oct. 31,	Jul. 31,	Apr. 30,	Jan. 31,
	2023	2023	2023	2023
	\$	\$	\$	\$
Net Loss from continuing operations	(65,820)	(29,026)	(89,282)	(329,902)
Loss per share from continuing operations	(0.01)	(0.01)	(0.01)	(0.04)
Net loss	(78,981)	(303,913)	(275,174)	(640,030)
Net loss per share	(0.01)	(0.14)	(0.03)	(0.07)
	Oct. 31,	Jul. 31,	Apr. 30,	Jan. 31,
	2022	2022	2022	2022
	\$	\$	\$	\$
Net Loss from continuing operations	(98,691)	(483,770)	(618,486)	(814,336)
Net Loss from continuing operations Loss per share from continuing operations	(98,691) (0.01)	(483,770) (0.01)	(618,486) (0.01)	(814,336) (0.09)
- '	•			

LIQUIDITY

	October 31, 2023	July 31, 2023
Current ratio ⁽¹⁾	0.01	0.02
Cash	\$ 861	\$ 2,058
Working capital deficiency ⁽²⁾	\$ (2,588,791)	\$ (2,509,810)
Debt ⁽³⁾	\$ 1,658,968	\$ 1,679,506
Shareholders' deficit	\$ (2,588,791)	\$ (2,509,810)

⁽¹⁾ Current ratio is current assets divided by current liabilities.

Working Capital

We had a working capital deficit of \$2,588,791 as at October 31, 2023 as compared to a working capital of \$2,509,810 as at July 31, 2023. For three months ended October 31, 2023, we used cash of \$3,153 in the operating activities from continuing operations as compared to \$11,457 for the same period of the prior year. We did not have cash flow from investing activities and financial activities from continuing operations during three months ended October 31, 2023 and 2022.

⁽²⁾ Working capital is current assets minus current liabilities.

⁽³⁾ Debt consisted of convertible debentures and Canada Emergency Business Account interest-free loans.

CAPITAL RESOURCES AND MANAGEMENT

As at October 31, 2023, we had cash of \$861.

We do not have significant capital expenditure commitments as of the date of this MD&A. We are looking for new business opportunities. We expect to fund new business by issuing equity instruments in the capital market.

OUTSTANDING SHARE INFORMATION

We are authorized to issue an unlimited number of common shares. As at October 31, 2023, there were 11,662,799 common shares issued and outstanding. We also had 4,407,702 share purchase warrants with a weighted average exercise price of \$0.85 per share and 554,750 stock options with a weighted average exercise price of \$1.39 per share.

We did not have any share capital activities during the three months ended October 31, 2023.

On April 26, 2023, the Company closed a non-brokered private placement, issuing an aggregate of 1,955,702 share units at a price of \$0.15 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one common share of the Company at a price of \$0.20 per share for a period of 36 months from the closing. No finders' fees were paid in connection with the issuance. Of the units issued, 766,666 units were issued for proceeds of \$115,000, 455,703 units were issued for the conversion of convertible debentures worth \$62,000 and accrued interest of \$6,356, and 733,332 units were issued to settle outstanding accounts payable, including 350,000 units with a fair value of \$52,500 to settle amounts owed to a company controlled by the CFO of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

As at October 31, 2023, we had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

During the three months ended October 31, 2023 and 2022, compensation of key management personnel and related parties were as follows:

	Three months ended October 31,	
	2023	2022
	\$	\$
Wages	-	34,434
Consulting and director fees	11,000	30,000
Share-based compensation	-	18,045
Total	11,000	82,479

- (a) As at July 31, 2023, the Company owed \$266,449 (July 31, 2023 \$279,351) to the CEO of the Company. The amount is unsecured, due on demand, and non-interest bearing.
- (b) As at July 31, 2023, the Company owed \$21,500 (July 31, 2023- \$10,500) to the CFO of the Company, which is recorded in accounts payable and accrued liabilities. The amount is unsecured, due on demand, and non-interest bearing.
- (c) As at July 31, 2023, the Company owed \$69,410 (July 31, 2023 \$69,410) to Better Plant Sciences Inc. ("BPS"), an associated company, of which \$37,056 (2022 \$nil) is recorded in accounts payable and accrued liabilities. The balance owing is unsecured, non-interest bearing, and due on demand. During the Three months ended October 31, 2023, the Company incurred operating expenses of \$nil (2022 \$18,750) to BPS for shared services.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of condensed interim consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. 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. Actual results may differ from these estimates.

Significant areas requiring the use of estimates and judgement include the collectability of accounts receivable, net realizable value of inventory, the useful lives and carrying values of property and equipment and intangible assets, fair value of share-based compensation and derivative liabilities, discount rates used for convertible debentures, revenue recognition, and measurement of unrecognized deferred income tax assets. Judgments include the factors that are used in determining the application of the going concern assumption which requires management to consider all available information about the future, which is at least but not limited to, 12 months from three months end of the reporting period, and factors used in determining the discount rate for convertible debentures, and use of volatility for the determination of fair value of stock-based compensation.

Accounting Standards Issued but Not Yet Effective

Certain pronouncements have been issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting years beginning on or after August 1, 2023 or later years. Management does not believe the adoption of these future standards will have a material impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

(a) Fair Values

The fair values of other financial instruments, which includes cash, accounts receivable, amounts due to and from related parties, accounts payable and accrued liabilities, convertible debentures, and loans payable approximate their carrying values due to the relatively short-term maturity of these instruments. Derivative liabilities of \$1,766 (2022 - \$43,711) is classified as a Level 2 financial instrument.

(b) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash, prepaid amounts and deposits, and accounts receivable.

(c) Foreign Exchange Rate Risk

Currency risk is the risk that the fair value of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company is not materially exposed to significant foreign currency risks.

(d) Interest Rate Risk

The Company's exposure to interest rate risk is limited as it does not carry any commercial loans. The Company's convertible debenture carries a fixed 10% annual coupon rate.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company manages liquidity risk by maintaining sufficient cash balances and adjusting its operating budget and expenditure. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term and other specific obligations.