FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: Sweet Earth Holdings Corporation. (the "Issuer").

Trading Symbol: SE

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.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

SWEET EARTH HOLDINGS CORPORATION

SIX MONTHS ENDED DECEMBER 31, 2023

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

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

SWEET EARTH HOLDINGS CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

		December 31, 2023	June 30, 2023
ASSETS		$	$
Cash		53,702	155,048
Total current assets		53,702	155,048
Non-current assets			
Property and equipment	4	-	12,464
TOTAL ASSETS		53,702	167,512
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	5	746,423	603,358
Due to related parties	9	13,125	7,500
Loan payable	6	25,000	25,000
Current portion of lease liabilities	7	-	4,940
Total current liabilities		784,548	640,798
SHARHOLDERS' DEFICIENCY			
Share capital	8	13,995,891	13,995,891
Contributed surplus		903,062	903,062
Accumulated other comprehensive loss		(119,298)	(116,755)
Accumulated deficit		(15,510,501)	(15,255,484)
TOTAL SHAREHOLDERS' DEFICIENCY		(730,846)	(473,286)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		53,702	167,512

Nature and continuance of operations (Note 1)
Contingency (Note 14)
Subsequent event (Note 15)

On behalf of the Board:

"Robert Dubeau" *"Chris Cooper"*

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

SWEET EARTH HOLDINGS CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

		Three Months Ended December 31, 2023	Three Months Ended December 31, 2022	Six Months Ended December 31, 2023	Six Months Ended December 31, 2022
		$	$	$	$
Sales		5,398	9,238	9,673	18,878
Cost of sales		(451)	(636)	(1,234)	(1,582)
Gross profit		4,947	8,602	8,439	17,296
Operating Expenses					
Depreciation	4		33,277	-	65,438
Interest on lease			15,257	-	30,072
Utilities		13,534	5,489	19,113	10,819
		13,534	54,023	19,113	106,329
Administrative Expenses					
Consulting fees			23	-	41,827
Management fees	9	15,750	55,125	31,875	110,250
Corporate communications		12,295	6,545	12,832	7,486
Office and general		20,826	32,585	30,815	59,084
Professional fees		157,161	19,853	161,297	23,512
Travel		-	598	-	4,993
		206,032	114,729	236,819	247,152
Loss before other items		(214,619)	(160,150)	(247,493)	(336,185)
Other items					
Loss on impairment of property and equipment	4	-		(7,981)	-
Gain on termination of lease liabilities	7	457	140,007	457	187,396
Net loss for the period		(214,162)	(20,143)	(255,017)	(148,248)
Other comprehensive income (loss)					
Currency translation gain (loss)		6,222	6,827	(2,543)	(20,550)
Comprehensive loss for the period		(207,940)	(13,316)	(257,560)	(168,798)
Basic and diluted loss per share		(0.02)	(0.06)	(0.02)	(0.12)
Weighted average number of shares outstanding		12,802,941	2,802,956	12,802,941	2,802,956

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

SWEET EARTH HOLDINGS CORPORATION
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	Number of shares	Share capital	Reserves	Accumulated Deficit	Other Accumulated Comprehensive Income (Loss)	Shareholders' Equity (Deficiency)
Balance, June 30, 2022	2,802,941	13,495,891	903,062	(15,137,618)	(101,675)	(840,340)
Net loss and comprehensive loss for the period	-	-	-	(148,248)	(20,550)	(168,798)
Balance, December 31, 2022	2,802,941	13,495,891	903,062	(15,285,866)	(122,225)	(1,009,138)
Shares issued for cash	10,000,000	500,000	-	-	-	500,000
Net loss and comprehensive loss for the period				30,382	5,470	35,852
Balance, June 30, 2023	12,802,941	13,995,891	903,062	(15,255,484)	(116,755)	(473,286)

	Number of shares	Share capital	Reserves	Accumulated Deficit	Other Accumulated Comprehensive Income (Loss)	Shareholders' Equity (Deficiency)
Balance, June 30, 2023	12,802,941	13,995,891	903,062	(15,255,484)	(116,755)	(473,286)
	-	-	-	-	-	
Net loss and comprehensive loss for the period	-	-	-	(255,017)	(2,543)	(257,560)
Balance, December 31, 2023	12,802,941	13,995,891	903,062	(15,510,501)	(119,298)	(730,846)

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

SWEET EARTH HOLDINGS CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	Six Months Ended December 31, 2023	Six Months Ended December 31, 2022
	$	$
Cash flows to operating activities	(255,017)	(148,248)
Net loss for the period		
Items not affecting cash		
Depreciation	-	65,438
Interest on lease	-	30,072
Gain (loss) on impairment of property and equipment	7,981	-
Gain on termination of lease liabilities	(457)	(187,936)
Changes in non-cash working capital items		
Due from or to related parties	5,625	105,040
Prepaid expenses and deposits	-	40,019
Accounts payable and accrued liabilities	143,065	97,305
	(98,803)	1,690
Cash flows from financing activities		
Lease payments	-	(4,472)
	-	(4,472)
Effect of foreign exchange rate changes on cash	(2,543)	(86,356)
Change in cash for the period	(101,346)	(89,138)
Cash, beginning of period	155,048	134,597
Cash, end of period	53,702	45,459

Supplemental disclosure with respect to cash flows (Note 13)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Sweet Earth Holdings Corporation (the “Company”) was incorporated as 1168061 B.C. Ltd. under the Province of British Columbia Business Company Act on June 13, 2018. The name was changed to Sweet Earth Holdings Corporation on July 26, 2018 to reflect the Company’s strategic decision to focus the business on becoming a major hemp cannabidiol (“CBD”) cultivator and processor.

The Company’s registered office is located at 1500 Royal Centre P.O. Box 11117-1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

The Company incorporated a company in Spain – Sweet Earth Holdings Corp, L.S. (“SE Spain”) on December 26, 2018 but it didn’t have any active operations until December 31, 2019 when a lease of 9 hectares became effective. SE Spain was dissolved on December 28, 2022.

On November 18, 2018, the Company completed a share swap with TSN Agricorp Ltd. (“TSN”), the effect of which was to make TSN a wholly owned subsidiary of the Company. Earlier, on August 10, 2018, TSN had purchased 100% of membership interest of Sweet Earth, LLC (“LLC”). Both TSN and LLC are companies organized and existing in the state of Oregon, USA.

On May 19, 2020, the Company completed a reverse takeover transaction (“RTO”) of Seaway Energy Services Inc., and the effective as that date became a listed entity on the Canadian Securities Exchange (“CSE”) under the ticker symbol SE.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. For the six months ended December 31, 2023, the Company incurred a loss of $255,017 (2022 - $148,248) and had an accumulated deficit of $15,510,501 (June 30, 2023 - $15,255,484). These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These condensed interim financial statements have been prepared in accordance with Interim Financial Reporting 34 (“IAS 34”) as issued by the International Financial Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the IASB, have been omitted or condensed.

The condensed interim consolidated financial statements have been prepared using the same accounting policies and methods as those used in the audited financial statements for the year ended June 30, 2023. These condensed interim consolidated financial statements should be read in conjunction with the Company’s audited financial statements for the year ended June 30, 2023.

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed interim consolidated financial statements were approved for issue by the Board of Directors on February 28, 2024.

2. SIGNIFICANT ACCOUNTING POLICIES – (CONT'D)

Basis of presentation (cont'd)

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar, which is also the reporting currency of the Company. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21.

Basis of consolidation

These consolidated financial statements are comprised of the financial results of the Company and its subsidiaries, (Note 1) which are the entities over which Sweet Earth Holdings Ltd. has control. The Company consolidates an entity when it has power over that entity, is exposed, or has rights, to variable returns from its involvement with that entity and has the ability to affect those returns through its power over that entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. SE Spain was dissolved on December 28, 2022, and, as a result, was deconsolidated as of December 28, 2022, resulting in a gain of $67,938. A fourth subsidiary company, Sweet Earth Colombia S.A.S was incorporated in Colombia, but to date, has had no operations.

Use of estimates and judgments

The preparation of the Company's 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 consolidated financial statements and reported amounts of revenues 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.

Management must make significant judgments or assessments as to how financial assets and liabilities are categorized. The following are the critical estimates and judgments that management has made in applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

a) *Going concern*

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

b) *Functional currency*

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar, which is also the reporting currency of the Company.

The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21. An entity considers the following factors in determining the functional currency of entities under its control:

i) the currency that mainly influences sales prices for goods and services,

ii) the currency of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services, and

iii) the currency that mainly influences labour, material and other costs of providing goods or services.

2. SIGNIFICANT ACCOUNTING POLICIES – (CONT'D)

b) *Functional currency (cont'd)*

The Company has determined that the function currency of TSN and LLC is the US dollar. The functional currency of SE Spain was Euro.

Revenue Recognition

The Company provided its customers with skin care products and pre-roll through three online ordering platforms. Revenue from provision of the above products are measured by applying the five steps below:

1) Establishing a price for products for sale online;
2) Customers use online website to place order for products;
3) Order processed and paid for online using a payment processing platform;
4) Payment to Company is sent when goods are shipped; and
5) Revenue is recognized when the Company receives deposit of funds in bank account. Revenue is recognized from the sale of products that depicts the transfer of the goods to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those products.

Foreign current translation

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction or at an average rate. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Non-monetary items are translated using the historical rate on the date of the transaction. Exchange gains or losses arising on foreign currency translation are reflected in the statement of loss for the period.

The functional currency of the Company's wholly owned subsidiaries is noted above. The asset and liabilities arising from these operations are translated at the period end exchange rate and related revenues and expenses at the average exchange rate for the period. Resulting translation adjustments are accumulated as a separate component of accumulated other comprehensive income/loss in the statement of shareholders' equity.

Financial instruments

The Company follows IFRS 9, *Financial Instruments,* which applies uses a single approach to determine whether a financial asset is measured at amortized cost or fair value. The classification is based on two criteria: the Company's business objectives for managing the assets; and whether the financial instruments' contractual cash flows represent "solely payments of principal and interest" on the principal amount outstanding (the "SPPI test"). Financial assets are required to be reclassified only when the business model under which they are managed has changed. All reclassifications are to be applied prospectively from the reclassification date.

Financial liabilities under IFRS 9 are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost.

<u>Financial assets</u>

The Company initially recognizes financial assets at fair value on the date that the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

2. SIGNIFICANT ACCOUNTING POLICIES – (CONT'D)

Financial instruments (cont'd)

Financial assets

The Company initially recognizes financial assets at fair value on the date that the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Classification and measurement

Under IFRS 9, financial assets are initially measured at fair value. In the case of a financial asset not categorized as fair value through profit or loss ("FVTPL"), transaction costs are included. Transaction costs of financial assets carried at FVTPL are expensed in net income (loss). Subsequent classification and measurement of financial assets depends on the Company's business objective for managing the asset and the cash flow characteristics of the asset:

(i) Amortized cost – Financial assets held for collection of contractual cash flows that meet the SPPI test are measured at amortized cost. Interest income is recognized as other income (expense) in the consolidated financial statements, and gains/losses are recognized in net income (loss) when the asset is derecognized or impaired.

(ii) Fair value through other comprehensive income ("FVOCI") – Financial assets held to achieve a particular business objective other than short-term trading are designated at FVOCI. IFRS 9 also provides the ability to make an irrevocable election at initial recognition of a financial asset, on an instrument-by-instrument basis, to designate an equity investment that would otherwise be classified as FVTPL and that is neither held for trading nor contingent consideration arising from a business combination to be classified as FVOCI. There is no recycling of gains or losses through net income (loss). Upon derecognition of the asset, accumulated gains or losses are transferred from other comprehensive income ("OCI") directly to deficit.

(iii) FVTPL – Financial assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL.

The Company measures cash and accounts receivable at amortized cost.

Financial liabilities

The Company initially recognizes financial liabilities at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The subsequent measurement of financial liabilities is determined based on their classification as follows:

(i) FVTPL – Derivative financial instruments entered into by the Company that do not meet hedge accounting criteria are classified as FVTPL. Gains or losses on these types of financial liabilities are recognized in net income (loss).

(ii) Amortized cost – All other financial liabilities are classified as amortized cost using the effective interest method. Gains and losses are recognized in net income (loss) when the liabilities are derecognized as well as through the amortization process.

The company measures accounts payable and accrued liabilities, due to related parties, loan payable at amortized cost.

3. NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET ADOPTED OR EFFECTIVE

The Company has reviewed the impact of new and amended standards that are effective for annual periods beginning on or after July 1, 2023. It does not expect the impact on the financial statements to be material, although additional disclosure may be required.

(Expressed in Canadian dollars)

4. PROPERTY AND EQUIPMENT

	Computer $	Leasehold Improvements $	Right to Use Assets $	Total $
Costs				
Balance, June 30, 2022	2,470	19,155	1,462,866	1,484,491
Impairment	-	-	(1,389,392)	(1,389,392)
Deconsolidation of SE Spain	-	-	(111,427)	(111,427)
Foreign currency translation	-	-	60,367	60,367
Balance, June 30, 2023	2,470	19,155	22,414	44,039
Impairment	-	(7,981)	(4,483)	(12,464)
Balance, December 31, 2023	2,470	11,174	17,931	31,575
Depreciation				
Balance, June 30, 2022	1,894	4,789	439,006	445,689
Additions	576	6,385	110,350	117,311
Impairment	-	-	(484,139)	(484,139)
Foreign currency translation	-	-	19,390	19,390
Balance, June 30, 2023	2,470	11,174	17,931	31,575
Impairment	-	-	-	
Balance, December 31, 2023	2,470	11,174	17,931	31,575
Net Book Value, June 30, 2023	-	7,981	4,483	12,464
Net Book Value, December 31, 2023	-	-	-	-

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2023	June 30, 2023
	$	$
Accounts payable	744,123	530,879
Accrued liabilities	2,300	72,479
	746,423	603,358

During the year ended June 30, 2023, the Company recognized a gain on the extinguishment of accounts payable of $264,060.

6. LOAN PAYABLE

On April 10, 2023, the Company entered into an agreement with Commodity Partners Inc. for a loan of $25,000. The funds were advanced on April 14, 2023. The loan is non-interest bearing, due on demand and bears no specific terms of repayment.

7. LEASE LIABILITIES

Office leases
On July 1, 2021, the Company leased office space in Vancouver, BC. The lease is for 30 months at $848 per month. On September 25, 2023 the lease was transferred effective July 1, 2023. At December 31, 2023, the lease liability was $nil (June 30, 2023 - $4,940)

8. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

There are 12,802,941 shares issued and outstanding as at December 31, 2023 and June 30, 2023.

There were no transactions for the period ended December 31, 2023.

The transactions during the year from July 1, 2022 to June 30, 2023 were as follows:

- On April 25, 2023, the Company consolidated its common shares on an eight to one basis. All figures have been retroactively adjusted to reflect the share consolidation for all periods presented.
- On June 12, 2023, 10,000,000 share units were issued at a price of $0.05 each for total gross proceeds of $500,000. Each unit comprised one common share and one common share purchase warrant entitling the holder to purchase one additional share for a period of 24 months from the date of closing at a price of $0.10 per share.

Stock options

Upon approval of the Company's shareholders, the Company has adopted an incentive rolling stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's capital stock issuable pursuant to options granted under the Plan up to a maximum of 20% of the un-issued and outstanding shares of the Company at any time, less shares required to be reserved with respect to options granted by the Company prior to the implementation of the Plan. Options granted under the Plan may have a maximum term of five (5) years. The exercise price of options granted under the Plan will not be less than the closing price of the Company's shares on the

Exchange on the trading day immediately before the date of grant, less the discount permitted under the Exchange's policies.

The following stock options were granted in the past two years:

- 71,875 options were granted to directors and officers effective October 15, 2021. The option granted the recipient the right to purchase shares at a price of $4.00 for a period of 5 years. The cost of this grant as recorded in the statement of operations was $263,808 using the Black Scholes pricing model and inputs as follows: Expected life of options – 5 years; Annualized volatility – 154.06% Risk-free interest rate – 1.23%; and Dividend rate – 0%. The options vested upon grant.

The Black-Scholes valuation model was developed for use in estimating the fair value of traded options which are fully transferable and freely traded. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its stock options.

(Expressed in Canadian dollars)

8. SHARE CAPITAL – (CONT'D)

Stock Options (cont'd)

At December 31, 2023, there were no stock options outstanding.

The following is a summary of stock options transactions for December 31, 2023 and June 30, 2023:

	Options Outstanding	Weighted Average Exercise Price
Balance, June 30, 2022, exercisable and outstanding	65,000	$ 4.16
Cancelled	(65,000)	$ 4.16
Balance, December 31, 2023 and June 30, 2023, exercisable and outstanding	-	$ -

Warrants

A summary of the status of the Company's outstanding warrants as at December 31, 2023 is as follows:

Warrants	Number of shares upon exercise	Exercise price	Expiry Date
303,000	303,000	$5.00	October 15, 2024
10,000,000	10,000,000	$0.10	June 12, 2025

The weighted average life of the warrants is 1.43 years.

The following is a summary of warrant transactions for December 31, 2023 and June 30, 2023:

	Warrants Outstanding	Weighted Average Exercise Price
Balance, June 30, 2022	303,000	$5.00
Issued	10,000,000	$0.10
Balance, December 31, 2023 and June 30, 2023	10,303,000	$0.24

Restricted Share Unit

The Company adopted a rolling restricted share unit plan (the "RSU Plan") effective November 18, 2021, to allow the Board, or an appointed committee of the Board, to grant restricted share units (the "Share Units") convertible to common shares to the Company's directors, officers, employees, or employees of any subsidiaries of the Company, or to any eligible consultants, or any eligible consultant companies, to a maximum of the number of common shares equal to 10% of the shares issued and outstanding from time to time.

At December 31, 2023, the Company did not have any Share Units issued and outstanding.

(Expressed in Canadian dollars)

9. Related Parties

The Company considers officers and members of the Board of Directors as related parties. Key Management costs for the six months ended December 31, 2023, is $31,875 (2022 - $110,250). Payments and accruals were made to the following officers and directors, or to companies controlled by these officers and directors:

	For the six months ended	
	December 31, 2023	December 31, 2022
	$	$
Management fees to CEO and director	15,750	63,000
Management fees to CFO and director	16,125	47,250
Total	31,875	110,250

Due to related parties represents fees due to officers and directors at December 31, 2023 of $13,125 (June 30, 2023 – $7,500). The amounts are non-interest bearing, due on demand and bear no specific terms of repayment.

10. Management of Capital

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

In the management of capital, the Company includes its cash balances and components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or adjust the amount of cash and cash equivalents and investments.

At this stage of the Company's development, in order to maximize ongoing development efforts, the Company does not pay out dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

11. Segment Information

For December 31, 2023 and June 30, 2023, the Company has one reportable segment, being the sale of hemp pre-roll products and skin care products. The Company's non-current assets by geographic location for the period ended December 31, 2023 and June 30, 2023 are as follows:

December 31, 2023	Canada	USA	Spain
	$	$	$
Leasehold improvements	-	-	-
Right-to-use assets	-	-	-
	-	-	-

June 30, 2023	Canada	USA	Spain
	$	$	$
Leasehold improvements	7,981	-	-
Right-to-use assets	4,483	-	-
	12,464	-	-

(Expressed in Canadian dollars)

12. FINANCIAL RISK MANAGEMENT

International Financial Reporting Standards establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial risks

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash consists of chequing account at reputable financial institution, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances up to $100,000 in Canada. Financial instruments included in receivables consist of amounts due from government agencies. At December 31, 2023, management considers the Company's exposure to credit risk is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

As at December 31, 2023, the Company had a cash balance of $53,702 (June 30, 2023 - $155,048) to settle current liabilities of $784,548 (June 30, 2023 - $640,798). So far, the Company's sole source of funding has been the issuance of equity securities. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Market risk

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

a) Interest and foreign exchange risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Canadian dollar equivalent of the amounts denominated in foreign currencies at December 31, 2023 and June 30, 2023 are as follows:

	USD
December 31, 2023	$
Financial assets	2,092
Financial liabilities	526,090
June 30, 2023	$
Financial assets	-
Financial liabilities	392,108

12. FINANCIAL RISK MANAGEMENT – (CONT'D)

b) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company is not currently subject to price risk as it is not listed on a public stock exchange.

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the six months ended December 31, 2023, the there were no significant non-cash transactions.

During the six months ended December 31, 2022, the significant non-cash transactions were $12,716 of accounts payable included in lease liabilities.

14. CONTINGENCY

During the year ended June 30, 2023, the Company wrote off certain accounts payable that have been outstanding for several years without any claims from the past vendor. The Company's position is that these accounts payable are no longer due; however, there can be no guarantee that the vendor will not file a claim against the Company in the future. In such an event, the Company will defend its position that these liabilities are not payable. As at December 31, 2023, no claim has been made against the Company in regards to the accounts payable that have been written off during the year ended June 30, 2023.

15. SUBSEQUENT EVENT

On February 23, 2024, the Company also announced a non-brokered private placement offering of 250,000 units at a price of $0.35 per unit for gross proceeds of up to $87,500. Each Unit shall consist of one common share of the Company and one whole Common Share purchase warrant. Each Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of $0.50 per Common Share for a period of 24 months from the date of issuance.

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.

See Financial Statements (Note 9) attached as Schedule A.

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

Provide the following information for the interim period ended December 31, 2023:

(a) summary of securities issued during the period, Not Applicable

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, Not applicable.

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,

See Financial Statements (Interim Condensed Statements of Share Capital; Note 8) attached as Schedule A.

(b) number and recorded value for shares issued and outstanding,

See Financial Statements (Interim Condensed Statement of Share Capital Note 8) attached as Schedule A.

(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

See Financial Statements (Note 8) attached as Schedule A.

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

Not applicable.

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.

Directors: Chris Cooper, Robert Dubeau, Amiel Seaton, Sergio Guzman

Officers: Chris Cooper (CFO), Robert Dubeau (CEO)

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

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

This Management's Discussion & Analysis ("MD&A") is intended to help the reader understand the Sweet Earth Holdings Corporation (the "Company") financial statements. The information provided herein should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2023, the condensed interim consolidated financial statements for the six months ended December 31, 2023 ("Financial Statements") and related notes attached thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars ("CAD"). The effective date of this report is February 28, 2024

Management is responsible for the preparation and integrity of financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management on a quarterly basis to review financial statements and MD&As, and to discuss other financial, operating and internal control matters.

The financial statements of the Company are prepared on a consolidated basis to include the financial information of the Company's wholly-owned subsidiaries, TSN Agricorp Ltd., Sweet Earth, LLC, Sweet Earth Holdings Corp. S.L.(dissolved in December 2022) and Sweet Earth Colombia S.A.S.

On May 19, 2020, the Company completed a reverse takeover transaction ("RTO") of Seaway Energy Services Inc., the effective of which was to become a listed entity on the Canadian Securities Exchange ("CSE") under the ticker symbol SE.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from such statements. Readers are therefore cautioned not to put undue reliance on forward-looking statements. See "Forward-looking Information and Statements" that are subject to risk factors set out in a cautionary note contained herein.

DESCRIPTION OF BUSINESS AND OVERVIEW

Sweet Earth Holdings Corporation (the "Company") was incorporated as 1168061 B.C. Ltd. under the Province of British Columbia Business Company Act on June 13, 2018. The name was changed to Sweet Earth Holdings Corporation on July 26, 2018, to reflect the Company's strategic decision to focus the business on becoming a major hemp cannabidiol ("CBD") cultivator and processor. During the fiscal year ended June 30, 2021, the Company changed its focus of operations that maintains a full line of hemp and CBD products for the US and global market. Its products combine CBD with herbal and organic ingredients, all of which are selected for their beneficial properties to soothe, rejuvenate, and reduce inflammation. In addition to high-end finished products. Sweet Earth's portfolio of skin and body care products that includes facial products, men's, spa, hemp, and muscle products that are sold on its website, https://sweetearthskincare.com.

Sweet Earth prides itself on sustainability by minimizing the use of plastics in both production and packaging. Sweet Earth's in-house genetics team developed its own proprietary hemp strain and the Company is committed to lab research as part of its product development. Its research on bioavailability of CBD isolate and CBD broad spectrum particle size and nano-particle delivery systems. This has become increasingly important to the Company, which continues to conduct research on Invitro permeation study and permeation rate determination, stability under skin condition, and carrier studies, and membrane absorption, all of which are key factors in product efficacy.

Sweet Earth has also created a line of CBD pre-rolls that are made from 100% naturally grown US hemp flower that is rich in non-intoxicating cannabinoids like CBD and cannabigerol ("CBG"). The pre-rolls are completely free of tobacco, nicotine, or additives and are rich in terpenes, like pinene, limonene and myrcene and are sold on its online portal, https://www.sweetearthsmooth.com

Future Plans & Market Outlook

Management has been working to grow its business and maintain its listing requirements with the CSE. The Company continues to move forward with developing new business opportunities that will increase its revenue. The current condition of the hemp segment has declined significantly over the past several quarters and the Company is looking to find new opportunities in all sectors of industry.

On February 23, 2024, the Company also announced a non-brokered private placement offering of 250,000 units at a price of $0.35 per unit for gross proceeds of up to $87,500. Each Unit shall consist of one common share of the Company and one whole Common Share purchase warrant. Each Warrant will entitle the holder thereof to acquire one additional Common Share at an exercise price of $0.50 per Common Share for a period of 24 months from the date of issuance. The financing will help the Company maintain its listing with the CSE and develop new business opportunities.

RESULTS OF OPERATIONS

This review of the results of operations should be read in conjunction with the Company's condensed interim consolidated financial statement for the six months ended December 31, 2023.

Financial Results

For the six months ended December 31, 2023

The Company's revenue from operations for the six months ended December 31, 2023, was $9,675 (2022 – $18,878) and the gross profit was $8,439 (2022 - $17,296)

For the six months ended December 31, 2023, the Company incurred net loss of $255,017 (2022 – $148,248). The net loss is comprised of a gross profit on sales of $8,439 (2022 - $17,296), net operating costs of $19,113 (2022 - $106,329), administrative expenses of $236,819 (2022 - $247,192) and other items of $7,524 (2022 – $187,396).

For the six months ended December 31, 2023, net operating expenses of $19,113 (2022 - $106,329) consisted of depreciation of $nil (2022 - $65,438), interest on leases (equipment and building) of $nil (2022 - $30,072), and utilities of $19,113 (2022 - $19,819). The operating expenses decreased from the previous year due to termination of land leases..

For the six months ended December 31, 2023, significant administrative expenses of $236,819 (2022 - $247,152) consisted of consulting fees of $nil (2022 - $41,827), management fees of $31,875 (2022 - $110,250), corporate communications expense of $12,832 (2022- $7,486), office and general expenses of $30,815 (2022 - $59,084), professional fees of $161,297 (2022 - $23,512), and travel costs of $nil (2022 - $4,993). The administrative expenses during period were on lower than last year as the company continues research pertaining to the nana-particle capability and explore other corporate opportunities.

For the six months ended December 31, 2023, significant other items of $7,524 (2022 - $187,396) consisted of loss for impairment of property and equipment of $7,981 (2022 - $nil) and gain on termination of lease liabilities of $457 (2022 - $187,396).

ANNUAL SELECTED INFORMATION

	For the year ended June 30, 2023	For the year ended June 30, 2022	For the year ended June 30, 2021
	$	$	$
Revenue	42,254	88,116	200,725
Gross Profit	30,300	21,959	107,558
Operating expenses	(187,135)	(326,971)	(414,277)
Administrative expenses	(344,951)	(1,048,937)	(3,859,531)
Net loss	(117,866)	(3,146,879)	(4,917,757)
Basic/Diluted loss per share	(0.04)	(1.16)	(3.12)
Total assets	167,512	1,283,452	3,184,406
Total liabilities	640,798	2,123,792	2,303,444

SUMMARY OF QUARTERLY RESULTS

Selected financial indicators for the past eight quarterly periods are shown in the following table:

	Three Months Ended December 31, 2023	Three Months Ended September 30, 2023	Three Months Ended June 30, 2023	Three Months Ended March 31, 2023
	$	$	$	$
Revenue	9,673	4,275	7,704	15,672
Income (loss) for the period	(255,017)	(40,399)	236,738	(206,356)
Income (loss) per share – basic & diluted	(0.02)	(0.00)	0.09	(0.07)
Total assets	53,702	123,011	167,512	71,180
Total liabilities	784,548	645,462	640,978	1,289,546

	Three Months Ended December 31, 2022	Three Months Ended September 30, 2022	Three Months Ended June 30, 2022	Three Months Ended March 31, 2022
	$	$	$	$
Revenue	9,238	9,640	12,260	24,344
Loss for the period	(20,144)	(128,104)	2,052,608	247,340
Loss per share – basic & diluted	(0.01)	(0.05)	0.76	0.08
Total assets	228,345	1,171,815	1,283,452	3,228,759
Total liabilities	1,237,483	2,167,636	2,020,326	1,970,902

LIQUIDITY, FINANCING AND CAPITAL RESOURCES

As at December 31, 2023, the Company had a cash balance of $53,702 (June 30, 2023 - $155,048) to settle current liabilities of $784,548 (June 30, 2023 - $640,798). The Company expects to fund these liabilities and its operational activities and through the issuance of capital stock and, or through operational revenues over the coming year.

As at December 31, 2023, the Company's cash used in operating activities was $98,803 (2022 – provided by $1,690), and cash used in financing activities of $nil (2022 - $4,472).

During the six months ended December 31, 2023, cash used in operating activities was $98,803 (2022 – provided by $1,690). Cash used during the six months consists primarily of operating and administrative expenditures of $255,017 (2022 - $148,248), less adjustments for depreciation of $nil (2022 - $65,438), interest on leases of $nil (2022 - $30,072), gain on termination of lease liabilities of $457 (2022 - $187,936), loss on impairment of property and equipment of $7,981 (2022 – $nil) and net change in non-cash operating working capital of $148,690 (2022 - $242,364).

During the six months ended December 31, 2023, cash used for financing activities was $nil (2022 - $4,472) for lease payments.

RELATED PARTY TRANSACTIONS

The Company considers officers and members of the Board of Directors as related parties. Key Management costs for the six months ended December 31, 2023 is $31,875 (2022 - $110,250). Payments and accruals were made to the following officers and directors, or to companies controlled by these officers and directors:

	For the Six months Ended	
	December 31, 2023	December 31, 2022
	$	$
Management fees to CEO and director	15,750	63,000
Management fees to CFO and director	16,125	47,250
Total	31,875	110,250

Due to related parties represents fees due to officers and directors at December 31, 2023 of $13,125 (June 30, 2023 – $7,500). The amounts are non-interest bearing, due on demand and bear no specific terms of repayment.

FINANCIAL INSTRUMENTS

International Financial Reporting Standards establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial risks

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash consists of chequing account at reputable financial institution, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances up to $100,000 in Canada. Financial instruments included in receivables consist of amounts due from government agencies. At September 30, 2023, management considers the Company’s exposure to credit risk is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company’s normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

As at December 31, 2023, the Company had a cash balance of $53,702 (June 30, 2023 - $155,048) to settle current liabilities of $784,548 (June 30, 2023 - $640,798). So far, the Company's sole source of funding has been the issuance of equity securities. The Company’s access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Market risk

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

a) Interest and foreign exchange risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Canadian dollar equivalent of the amounts denominated in foreign currencies at December 31, 2023 and June 30, 2023 are as follows:

	USD
December 31, 2023	$
Financial assets	2,092
Financial liabilities	526,090
June 30, 2023	
Financial assets	-
Financial Liabilities	392,108

b) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company is not currently subject to price risk as it is not listed on a public stock exchange.

FUTURE ACCOUNTING POLICY CHANGES

A number of new standards, amendments to standards and interpretations are not yet effective as of the date of this report and were not applied in preparing the audited financial statements. None of these are expected to have a material effect on the financial statements of the Company.

CAPITAL COMMITMENTS

The Company has no commitments for equipment expenditures for 2024. The Company has forecasted that any property and equipment expenditures based on future needs will be funded from working capital and/or from operating or capital leases.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's 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 financial statements and reported amounts of revenues 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.

Management must make significant judgments or assessments as to how financial assets and liabilities are categorized. The following are the critical estimates and judgments that management has made in applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

a) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

b) *Functional currency*

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar, which is also the reporting currency of the Company. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21. An entity considers the following factors in determining the functional currency of entities under its control:

i) the currency that mainly influences sales prices for goods and services,
ii) the currency of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services, and
iii) the currency that mainly influences labour, material and other costs of providing goods or services.

The Company has determined that the function currency of TSN and LLC is the US dollar.

c) *Estimated useful life and residual value of equipment*

The calculation of depreciation involves estimates concerning the economic life and salvage value of equipment.

d) *Fair value of share-based payments*

The fair value of share-based payments is calculated using a Black-Scholes option-pricing model. There are a number of estimates used in the calculation such as the future forfeiture rate, expected option life and the future price volatility of underlying security, which can vary from actual future events. The factors applied in the calculation are management's best estimate based on historical information and future forecasts.

e) *Leases*

The Company applies judgement to determine whether an arrangement contains a lease. The evaluation requires the Company to determine whether a contract conveys the right to direct the use of an identified asset, the supplier has a substantive substitution right, the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period and whether renewal options are reasonably certain of being exercised. For those arrangements considered to be a lease, further judgement is required to determine the lease term and the rate implicit in the lease.

f) *Taxation*

The calculation of deferred taxes is based on a number of assumptions including estimating the future periods in which temporary differences, tax losses and other tax credits will reverse, the use of substantively enacted tax rates at the statements of financial position date and the likelihood of deferred tax assets being realized.

FUTURE ACCOUNTING POLICY CHANGES

A number of new standards, amendments to standards and interpretations are not yet effective as of the date of this report and were not applied in preparing the audited financial statements. None of these are expected to have a material effect on the financial statements of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

SHARES AND SHARE-BASED UNITS

The Company has the following common shares, stock options, and share purchase warrants outstanding:

Common shares

As at the date of this report, the issued and outstanding share capital is comprised of 12,802,941 common shares.

Warrants
As at the date of this report, the following warrants were outstanding:

Warrants	Number of shares upon exercise	Exercise price	Expiry Date
303,000	303,000	$5.00	October 15, 2024
10,000,000	10,000,000	$0.10	June 12, 2025

Share Options

As at the date of this report, there were no options were outstanding and exercisable.

GOING CONCERN

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. As at December 31, 2023, the Company has incurred an accumulated loss of $15,510,501 to date. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements contained or incorporated by reference in this management discussion and analysis are forward-looking statements, including, but not limited to other statements that are not historical facts. These statements are based upon certain material factors, assumptions and analyses that were applied in drawing a conclusion or making a forecast or projection, including Sweet Earth's experience and perceptions of historical trends, current conditions and expected future developments, as well as other factors that are believed to be reasonable in the circumstances.

Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, milestones, strategies and outlook of the Company, including but not limited to those statements under the headings "General Development of the Business", "Narrative Description of the Business", and "Risk Factors". Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "pro forma", "expects", "anticipates", "plans", "believes", "estimates", "intends", "targets", "projects", "forecasts", "seeks", "likely" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could". Examples of the assumptions underlying the forward-looking statements contained herein include, but are not limited to those related to: the ability to obtain necessary financing to pursue its business plans, the achievement of goals, the obtaining of all necessary permits and governmental approvals, as well as expectations regarding availability of equipment, skilled labour and services needed for operations, intellectual property rights, development, operating or regulatory risks, trends and developments in the hemp industry, business strategy and outlook, expansion and growth of business and operations: the timing and amount of capital expenditures, future exchange rates, the impact of increasing competition, conditions in general economic and financial markets, access to capital, future operating costs, government regulations, including future legislative and regulatory developments involving medical and recreational marijuana and the timing thereto, the effects of regulation by governmental agencies, the anticipated changes to laws regarding the recreational use of hemp, the demand for hemp products and corresponding forecasted increase in revenues and the size of the medical marijuana market and the recreational marijuana market.

RISK FACTORS

The Company's principal activity is becoming a major hemp cannabidiol ("CBD") processor and retailer, both online and in stores.

In addition to the other information report, you should carefully consider the following factors, which describe the risks, uncertainties and other factors that may materially and adversely affect our business, products, financial condition and operating results. There are many factors that affect our business and our results of operations, some of which are beyond our control. The ongoing costs and obligations; competition; future acquisition or disposition; product liability; product recalls; product approvals; promotion and maintenance of brands; dependence on suppliers and skilled labour; management of growth; intellectual property risks; security breaches; client acquisitions; changes in laws, regulations and guidelines; constraints on marketing products and management's success in anticipating and managing the foregoing factors.

These risk factors are not intended to represent a complete list of the risk factors that could affect the Company, many factors could cause actual actions, events or results to differ materially from those described in the forward looking statements included herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended, and there can be no assurance that the forward-looking statements will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements in this document. All of the forward-looking statements made in this document are qualified by these cautionary statements.

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 February 28, 2024.

Chris Cooper
Name of Director or Senior Officer

"Chris Cooper"
Signature

CFO
Official Capacity

Issuer Details

<table>
<tr><td>Name of Issuer:
Sweet Earth Holdings Corporation</td><td>For Quarter Ended:
December 31, 2023</td><td>Date of Report:
(YY/MM/DD)
24/02/28</td></tr>
<tr><td colspan="3">Issuer Address:
Suite 1170-1040 West Georgia Street</td></tr>
<tr><td>City/Province/Postal Code:
Vancouver, BC, V6E 4H1</td><td>Issuer Fax No.:
(604) 909-2679</td><td>Issuer Telephone No.:
(604) 307-8290</td></tr>
<tr><td>Contact Name:
Chris Cooper</td><td>Contact Position:
CFO</td><td>Contact Telephone No.:
(604) 307-8290</td></tr>
<tr><td>Contact Email Address:
cooper@venturefirst1.com</td><td colspan="2">Web Site Address
www.sweetearthcbdcorp.com</td></tr>
</table>