FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **The Good Flour Corp.** (the "Issuer" or "Company").

Trading Symbol: **GFCO**

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.

The Company’s Interim Financial Statements for the period ended September 30, 2021 are attached hereto as Schedule “A”.

SCHEDULE B: SUPPLEMENTARY INFORMATION

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

1. Related party transactions

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.

Please refer to Note 12 on Page 10 of the attached Schedule “A” for related party transaction disclosure.

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,

No securities have been issued that are not disclosed in the Company’s Listing Statement (Form 2A) dated October 29, 2021.

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.

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,

The authorized share capital consists of an unlimited number of Class "A" common shares ("Shares") without par value.

(b) number and recorded value for shares issued and outstanding,
There are 63,284,468 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

Description of Security	Number of Convertible / Exchangeable Securities Outstanding	Number of Resulting Issuer Shares Issuable Upon Conversion/Exercise
Options(1)	10,043,050	10,043,050
Warrants(2)	60,782,919	60,782,919
Convertible Notes(3)	2,500,000	2,500,000

Note:

(1) Additional details on the Options are set forth in the table below

Optionee	Company Shares Issuable	Exercise Price	Expiry Date
Executive officers of the Company (and past executive officers)	3,331,500	$0.20 - $6.00	Nov. 23, 2023 – Nov. 5, 2026
Directors of the Company (and past directors) that are not executive officers	2,318,000	$0.20 - $6.00	Nov. 23, 2023 – Nov. 5, 2026
Executive officers of subsidiaries of the Company (and past executive officers)	250,000	$0.20	Nov. 5, 2026
Directors of subsidiaries of the Company (and past directors) that are not executive officers	-	-	-
Employees of the Company (and past employees)	13,050	$4.00 - $11.00	Nov. 23, 2023 – Jan. 03, 2025
Employees of subsidiaries of the Company (and past employees)	-	-	-
Consultants of the Company	4,130,500	$0.20 - $6.00	June 1, 2022 – Nov. 5, 2026
Other persons	-	-	-

(2) Consists of 614,466 Company Series 1 Warrants (with an exercise price of $5.00 per share until November 23, 2021), 33,453 Company Series 2 Warrants (with an exercise price of $3.90 per share until January 23, 2022), 60,000 Company Series 3 Warrants (with an exercise price of $2.50 per share until December 16, 2021), 24,075,000 VGAN Financing Warrants (with an exercise price of $0.25 per share until November 5, 2026), 34,000,000 VGAN Seed Warrants (with an exercise price of $0.05 per share until March 31, 2026) and 2,000,000 VGAN Second Seed Warrants (with an exercise price of $0.15 per share until July 23, 2026).

(3) The principal amount of the Convertible Notes is equal to $500,000 and shall vest over two years, with 12.5% vesting every three months commencing on November 4, 2021. On vesting of each tranche of the Convertible Notes, each holder shall have the option, subject to certain exemptions, to receive either their respective portion of cash consideration or an amount equal to their respective portion in Shares at a price equal to $0.20 per Share.

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

54,179,236 Shares are subject to escrow or restrictions 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	Title
Matthew Clayton	Chief Executive Officer

Dean Golbeck	**Chief Financial Officer**
Denis Silva	**Director**
Paul Sparkes	**Director**
Hamid Salimian	**Director**
Olen Aasen	**Director**

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

The Company's Management's Discussion & Analysis for the period ended December 31, 2021 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 March 1, 2022.

Matthew Clayton
Name of Director or Senior Officer

Signature

Chief Executive Officer
Official Capacity

Issuer Details Name of Issuer The Good Flour Corp.	For Quarter Ended 2021/12/31	Date of Report YY/MM/D 2022/03/01
Issuer Address 5791 Sidley Street		
City/Province/Postal Code Burnaby, B.C. V5J 5E6	Issuer Fax No. ( ) N/A	Issuer Telephone No. (604) 423-4400
Contact Name Olen Aasen	Contact Position Director	Contact Telephone No. (604) 423-4400
Contact Email Address oaasen@goodflour.co	Web Site Address www.goodflour.com	

SCHEDULE "A"

INTERIM FINANCIAL STATEMENTS

The Good Flour Corp.

Condensed Interim Consolidated Financial Statements

For the Six Months Ended December 30, 2021 and 2020

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a) released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed interim financial statements for the three months ended December 30, 2021.

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

The Good Flour Corp.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at December 30, 2021 and June 30, 2021
(Expressed in Canadian Dollars)
(Unaudited)

	Note		December 31, 2021		June 30, 2021
Assets					
Current assets:					
Cash and cash equivalent		$	3,659,027	$	754,802
Accounts receivable	7		100,988		70
Prepaid expenses and deposits	8		73,709		-
Due from related Party	13		-		81,500
Inventory	9		365,332		-
Total current assets			4,199,056		836,372
Non-current assets:					
Right of use asset	11		359,811		-
Intangible asset	5		195,157		-
Goodwill	5		564,396		-
Fixed assets - net	10		255,188		-
Total Assets		**$**	**5,573,609**	**$**	**836,372**
Liabilities and Shareholders' Equity (Deficiency)					
Current liabilities:					
Accounts payable and accrued liabilities	12	$	1,425,986	$	120,066
Convertible debentures and related interest	15		235,179		-
Loan payable	14		56,973		-
Lease liability	11		141,150		-
Total current Liabilities			1,859,287		120,066
Non-current liabilities:					
Lease liability	11		221,845		-
Convertible debentures and related interest	15		213,697		-
Total Liabilities		**$**	**2,294,829**	**$**	**120,066**
Shareholders' Equity (Deficiency)					
Class A common share capital	16	$	3,440,893	$	474,000
Reserves			4,358,711		376,000
Deficit			(4,520,824)		(133,694)
Accumulated other comprehensive loss			-		-
Total Shareholders' Equity		**$**	**3,278,780**	**$**	**716,306**
Total Liabilities and Shareholders' Equity (Deficiency)		**$**	**5,573,609**	**$**	**836,372**

Approved on March 1, 2022 by the directors:

"MATTHEW CLAYTON"   "DEAN GOLBECK"

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

The Good Flour Corp.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

For the Three and Six Months Ended December 31, 2021 and 2020

(Expressed in Canadian Dollars)

(Unaudited)

		For the Three Months ended December 31,		For the Six Months ended December 31,	
		2021	**2020**	**2021**	**2020**
	Note				
Revenue	17	$ 114,183	$ -	$ 114,183	$ -
Cost of Sales		(104,039)	-	(104,039)	-
Gross Margin		10,144	-	10,144	-
Expenses					
Operating expenses:					
Depreciation	10	18,985	-	18,985	-
Finance costs	11,14,15	11,445	-	11,445	-
General and administrative	18	3,006,560	-	3,124,887	-
Sales and marketing	18	26,344	-	26,344	-
Share-based compensation	16	1,181,000	-	1,181,000	-
Total expenses		4,244,334	-	4,362,661	-
Net loss before other items		$ (4,234,190)	$ -	$ (4,352,517)	$ -
Other items					
Currency exchange gain		(2,624)		(2,624)	
Loss on settlement of convertible debentures	15	(31,989)		(31,989)	
Net Loss		**$ (4,268,803)**	**$ -**	**$ (4,387,130)**	**$ -**
Total Comprehensive Loss		**$ (4,268,803)**	**$ -**	**$ (4,387,130)**	**$ -**
Loss per share – basic and diluted		**$ (0.07)**	**$ -**	**$ (0.07)**	**$ -**
Weighted average number of common shares		**63,284,467**	**-**	**63,284,467**	**-**

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

The Good Flour Corp. (formerly LOOPShare Ltd.)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

For Six Months Ended December 31, 2021 and Year Ended June 30, 2021

(Expressed in Canadian Dollars)

(Unaudited)

			Reserves							
	Class A Common Shares	Amount ($)	Stock Options ($)	Warrants ($)	Contributed Surplus ($)	Total Reserve ($)	Shares to be Issued ($)	Deficit ($)	Accumulated Other Comprehensive Loss ($)	Total ($)
Balance, June 30, 2020	**1**	**100**	**-**	**-**	**-**	**-**	**-**	**(500)**	**-**	**(500)**
Shares issued for cash	34,000,000	474,000	-	-	-	-	-	-	-	474,000
Issuance of warrants	-	-	-	376,000	-	376,000	-	-	-	376,000
Warrants issued for loan payable	-	-	-	-	-	-	-	-	-	-
Settlement of debt with related party	-	-	-	-	-	-	-	-	-	-
Comprehensive loss for the year	-	-	-	-	-	-		(133,194)	-	(133,194)
Balance, June 30, 2021	**34,000,000**	**474,000**	**-**	**376,000**	**-**	**376,000**	**-**	**(133,694)**	**-**	**716,306**
										-
Shares redeemed for cash	(1)	(1)								**(1)**
Shares issued for cash	26,075,000	2,325,000	-	2,690,000	-	2,690,000	-	-	-	**5,015,000**
Issuance of convertible debentures	-	-	-	-	111,711	111,711	-	-	-	**111,711**
Shares acquired on reverse takeover	3,209,468	641,894	-	-	-	-	-	-	-	**641,894**
Share-based compensation	-	-	1,181,000	-	-	1,181,000	-	-	-	**1,181,000**
Comprehensive loss for the period	-	-	-	-	-	-	-	(4,387,130)	-	**(4,387,130)**
Balance, December 31, 2021	**63,284,467**	**3,440,893**	**1,181,000**	**3,066,000**	**111,711**	**4,358,711**	**-**	**(4,520,824)**	**-**	**3,278,780**

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

The Good Flour Corp. (formerly LOOPShare Ltd.)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Six Months Ended December 31, 2021 and 2020
(Expressed in Canadian Dollars)
(Unaudited)

		For the Six Months ended December 31	
		2021	**2020**
	Note		
Cashflow provided by (used in) operating activities:			
Net loss		$ (4,387,130)	$ -
Items not involving cash			
Depreciation		18,985	-
Finance costs		11,445	-
Share-based payment	16	1,181,000	-
Listing expense	6	2,545,720	-
Loss on settlement of debt		31,989	-
Unrealized foreign exchange loss		2,624	-
Changes in non-cash working capital			
Accounts receivable and due from related party		(40,197)	-
Prepaid expenses and deposits		1,076	-
Accounts payables and accrued liabilities		(533,669)	-
Cash provided by (used in) operating activities		$ (1,168,157)	$ -
Cashflow used in investing activities:			
Purchase of property and equipment		(206,542)	-
Cash acquired on acquisitions		(396,895)	-
Cash used in investing activities		$ (603,437)	$ -
Cashflow provided by (used in) financing activities:			
Issuance of common shares		5,015,000	-
Repayment of convertible debentures	15	(320,310)	-
Lease payments		(18,872)	-
Cash provided by (used in) financing activities		$ 4,675,818	$ -
Effect of foreign exchange		-	-
Net decrease in cash		**$ 2,904,224**	**$ -**
Cash and cash equivalent, beginning of the year		$ 754,802	$ -
Cash and cash equivalent, end of the year		**$ 3,659,027**	**$ -**
Cash and cash equivalent consists of			
Cash		$ 3,609,027	$ -
Guaranteed Investment Certificate (GIC)		$ 50,000	$ -

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

1. NATURE OF OPERATIONS

The Good Flour Corp., (the "Company") was incorporated under the provisions of The Business Corporations Act (Saskatchewan) on September 25, 2009. On September 4, 2014, the Company completed its continuance to British Columbia under the Business Corporations Act (British Columbia). The Company's head office, principal address and the registered and records office are located at 5791 Sidley Street, Burnaby, BC V5J 5E6. The Company manufactures and distributes a line of healthy, gluten-free and allergen free food products. On November 8, 2021, the Company began trading on the Canadian Securities Exchange ("CSE") at the open of market under the symbol "GFCO".

2. BASIS OF PREPARATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 *Interim Financial Reporting* ("IAS 34") and should be read in conjunction with the Company's annual consolidation financial statements for the year ended June 30, 2022.

These condensed interim consolidated financial statements were approved by the Board of Directors on March 1, 2022.

Basis of Measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis since inception, except for those assets and liabilities that are measured at fair value at the end of each reporting period. Additionally, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements are presented in Canadian Dollars, unless otherwise stated. The Canadian dollar is the functional and presentation currency of the Company.

2. BASIS OF PREPARATION (continued)

Basis of Consolidation

These condensed interim consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control exists when the Company has power over an investee, exposure or rights, to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the Company's returns.

These condensed interim consolidated financial statements include the financial statements of the Company and its significant subsidiaries listed below:

Name	Country of Incorporation	Functional Currency	% equity interest As at December 31, 2021
Loop Japan KK	Japan	Japanese Yen	100%
1022313 B.C. Ltd.	Canada	Canadian $	100%
LOOPShare USA Corp.	Nevada, U.S.A.	US $	100%
Scoot-E- Bike Inc.	Canada	Canadian $	100%
The Good Flour Milling Corp.	Canada	Canadian $	100%

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Financial Instruments

IFRS 9, Financial Instruments

Financial instruments consist of financial assets and financial liabilities and are initially recognized at fair value along with, in the case of a financial asset or liability not at fair value through profit and loss("FVTPL"), transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit and loss.

The Company classifies its financial assets and financial liabilities in the following measurement categories:

i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
ii) those to be measured at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income.

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL. Any fair value changes attributable to changes in credit risk for liabilities designated at FVTPL are recorded in other comprehensive income and any fair value change in excess of the amount attributable to changes in credit risk is recognized in profit and loss.

The Company's financial instruments consist of cash, accounts receivable, accounts payable, accrued liabilities, due to related parties and CEBA loan. Except for cash and cash equivalents, all financial instruments held by the Company are measured at amortized cost. Nevertheless, the fair values of these

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued

financial instruments approximate their carrying value due to their short-term maturities. The fair values of cash are measured at FVTPL and any changes to fair value after initial recognition are recorded in profit or loss for the period in which they occur.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

FRS 9 introduces a new three-stage expected credit loss model for calculating impairment for financial assets. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods, if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

b) Critical Accounting Estimates and Judgements

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. 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.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. Actual results could differ from these estimates.

In particular, Judgements, assumptions and estimation uncertainties at July 31, 2020 and 2019 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year include:

i) The evaluation of the Company’s ability to continue as a going concern;
ii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets; and

Measurement of fair values, for both financial and non-financial assets and liabilities.

c) Cash and cash equivalents

Cash and cash equivalents in the statements of financial position comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. The Company’s cash and cash equivalents are invested with major financial institutions in business accounts and is available on demand by the Company for its programs.

d) Inventory

Inventory consists primarily of raw materials and finished goods. In addition to product costs, inventory costs include expenditures such as direct labor, freight costs, packaging, and any third-party costs. Inventory is

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

measured at the lower of cost and net realizable value. Cost is determined using the weighted average method. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses

e) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment and intangible assets less their estimated residual values using the diminishing balance method over their estimated useful lives and is generally recognised in profit or loss.

e) Property, plant and equipment (continued)

The estimated useful lives of property, plant and equipment for current and comparative periods are as follows:

Equipment	5 years
Vehicles	3 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

f) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

g) Leases

Leases are accounted for using IFRS 16. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone process. However, for the leases of land and buildings in which it is the lessee, the Company has elected not to separate non-lease components and account for the non-lease components as a single component.

The Company recognizes the right-of-use asset and a lease liability at the commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or if that rate cannot be readily determined, the Company's incremental borrowing rate as the discount rate.

h) Share capital

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 and were valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, was allocated to the attached warrants. Warrants that are issued as payment for an agency fee or other transaction costs are accounted for as share-based payments.

i) Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if the dilutive securities were exercised or converted to common shares. The dilutive effect of any options and warrants are computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

j) Income tax

Income tax expense comprises current and deferred income tax. Tax is recognized in the income statement except to the extent that it relates to items recognized directly into equity, in which case the related tax effect is recognized in equity.

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax expense is calculated using tax rates, laws and government policies that were enacted or substantively enacted at the statements of financial position date.

Deferred tax is accounted for using a temporary difference approach and is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and the corresponding tax bases used in the computation of taxable income. Deferred tax is calculated based on the expected manner in which temporary differences related to the carrying amounts of assets and liabilities are expected to reverse using tax rates and laws enacted or substantively enacted which are expected to apply in the period of reversal.

Deferred tax assets and liabilities are not recognized in respect of temporary differences that arise on initial recognition of assets and liabilities acquired other than in a business combination and which do not affect accounting or taxable profit or loss at the time of the transaction.

k) Impairment of financial assets

The measurement of impairment of financial assets is based on expected credit losses. Accounts receivable that are considered collectable within one year or less are not considered to have a significant financing component and a lifetime expected credit loss ("ECL") is measured at the date of initial recognition of the receivable.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company applies the simplified approach to providing for ECL's prescribed by IRFS 9, which requires the use of the lifetime expected loss provision for all trade receivables. In estimating the lifetime expected loss provision, the Company will consider historical industry default rates as well as credit ratings of major customers. The Company does not currently have any financial assets subject to this approach.

l) Revenue

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a good or service to a customer. Customers obtain control of products when the goods are dispatched from the Company's warehouse. Invoices are generated and revenue is recognized at that point in time. Invoices are usually payable within 30 days.

m) Change in accounting policies:

The Company has adopted IFRS 16 as of August 1, 2019 and has assessed no changes to the opening statements of financial position as a result of the adoption of this new standard.

IFRS 16 – Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.

New accounting standards issued but not yet effective:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the Company's condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates and judgements.

Areas requiring a significant degree of estimation and judgment include the following:

(a) Allowances for Doubtful Accounts

The Company must make an assessment of whether trade receivables are collectible from customers. Accordingly, management establishes an allowance for estimated losses arising from non-payment, taking into consideration customer credit, current economic trends and past experience. If future collections differ from estimates, future earnings would be affected.

(b) Inventory Valuation

The Company adjusts inventory values so that the carrying values do not exceed the net realizable value. The valuation of inventory at the lower of cost or net realizable value requires the use of estimates with regards to the amount of current inventory that will be sold, the prices at which it will be sold, and an estimate of

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (continued)

expected orders from customers. Additionally, the estimates reflect changes in products or changes in demand because of various factors, including the market for products, obsolescence, change in product offerings, technology changes and competition.

(c) Determination of Functional Currency

The functional currency of each of the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates.

Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determine the primary economic environment.

(d) Determination of the Fair Value of Share-based Compensation

The Company measures the cost of equity settled transactions with employees and non-employees by reference to the fair value of the related instrument at the date in which they are granted and fair value of services, respectively. Estimating fair value for share-based payments requires determining the most appropriate valuation model for a grant, which is dependent on the terms and conditions of the grant. In addition, the option pricing models used require management to make various estimates and assumptions in relation to the expected life of the awards, volatility and forfeiture rates. Significant judgement is required in estimating the number of performance shares that are expected to vest. This estimate is subsequently trued up for differences between the number of instruments expected to vest and the actual number of instruments vested.

(Expressed in Canadian Dollars)

5. BUSINESS COMBINATION

On November 4, 2021 the Company acquired 100 per cent of the outstanding shares of The Gourmet Ghetto Food Ltd ("Ghetto"). Ghetto manufactures and distributes a line of healthy, gluten-free and allergen free food products. The fair value of the consideration transferred was $559,997, which consisted of convertible notes with a fair value of $448,286 and a conversion feature worth $111,711. The purchase price was allocated as follows:

Total purchase consideration	559,997
Net tangible assets	
Cash	11,106
Non-cash net working capital	(44,617)
Office and equipment	50,566
Right of use assets	373,217
Prepaid expenses	13,013
Lease liabilities	(374,937)
Debt	(227,904)
	(199,556)
Identifiable intangible assets	
Recipes	195,157
Goodwill	564,396

Following the initial recognition, the intangible asset is carried at the initial fair value less accumulated amortization and impairment losses, if any. Amortization of intangible asset with finite lives is based on the estimated useful life of the asset and was recognized on a straight-line basis. The Company assesses the intangible asset for impairment at each reporting date and whenever there is an indication that the asset may be impaired.

6. SHARE EXCHANGE AGREEMENT

On November 5, 2021, the Company entered into a Share Exchange Agreement ("SEA") with The Good Flour Milling Corp. ("GFMC"), formerly VGAN Brands. Ltd. GFCO acquired 100% of the issued and outstanding common shares of the GFMC. At the time immediately before the share exchange, the Company did not meet the definition of a business under IFRS 3, therefore the share exchange was accounted for under IFRS 2, share based payments.

The principal terms of the SEA were as follows:

- GFCO listed its common shares on the Canadian Securities Exchange and delisted its Class A common shares from the TSX Venture Exchange.

- Each holder of the GFMC shares received one GFCO share for each GFMC share held as purchase consideration. The parties acknowledged and agreed that the fair market value of the consideration shares issued to the shareholders in exchange for the purchased shares was equal to $.20, the fair market value of the purchased shares surrendered in exchange therefor, and such consideration shares represent the sole consideration received by the shareholders in exchange for the purchased shares.

(Expressed in Canadian Dollars)

6. SHARE EXCHANGE AGREEMENT (continued)

- Each holder of GFMC warrants received one replacement warrant representing the right to acquire one GFCO share on the same terms as the existing GFMC warrants for each GFMC warrant held. Subsequently, all GFMC warrants were cancelled.

- Each holder of options under the GFMC stock option plan received a replacement GFCO option that reflected the same terms as the existing GFMC options, following which all GFMC stock options were cancelled.

The excess between the deemed acquisition cost and the total fair value of identified assets and liabilities was $2,545,720 and was recorded as listing expense.

7. ACCOUNTS RECEIVABLE

		December 31, 2021		December 31, 2020
Trade receivables	$	60,342	$	-
Sales tax receivable		40,646		-
	$	**100,988**	**$**	**0**

8. PREPAID EXPENSES AND DEPOSITS

		December 31, 2021		December 31, 2020
Deposit for inventory	$	54,921	$	-
Deposits on leases		18,788		-
	$	**73,709**	**$**	**-**

9. INVENTORY

		December 31, 2021		December 31, 2020
Inventory parts	$	1,731	$	-
Finished goods		10,000		-
Scooters		353,601		-
	$	**365,332**	**$**	**-**

Products available for sale are carried at their net realizable value. Finished goods consist of food that has been mixed and packaged for shipment.

10. FIXED ASSETS

		December 31, 2021		December 31, 2020
Leasehold Improvements	$	86,222	$	-
Food Manufacturing & Processing Equipment		318,612		-
Automobiles		8,132		-
		412,996		
Less: Accumulated Depreciation		(157,778)		
	$	**255,188**	**$**	**-**

(Expressed in Canadian Dollars)

11. RIGHT OF USE ASSET

	$
Asset Balance at November 5, 2021	523,247
Accumulated Depreciation	(146,371)
Net Balance at November 5, 2021	376,876
Depreciation for the period	(17,065)
Balance at December 31, 2021	359,811
LEASE LIABILITIES	
Balance at November 5, 2021	379,342
Interest expense	2,525
Lease payments	(18,872)
Balance at December 31, 2021	362,994
Which consist of:	
Current lease liability	141,150
Non-current lease liability	221,844
	362,995

The Company's right-of-use asset and lease liability relate to the office and plant premises.

As at December 31, 2021 future payments required are as follows:

	December 31, 2021
	$
Payable not later than one year	141,150
Payable later than one year and not later than five years	221,845
Payable later than five years	-
	362,995

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		December 31, 2021		June 30, 2021
Accounts payable	$	**1,264,206**	$	**828,072**
Accrued liabilities		**15,388**		**144,000**
Accrued compensation		**146,392**		**118,346**
	$	**1,425,986**	**$**	**1,090,418**

13. RELATED PARTY TRANSACTIONS

During the six months ended December 31, 2021, the Company incurred the following related party transactions:

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-term benefits and termination benefits were made during the years ended December 31, 2021.

(Expressed in Canadian Dollars)

13. RELATED PARTY TRANSACTIONS (continued)

Key Management Compensation

The Company incurred the following transactions with directors, officers and companies that are controlled by directors of the Company. These amounts are unsecured, are non-interest bearing and have no fixed terms of repayment.

	For the six months ended December 31,			
		2021		**2020**
Salary & management fees		$ 44,500	$	
Consulting		70,950		-
Share-based compensation expensed		1,181,000		-
	$	**1,296,450**	**$**	**-**

The following amounts are payable and due to/from related parties:

		December 31, 2021		**December 31, 2020**
Due to directors and officers		305,790		-
Convertible debentures		149,610		
	$	**138,252**	**$**	**-**

During the period related party loans totaling $81,500 were repaid.

14. LOANS PAYABLE

	December 31, 2021	**December 31, 2020**
Current		
CEBA Loan	56,973	-

The Company assumed Canada Emergency Business Account loans ("CEBA Loan") through its merger and acquisitions during the six-month period ending December 31, 2021 (notes 5 &6). The CEBA Loans bear 0% interest until December 31, 2022. If the balance is not paid by December 31, 2022, the remaining balance will be converted to a 3-year term loan at 5% annual interest paid monthly, commencing January 1, 2023. The Company anticipates repaying the loans before December 31, 2022.

The loans are carried at amortized cost based on an 20% market interest rate. During six months ended December 31, 2021, interest accretion was $2,550 (2020 - $nil).

15. CONVERTIBLE DEBENTURES

During the six months ended December 31, 2021, the following transactions with convertible debentures occurred:

(a) The Company assumed convertible debentures totaling $281,951 as a part of the share exchange transaction (note 6). The debentures had a maturity date of 3 years bearing an interest at a rate of 10% per annum. The

15. CONVERTIBLE DEBENTURES (continued)

debentures were repaid by the Company on December 9, 2021. Finance costs for the period up to repayment were $6,730. There was a loss on settlement of $31,989.

(b) As a part of the business combination (note 5) the Company issued convertible debentures with a face value of $500,000. The notes bear no interest and are payable as follows:

(i) 12.5% of the principal sum on the date that is 3 months from the date of issuance (Nov 5)
(ii) 12.5% of the principal sum every 3 months thereafter; and
(iii) The final 12.5% on the date that is 24 months from the date of issuance.

On each vesting date the Seller will have the option to receive either their respective portion of cash or an amount equal to their respective portion in consideration shares. The exact number of common shares will be based on a price per share of $0.20

16. SHARE CAPITAL AND RESERVES

(a) Authorized

An unlimited number of common shares without par value.

(b) Issued Share Capital

At December 31, 2021 there were 63,284,467 (June 30, 2021 – 34,000,000) issued and fully paid common shares.

(c) Share Issuances

The following common shares were issued during the six months ended December 31, 2021:

- On August 3,2021, 2,000,000 common shares were issued for $110,000.
- On October 29,2021 24,075,000 common shares were issued for $2,215,000
- On November 5, 2021, 3,209,468 common shares were issued for $641,894

The following common shares were issued during the year ended June 30, 2021:

- On March 31, 2021, 34,000,000 common shares were issued for $474,000

(d) Escrow shares

During the six months ended December 31, 2021, Nil common shares were released from escrow and Nil common shares were deposited. The resulting balance of shares held in escrow as at December 31, 2021 is 54,131,363.

During the year ended December 31, 2020, 160,510 common shares were released from escrow and Nil common shares were deposited.

16. SHARE CAPITAL AND RESERVES (continued)

(e) Stock Options

Options to purchase Common Shares may be granted to directors, consultants, officers and employees of the Company for terms up to five years at a price at least equal to the market price prevailing on the date of the grant.

The continuity of the stock options for six months ended December 31, 2021 and the year ended December 31, 2020 is as follows:

	Options (thousands)	Weighted Average Exercise Price
Balance, June 30, 2021	3,000,000	$ .2
Granted	7,043,050	1.89
Balance, December 31, 2021	10,043,050	$ 1.44

On May 28, 2021, the Company executed a consulting agreement with a marketing consultant. The agreement provides for the consultant to be granted up to 3,000,000 incentive stock options to be vested on achieving certain milestones. As at December 31, 2021, no milestones have been achieved.

On November 5, 2021 the Company granted 6,850,000 options to certain employee as a part of its compensation plan. The options vest over 5 years and are exercisable at $.20

On November 5, 2021 as a part of the share exchange agreement (note 6) the Company issued 193,050 stock options that have an average exercise price of $5.04

During the six months ended December 31, 2021, the fair value of the options has been estimated using the Black-Scholes Option Pricing Model assuming a risk-free rate of .73% with an expected life of 5 years, expected volatility of 73% and no expected dividend.

Details of options outstanding and exercisable at December 31, 2021 are as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Weighted Average Exercise Price	Remaining Life (Years)
13,050	13,050	$5.00	November 23, 2023	$5.00	2.15
500	350	$11.00	March 15, 2024	$11.00	2.46
29,000	11,600	$6.00	July 18, 2024	$6.00	2.80
150,500	75,250	$4.00	January 3, 2025	$4.00	3.26
3,000,000	-	$.20	May 28, 2026	$.20	4.33
6,850,000	1,000,000	$.20	November 5, 2026	$.20	4.83
10,043,050	1,101,185				

For the six months ended December 31, 2021, the Company recorded stock-based compensation of $1,181,000 in respect of incentive stock options.

(Expressed in Canadian Dollars)

16. SHARE CAPITAL AND RESERVES (continued)

(f) Warrants

December 31, 2021, the following warrants were outstanding:

Expiry Date	Number of Warrants	Exercise Price	Weighted average remaining contractual life (years)
January 22. 2023	33,453	$3.90	1.0
March 31, 2026	34,000,000	$0.05	4.2
July 23, 2026	2,000,000	$0.15	4.5
October 29, 2026	24,075,000	$.25	4.8

17. REVENUE

Revenue for the six months ended December 31, 2021 was driven from the sales of dry food mixes and frozen food products ($101,338) and from the sale of scooters ($12,845). All revenues for the six months ended December 31, 2021 from North America.

18. EXPENSES BY NATURE

For the six months ended December 31, 2021:

	General and administration	Sales and Marketing
Accounting and legal	57,950	-
Consulting	419,207	21,212
Listing fees	2,559,800	-
Office expenses	$ 9,585	$ 5,132
Personnel	65,706	-
Travel	12,639	-
Total	$ 3,124,887	$ 26,344

19. INCOME TAXES

Future tax benefits which may arise as a result of these non-capital losses and other income tax pools have not been recognized in these financial statements and have been offset by a valuation allowance. No deferred income tax asset has been recognized because the amount of future taxable profit that will be available to realize such assets is unpredictable. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred income tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period.

20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit loss is the book value of its financial instruments. The Company's cash and cash equivalents is deposited with a major Canadian chartered bank and is held in highly-liquid investments. The Company's receivables consist of taxes receivable and other receivables which represents the maximum credit risk for receivables.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at December 31, 2021, the Company had a cash balance of $3,659,027 (June 30, 2021 - $754,802) to settle current liabilities of $1,859,287 (June 30, 2021 - $120,066).

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises six types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash is not subject to interest rate risk. The loan payable and convertible debentures are not subject to interest rate risk as they are a fixed rate. The Company is not exposed to other significant interest rate risk due to the short-term maturity of its monetary assets and liabilities and amounts owing being non-interest bearing or bearing fixed rates of interest.

(ii) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's sales are in US dollars and the Company's manufacturing costs are largely denominated in US dollars, providing a natural hedge against the risk of foreign exchange fluctuations. However due to long lead times for parts used in manufacturing the Company's products, the Company is exposed to the risk of foreign currency fluctuations over time. The Company is also exposed to fluctuations in foreign currencies through its operations in Japan. The Company monitors this exposure but has entered into no formal hedge agreements.

As at December 31, 2021, the Company was exposed to foreign currency risk through the following financial assets and liabilities denominated in foreign source currencies.

(Expressed in Canadian Dollars)

20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

	December 31, 2021		June 30, 2021	
	US Dollar	Japanese Yen	US Dollar	Japanese Yen
Cash	89	58,968	-	-
Accounts receivable	-	-	-	-
Accounts payable	115,591	14,720,800	-	-
Total	115,680	14,779,768	-	-

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

(d) Fair Value of Financial Instruments

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising six levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The carrying values of cash and cash equivalent, accounts receivable, accounts payable and accrued liabilities, and due to related parties approximate their fair value given their short-term nature. The loan payable and convertible debentures are recorded at amortized cost. As at December 31, 2021 June 30, 2021, the Company's has no Level 3 instrument.

21. CAPITAL MANAGEMENT

The Company's objective in managing capital is to ensure sufficient liquidity to pursue its investment growth strategy, fund research and development, engage in sales and marketing activities, and undertake selective acquisitions, while at the same time taking a conservative approach toward financial leverage and management of financial risk. The Company's capital is composed entirely of equity and short term loans. The Company uses capital to finance operating losses, capital expenditures, and increases in non-cash working capital. The Company currently funds these requirements from cash raised through share issuances and short-term debt as required. The Company's objectives when managing capital are to ensure that the Company will continue to have enough liquidity help build its portfolio of successful ridesharing businesses from which it will obtain returns on investment.

The Company monitors its capital on the basis of the adequacy of its cash resources to fund its business plan. In order to maximize flexibility to finance growth, the Company does not currently pay a dividend to holders of its common shares. The Company did not institute any changes to its capital management strategy during the year.

As at December 31, 2021, the Company had capital resources consisting of all components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic

21. CAPITAL MANAGEMENT (continued)

conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares.

22. SUBSEQUENT EVENTS

On January 1, 2022, the Company entered into an agreement with Raytroniks Corporation ("Raytroniks") and Willie Ray Norwood Jr. to transfer its legacy Scoot-E-Bike assets to Raytroniks. The assets include intellectual property, Scoot-E-Bike inventory and the Company's ownership of Scoot-E-Bike Inc.

SCHEDULE “B”

MANAGEMENT’S DISCUSSION AND ANALYSIS

The Good Flour Corp.

MANAGEMENT DISCUSSION AND ANALYSIS

This Management Discussion and Analysis (this "**MD&A**") is dated March 1, 2022 and is intended to assist the reader in understanding the results of operations and financial condition of The Good Flour Corp. (the "Company" or "Good Flour"). This MD&A should be read in conjunction with the with the Company's audited consolidated financial statements which can be obtained from www.sedar.com.

Unless otherwise noted, results are reported in Canadian dollars, which is the Company's functional currency, and are reported in accordance with International Financial Reporting Standards ("**IFRS**"). References to USD are references to United States dollars.

CAUTION ON FORWARD-LOOKING INFORMATION

This MD&A contains certain "forward-looking information" and "forward-looking statements" (collectively "**forward-looking statements**") within the meaning of applicable Canadian securities legislation. When we discuss our strategy, plans, outlook, future financial and operating performance, financing plans, growth in cash flow and other events and developments that have not yet happened, we are making forward-looking statements. All statements in this MD&A that address events or developments that we expect to occur in the future are forward-looking statements, including the following:

- our expectations in relation to working capital;
- our expectations in relation to our future financial needs;
- statements with respect to the Company's future business
- objectives, its ability to disrupt the global wheat flour market, product details, plans to expand production;
- capacity and demand for the Company's product;
- our estimated expenditures for the fiscal year; and
- our expectations with respect to future revenue generation.

Forward-looking statements are statements that are not historical facts and are generally, although not always, identified by words such as "expect", "plan", "anticipate", "project", "target", "potential", "schedule", "forecast", "budget", "estimate", "intend" or "believe" and similar expressions or their negative connotations, or that events or conditions "will", "would", "may", "could", "should" or "might" occur. All such forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Forward-looking statements necessarily involve assumptions, risks and uncertainties, certain of which are beyond the Company's control, including the following:

- our dependence on suppliers and customers;
- our completion of additional financing to continue operations;
- failure to effectively expand manufacturing and production capacity;
- the ability to source ingredients
- risks associated with global supply chain for machinery and equipment,
- failure to attract, maintain and expand relationships with key strategic restaurant and food service partners;
- changing consumer taste preferences;
- delay or failure to receive regulatory approvals;
- the impact of COVID-19 on global economic conditions;

- our ability to attract qualified operators;
- our ability to manage our growth;
- geopolitical risks;
- exchange rate risks;
- regulatory risks;
- our future operations;
- our dependence on key personnel; dilution to present and prospective shareholders;
- losses occur for which the Company does not have third-party insurance coverage increase or the Company's insurance coverages prove to be inadequate;
- the Company may be a party to litigation in the normal course of business or otherwise, which could affect its financial position and liquidity;
- the Company's information systems may experience an interruption or breach in security;
- security breaches of our technology systems, or those of our clients or other third-party vendors we rely on, could subject us to significant liability;
- the Company may be exposed to damage to its business or its reputation by cybersecurity incidents
- the lack of a market for our securities; and
- our share price.

Although the Company has attempted to identify factors that could cause actual results to differ materially from those described in forward-looking information, there may be other factors that cause results not to be as anticipated. Readers should not place undue reliance on forward-looking information. The forward looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update forward-looking information, except as required by applicable securities laws.

1. Description of the Business

The Good Flour Corp., (the "Company" or "GFCO") was incorporated under the provisions of the Business Corporations Act (Saskatchewan) on September 25, 2009. On September 4, 2014, the Company completed its continuance to British Columbia under the Business Corporations Act (British Columbia). The Company's head office, principal address and the registered and records office are located at 5791 Sidley Street, Burnaby, BC V5J 5E6.

The Company manufactures and distributes a line of healthy, gluten-free and allergen free food products. On November 8, 2021, the Company began trading on the Canadian Securities Exchange ("CSE") at the open of market under the symbol "GFCO".

The accompanying condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. To date there have been significant volatility in the capital market and the movement of people. The principal risks with respect to the food industry are associated with supply chain disruptions and potential reduced demand for food purchased from restaurants. The Company is presently evaluating the future impacts of COVID-19. The impact of these factors on the Company is challenging to estimate; however, the Company's financial position, results of operations and cash flows in future periods may be materially affected. Please refer to the heading "COVID-19" below for additional information.

2. Business Model

The Company manufactures and processes a line of gluten-free and allergen free products for individual customers and larger, "food service" customers, which include restaurants. Both individual and food service customers are located across North America, Australia and the United Kingdom. The Company's recipes were initially created in 2012 and have been developed to allow individuals with gluten and other food allergies to enjoy life without giving up their favorite foods or settling for low-quality alternatives. Simply put, "Flour" but good for you. The products which have been developed over the last decade under the branding "Nextjen" include: All-purpose baking flour; Pizza & pasta flour; Tempura batter mix; Fish & chips batter mix; Fried chicken mix; Pancake & waffle mix; Vanilla bean cake mix; and Pizza shells. In the Company's mission to reach an even larger audience, the Company is relaunching these superior mixes under a new brand - The Good Flour Co.

3. COVID-19

The Company is subject to the continuing risk that COVID-19, and its current or any future variants, may impact our results of operations or financial condition through disruptions to operations including as a result of temporary production suspensions at our production facilities, production ramp-up delays, interruptions in our supply chain and distribution network, or new indoor dining restrictions impacting sales of the Company's products to restaurants. The Company utilizes and updates (as required) its safety protocols to ensure the health and wellness of its employees and contractors, which include the use of personal protective equipment and physical distancing initiatives to reduce risk within our facilities and mitigate the direct impacts of COVID-19. COVID-19 has the potential to affect the Company operations through indirect impacts of the pandemic including delays in the delivery of production equipment as well as delays in the approval of building permits for the Company's new Burnaby production facility. If these developments occur, they may slow the Company's targeted ramp-up of its new Burnaby production facility.

The extent of the impact of COVID-19 on future periods will depend on future developments, all which are uncertain and cannot be predicted, including the duration or resurgence of the pandemic, government responses and health and safety measures or directives put in place by public health authorities, and sustained pressure on global supply chains causing supply and demand imbalances.

4. Overall Performance

Mergers and Acquisitions

<u>Share acquisition of the Gourmet Ghetto Food Ltd.</u>

On November 4, The Good Flour Milling Corp. (formerly VGAN Brands Inc.) acquired all of the issued and outstanding shares in the Gourmet Ghetto Food. Ltd. The purpose of the transaction was to disrupt the global flour market by acquiring a brand that has had success and gained traction in the market. The transaction would bring capital to expand production capacity and new branding elements to reach a wider audience.

The fair value of the consideration transferred was $559,997, which consisted of convertible notes with a fair value of $448,286 and a conversion feature worth $111,711. The purchase price was allocated as follows:

Total purchase consideration	559,997
Net tangible assets	
Cash	11,106
Non-cash net working capital	(44,617)
Office and equipment	50,566
Right of use assets	373,217
Prepaid expenses	13,013
Lease liabilities	(374,937)
Debt	(227,904)
	(199,556)
Identifiable intangible assets	
Recipes	195,157
Goodwill	564,396

Reverse Acquisition

On July 6, 2021, the Company entered into a Share Exchange Agreement ("SEA") with The Good Flour Milling Corp. ("GFMC"), formerly VGAN Brands. Ltd. The transactions contemplated by the SEA closed on November 5, 2021 and resulted in GFCO acquiring 100% of the issued and outstanding common shares of the GFMC. The purpose of this transaction was to gain access to the public capital markets. At the time immediately before the share exchange, the Company did not meet the definition of a business under IFRS 3, therefore the share exchange was accounted for under IFRS 2, share based payments.

The principal terms of the SEA were as follows:

- GFCO listed its Class A common shares on the Canadian Securities Exchange and delisted its Class A common shares from the TSX Venture Exchange.

- Each holder of the GFMC shares received one GFCO share for each GFMC share held as purchase consideration. The parties acknowledges and agreed that the fair market value of the consideration shares issued to the shareholders in exchange for the purchased shares was equal to $0.20, the fair market value of the purchased shares surrendered in exchange therefor, and such consideration shares represent the sole consideration received by the shareholders in exchange for the purchased shares.

- Each holder of GFMCO warrants received one replacement warrant representing the right to acquire one GFCO share on the same terms as the existing GFMC warrants for each GFMCO warrant held. Subsequently, all GFMC warrants were cancelled.

- Each holder of options under the GFMC stock option plan received a replacement GFCO option that reflected the same terms as the existing GFMC options, following which all GFMC stock options were cancelled.

The excess between the deemed acquisition cost and the total fair value of identified assets and liabilities was $2,545,720 and was recorded as listing expense.

Financial Performance

Performance was as expected for a quarter that could be defined as transitional. The net loss was as expected and was predominantly due to the accounting for the transactional listing fees on the acquisition of the Good Flour Milling Corp. (formerly VGAN Brands Inc.), and the accounting for share-based compensation on the implementation of the employee stock option plan.

Management is working diligently on getting the Sidley Street facility ready for production. During the quarter, the Company spent $206,542 on capital expenditures. $186,553 of this was a deposit for the new manufacturing line which will significantly increase production efficiency and capacity.

5. Future Development

Once the Sidley Street facility is operational, the new production line, depending on packaging size, will allow GFCO to increase its dry good production between eight and fourteen times its current manufacturing volumes. The production line will be available for all of GFCO's products. These new volumes should assist GFCO in its goal of disrupting the global wheat flour market. GFCO anticipates the automated production line will be operational in the second calendar quarter of 2022. Once operational, GFCO expects that a single shift will be able to generate an annual $5 million retail value in product with a single daily shift and an annual $10 million retail value in product with two daily shifts. This assumes a product mix consisting of food service bags and retail bags and does not include additional retail value from the production of frozen pizza shells.

The Company has continued to explore co-packing options in the United States. Product samples have been sent to co-packers’ facilities to test the suitability for processing and bagging.

The Company launched its direct-to-consumer website and investor website on February 25, 2022. Powered by Shopify's e-commerce platform, GFCO's direct to consumer website now allows customers, from throughout North America and the globe, to purchase the complete line of GFCO products.

E-commerce is an essential part of GFCO's sales strategy in 2022 and beyond. GFCO will harness the power of its founding chefs, their culinary excellence, and our digital story-telling abilities to create a powerful community connected by the joy of cooking and eating good, tasty food.

6. Summary of Financial Results

Results for the three and six months ended December 31, 2021 and 2020 are as follows:

	For the Three Months ended December 31,		For the Six Months ended December 31,	
	2021	**2020**	**2021**	**2020**
Revenue	$ 114,183	$ -	$ 114,183	$ -
Cost of Sales	(104,039)	-	(104,039)	-
Gross Margin	10,144	-	10,144	-
Expenses				
Operating expenses:				
Depreciation	18,985	-	18,985	-
Finance costs	11,445	-	11,445	-
General and administrative	3,006,560	-	3,124,887	-
Sales and marketing	26,344	-	26,344	-
Share-based compensation	1,181,000	-	1,181,000	-
Total expenses	4,244,334	-	4,362,661	-
Net loss before other items	**$ (4,234,190)**	**$ -**	**$ (4,352,517)**	**$ -**
Other items				
Currency exchange gain	(2,624)		(2,624)	
Loss on settlement of convertible debentures	(31,989)		(31,989)	
Net Loss	**$ (4,268,803)**	**$ -**	**$ (4,387,130)**	**$ -**
Total Comprehensive Loss	**$ (4,268,803)**	**$ -**	**$ (4,387,130)**	**$ -**
Loss per share – basic and diluted	$ (0.07)	$ -	$ (0.07)	$ -
Weighted average number of common shares	63,284,467	-	63,284,467	-

Revenue and Gross Margin

Revenue for the quarter and six-month period ended December 31, 2021 and 2020 was $114,183 which was derived predominantly from the sale of Good Flour dry mix products. This revenue was earned between November 5 and December 31.

Revenue for the three- and six-month period ended December 31, 2021 was derived 100% from North America

a) Expenses

The Company recognized total expenses of $4,268,803 for the quarter ended December 31, 2021. Total expenses for the six-month period ended December 31, 2021 were $4,387,130. The difference in the two totals is due to professional fees incurred by The Good Flour Milling Corp. (formerly VGAN Brands Inc.) prior to the merger and acquisitions (note 4).

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i) General and Administrative Expense

General and Administrative Expenses include:

		General and administration		Sales and Marketing
Accounting and legal		57,950		-
Consulting		419,207		21,212
Listing fees		2,559,800		-
Office expenses	$	9,585	$	5,132
Personnel		65,706		-
Travel		12,639		-
Total	$	3,124,887	$	26,344

Included in listing fees is a non-cash expense of $2,545,720. Consulting and accounting and legal fees were incurred as a result of the mergers and acquisitions.

ii) SBC Expense

The Company recognized SBC of $1,181,000 during the three months and six months ended December 31, 2021. The Company granted stock options to officers, executives, directors, advisory board members and consultants. The expense recognized in a period fluctuates based on the number of underlying stock options with respect to their vesting schedules, net of options forfeited.

Summary of Quarterly Results as are follows:

	For the quarters ended			
	December 31, 2021	**September 30, 2021**	**June 30, 2021**	**March 31, 2020**
	$	$	$	$
Revenue	114,183	-	-	-
Net Loss	(4,268,803)	(118,329)	(67,931)	(65,263)
Loss per share – basic and diluted from continuing operations	($0.07)	($0.00)*	($0.00)*	($0.00)*

*Denotes loss less that .01 per share

The net loss significantly increased in the quarter ended December 31, 2021 due to the merger and acquisitions transactions detailed in note 4. Net losses for quarters ended prior to December 31, 2021 are professional fees incurred preparing for these transactions. Prior to March 31, 2020, The Good Flour Milling Corp. (the reverse takeover acquiror) did not prepare quarterly financial statements.

7. Financial Position

		December 31, 2021		June 30, 2021
Assets				
Current assets:				
Cash and cash equivalent	$	3,659,027	$	754,802
Accounts receivable		100,988		70
Prepaid expenses and deposits		73,709		-
Due from related Party		-		81,500
Inventory		365,332		-
Right of use asset		359,811		-
Intangible asset		195,157		-
Goodwill		564,396		-
Fixed assets - net		255,188		-
Total Assets	**$**	**5,573,609**	**$**	**836,372**
Liabilities and Shareholders' Equity (Deficiency)				
Current liabilities:				
Accounts payable and accrued liabilities	$	1,425,986	$	120,066
Convertible debentures and related interest		448,876		-
Loan payable		56,973		-
Lease liability		362,994		-
Loan payable		-		-
Total Liabilities	**$**	**2,294,829**	**$**	**120,066**
Total Shareholders' Deficiency	**$**	**3,278,780**	**$**	**716,306**

a) Assets

The increase in cash was due to the issuance of Class A common shares of the company to facilitate the mergers and acquisitions described in note 4. The remainder of the assets at December 31, 2021 were acquired in these mergers and acquisitions.

b) Liabilities

Total liabilities as at December 31, 2021 were assumed on the mergers and acquisitions, with the exception of $120,066 of professional fees. The convertible debentures were issued as purchase consideration in the acquisition of the Gourmet Ghetto Food Ltd. The loans payable are CEBA loans that bear no interest that are anticipated to be repaid by December 31, 2022. The lease liabilities are the result of accounting for the right of use assets acquired. They relate to the Company's leases with its manufacturing facilities.

Accounts payable consists of

		December 31, 2021		June 30, 2021
Accounts payable	$	**1,264,206**	$	**828,072**
Accrued liabilities		**15,388**		**144,000**

Accrued compensation		**146,392**		**118,346**
	$	**1,425,986**	**$**	**1,090,418**

c) Equity

As at December 31, 2021, the Company had a Shareholders' equity of $3,278,780. The increase of $2,562,474 in Shareholders' equity is due to the current year loss of ($4,387,130), being offset by share capital of $6,949,604. Included in share capital is $5,015,000 raised on the issuance of class A common shares, $1,181,000 of options issued to key management positions, and $753,605 f share capital acquired in mergers and acquisitions.

8. Liquidity and Capital Resources

As at December 31, 2021, the Company had working capital of $2,339,769.

It is anticipated that the available funds will be sufficient to satisfy the Company's objectives for the forthcoming 12-month period. The amounts shown in the table below are estimates only and are based on the information available to the Resulting Issuer as of the date of this MD&A.

Use of Available Funds	Amount ($)
Expand Production Capacity	500,000
Product Expansion	150,000
Increased Distribution	200,000
General and administrative expenses	1,300,000
Contingency	233,769
Total	**2,339,769**

Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Company. For these reasons, management of the Company considers it to be in the best interests of the Company and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. If, as a result of changes in the Company's business, assets, operations or circumstances, the Board and management of the Company should determine that the available funds should be employed other than as set forth above, the funds shall be allocated on such other business activities and assets as the board and management reasonably determine. Further, the above uses of available funds should be considered estimates. See the headings "Forward-Looking Information" and "Risk Factors" in this MD&A.

8. Financial Instruments and risk management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit loss is the book value of its financial instruments. The Company's cash and cash equivalents is deposited with a major Canadian chartered bank and is held in highly-liquid investments. The Company's receivables consist of taxes receivable and other receivables which represents the maximum credit risk for receivables.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at December 31, 2021, the Company had a cash balance of $3,659,027 (June 30, 2021 - $754,802) to settle current liabilities of $1,859,287 (June 30, 2021 - $120,066).

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises six types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash is not subject to interest rate risk. The loan payable and convertible debentures are not subject to interest rate risk as they are a fixed rate. The Company is not exposed to other significant interest rate risk due to the short-term maturity of its monetary assets and liabilities and amounts owing being non-interest bearing or bearing fixed rates of interest.

(ii) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's sales are in US dollars and the Company's manufacturing costs are largely denominated in US dollars, providing a natural hedge against the risk of foreign exchange fluctuations. However due to long lead times for parts used in manufacturing the Company's products, the Company is exposed to the risk of foreign currency fluctuations over time. The Company is also exposed to fluctuations in foreign currencies through its operations in Japan. The Company monitors this exposure but has entered into no formal hedge agreements.

As at December 31, 2021, the Company was exposed to foreign currency risk through the following financial assets and liabilities denominated in foreign source currencies.

	December 31, 2021		**June 30, 2021**	
	US Dollar	Japanese Yen	US Dollar	Japanese Yen

Cash	89	58,968	-	-
Accounts receivable	-	-	-	-
Accounts payable	115,591	14,720,800	-	-
Total	115,680	14,779,768	-	-

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

(d) Fair Value of Financial Instruments

Fair value measurement disclosure includes classification of financial instrument fair values in a hierarchy comprising six levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The carrying values of cash and cash equivalent, accounts receivable, accounts payable and accrued liabilities, and due to related parties approximate their fair value given their short-term nature. The loan payable and convertible debentures are recorded at amortized cost. As at December 31, 2021 June 30, 2021, the Company's has no Level 3 instrument

9. Related Party Transactions

<u>Key Management Compensation</u>

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consists of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer. The Company incurred the following transactions with key management personnel during the three and six months ended:

	For the six months ended December 31,			
		2021		2020
Salary & management fees	$	44,500	$	
Consulting		70,950		-
Share-based compensation expensed		1,181,000		-
	$	**1,296,450**	**$**	**-**

The following amounts are payable and due to/from related parties:

		December 31, 2021		December 31, 2020
Due to directors and officers		305,790	-	
Convertible debentures		149,610		
	$	**138,252**	**$**	**-**

a) During the period related party loans totaling $81,500 were repaid.

b) Included in due to directors and offices was $293,540 payable to a law firm in which the director has a partnership interest and is included in accounts payable and accrued liabilities in the financial statements.

10. Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

11. Outstanding Share Data

	December 31,2021	Date of Report
Class A common shares	63,284,467	63,284,467
Share purchase warrants	60,108,453	60,075,000
Stock options outstanding	10,043,050	10,015,050
Convertible Debt	2,500,000	2,500,000
	136,610,437	**136,610,437**

12. Risk Factors

The Company's business is subject to significant risks and uncertainties, which even a combination of careful evaluation, experience and knowledge may not eliminate. Please refer to the Company's Listing Statement dated October 29, 2021 available on SEDAR at www.sedar.com for disclosure of the risk factors that may materially affect the Company's future performance, in addition to those referred to above.

13. Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities as at the date of the financial statements, and expenses for the periods reported.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(a) The recoverability of receivables, prepayments and deposits that are included in the consolidated statements of financial position.

(b) The fair value of stock options, warrants and compensation options which requires the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments.

(c) The fair value of restricted share units which requires the estimation of the number of awards likely to vest on grant and at each reporting date up to the vesting date.

(d) The fair value of the investment for which a quoted market price in an active market is not available.

(e) The recoverability of deferred tax assets based on the assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions.

(f) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

14. Accounting Policies

The accounting policies followed by the Company are set out in Note 3 to the accompanying condensed consolidated interim financial statements for the six month period ended December 31, 2021.

15. Subsequent Events

On January 1, 2022, the Company entered into an agreement with Raytroniks Corporation ("Raytroniks") and Willie Ray Norwood Jr. to transfer its legacy Scoot-E-Bike assets to Raytroniks. The assets include intellectual property, Scoot-E-Bike inventory and the Company's ownership of Scoot-E-Bike Inc.

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information at www.sedar.com.