TARGET GROUP INC.

FORM 10-K
(Annual Report)

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Industry	Internet Services
Sector	Technology
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE YEAR ENDED DECEMBER 31, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________ to ________

Commission file number 000-55066

TARGET GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware	**46-3621499**
(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
20 Hempstead Drive Hamilton, Ontario, Canada	**L8W 2E7**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code +1 905-541-3833

Securities registered under Section 12(b) of the Act:

None

Securities registered under Section 12(g) of the Act:
Common Stock, Par Value $0.0001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the last 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, non-accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐
Accelerated filer ☐
Non-accelerated filer ☒
Smaller reporting company ☒
Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was $9,857,349 as of June 30, 2020.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of March 30, 2021, the registrant had 573,277,094 shares of Common Stock issued and outstanding.

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Annual Report on Form 10-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as "anticipate," "believe," "estimate," "intend," "could," "should," "would," "may," "seek," "plan," "might," "will," "expect," "anticipate," "predict," "project," "forecast," "potential," "continue" negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Annual Report on Form 10-K and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Annual Report on Form 10-K. All subsequent written and oral forward-looking statements concerning other matters addressed in this Annual Report on Form 10-K and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Annual Report on Form 10-K.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

USE OF CERTAIN DEFINED TERMS

Except as otherwise indicated by the context, references in this report to "we," "us," "our," the "Company," or "Target" are to Target Group Inc.

In addition, unless the context otherwise requires and for the purposes of this report only:

- "Exchange Act" refers to the Securities Exchange Act of 1934, as amended;
- "SEC" refers to the United States Securities and Exchange Commission;
- "Securities Act" refers to the Securities Act of 1933, as amended;

PART I

Item 1. Business

Historical background

Target Group Inc. ("Target Group" or "the Company") was incorporated in the State of Delaware on July 2, 2013, under our original name of River Run Acquisition Corporation. On May 5, 2014, we issued 500,000 shares of common stock to Rubin Schindermann and 500,000 shares of Common Stock to Alexander Starr. With the issuance of these shares and the redemption of 19,500,000 shares of common stock issued to our original officers, directors and shareholders, we effected a change of control. Mr. Schindermann and Mr. Starr became our new officers and directors. They accepted the resignations of our original founding officers and directors. Effective May 13, 2014, the Company changed its name to Chess Supersite Corporation.

On July 23, 2014, we acquired certain assets ("Acquisition") of Chess Supersite, Inc., a corporation existing under the laws of Ontario, Canada ("Chess Canada"). The Acquisition was consummated pursuant to the terms of the Asset Purchase Agreement and the issuance of 5,000,000 shares of our common stock to Chess Canada. In the Acquisition, we acquired all right, title and interest in and to the properties, assets, interests and rights of Chess Canada, including the contracts and intellectual property which are related to the business of developing, operating and maintaining a website focused on the game of chess. Chess Supersite, Inc. is under the common control of Rubin Schindermann and Alexander Starr.

Our original business comprised the operation of an extensive chess gaming website under the name ChessStars™. This comprehensive user-friendly web site www.chessstars.com, offered a state-of-the-art playing zone, broadcasts of the major tournaments, intuitive mega database, chess skilled contests and much more.

On July 3, 2018, we filed an amendment in our Certificate of Incorporation to change our name to Target Group Inc. Effective October 18, 2018, our common stock became eligible for quotation on the OTCQB platform operated by OTC Markets Group Inc, under the symbol "CBDY".

Effective December 12, 2018, our Board of Directors approved the termination of our ChessStars™ online chess playing platform effective December 31, 2018. Effective December 7, 2020, we sold the ChessStars™ business to a former director, Alexander Starr in consideration of Starr's cancellation of the $60,000 debt owing to him by us.

During the second quarter of 2020, the global spread of Coronavirus (COVID-19) continued to have a significant impact on the Canadian and global economy and customer purchasing behavior, while equity markets remained volatile. However, these factors have not impacted the Company's operations, financial results for the year.

Cannabis Business-Canada

We are now engaged in the cultivation, processing and distribution of curated cannabis products for the adult-use medical and recreational cannabis market in Canada and, where legalized by state legislation, in the United States. We believe that there is a shift in the public's perception of cannabis from a state of prohibition to a state of legalization. In October 2018, Canada became the first major industrialized nation to legalize adult-use cannabis at the national federal level. Cannabis is still heavily regulated. However, the medical use of cannabis is now permitted in up to 29 countries and many more countries have reformed, or are considering reforming, their cannabis uses laws to include the recreational use of cannabis.

In the 2016 publication by Deloitte, Insights and Opportunities Recreational Marijuana, the project size of the Canadian adult-use market ranged from CDN$4.9 billion to CDN$8.7 billion annually. In the 2018 publication by Deloitte, A Society in Transition, an Industry Ready to Boom, the projected size of the Canadian adult-use market in 2019 ranged from CDN$1.8 billion to CDN$4.3 billion. The Canadian medical cannabis industry experienced substantial growth since 2014. Health Canada projects the Canadian cannabis market will reach CDN$1.3 billion in annual value by 2024.

We intend to position ourselves with a core emphasis on co-packaging services to accommodate all consumer-packaged goods required for the sophisticated cannabis market in Canada and internationally. This will integrate cannabinoid research, analytical testing, product development and manufacturing.

Our product manufacturing will include, but will not be limited to the following:

- Cannabis flower pods for vaporizer use
- Cannabis extract pods for vaporizer use
- Cannabis pre-rolls
- K-Cup infused coffee and tea pods
- Infused cannabis beverages
- Infused cannabis edibles
- Infused topical products and CBD wellness products.

Acquisitions

To take advantage of the opportunity resulting from the legalization of adult-use cannabis in Canada, we completed several strategic acquisitions and entered into several significant agreements as follows:

Visava Inc./Canary Rx Inc.

On June 27, 2018, the Company entered into an Agreement and Plan of Share Exchange ("Exchange Agreement") with Visava Inc., a private Ontario, Canada corporation *("Visava")*. Visava owns 100% of Canary Rx Inc*, ("Canary"),* a Canadian corporation that operates a 44,000 square foot facility located in Ontario's Garden Norfolk County for the production of cannabis. Canary is a Canadian Licensed Producer under Health Canada's Cannabis Act ("Bill C-45"). Canary expects to grow up to 4.5 million grams of cannabis annually out of its Simcoe facility once it is at full capacity. The company is now growing premium cannabis in 5 of its 8 indoor grow rooms with the intent of bringing the remaining 3 rooms online in short order. Each 2,200 square feet. room gets up to 5.4 turns annually.

Pursuant to the Exchange Agreement, the Company issued to the Visava shareholders an aggregate of 25,500,000 shares of the Company's Common Stock in exchange for all of the issued and outstanding common stock held by the Visava shareholders. In addition of its Common Stock, the Company issued to the Visava shareholders, prorata Common Stock Purchase Warrants to purchase an aggregate of 25,000,000 shares of the Company's Common Stock at a price per share of $0.10 for a period of two years following the issuance date of the Warrants. The transactions contemplated by the Exchange Agreement closed effective August 2, 2018. Visava will continue its business operations as a first-tier wholly-owned subsidiary of the Company with Canary operating as our second-tier subsidiary. During the quarter ended, September 30, 2020, all of the warrants expired, none were exercised.

CannaKorp Inc.

Pursuant to the terms of an Agreement and Plan of Share Exchange dated January 25, 2019 *("Exchange Agreement")*, on March 1, 2019 we completed the acquisition of Massachusetts –based CannaKorp Inc., a Delaware corporation *("CannaKorp")*. CannaKorp has developed a single-use pre-measured pod and vaporizer system for consumers interested in vaporizing natural herbs, including cannabis. The patent-pending system is known as The Wisp™ and Wisp Pods™. The Wisp™ vaporizer system extracts the medically beneficial compounds more efficiently while simultaneously offering a much safer and enjoyable experience than other alternatives.

Under the terms of the Exchange Agreement, we issued 30,407,712 shares of our common stock *to* the exchanging CannaKorp shareholders in exchange for 99.8% of the outstanding common stock held by the CannaKorp shareholders. CannaKorp will continue to operate as our subsidiary.

Agreements

Serious Seeds B.V.

Effective December 6, 2018, the Company and Canary entered into a Distribution, Collaboration and Licensing Agreement ("Agreement") with Serious Seeds B.V. ("Serious Seeds"), incorporated in the Netherlands, and Simon Smit ("Smit"), President of Serious Seeds. Under the Agreement, Canary was appointed the exclusive distributor in Canada and all other legal markets globally of Serious' proprietary cannabis seed strains and Serious' cannabis cuttings, dried flowers, extracts and seeds. In addition, under the Agreement Canary Rx and Serious will develop certain "Collaborative Products" defined as cannabis seed strains created collaboratively using Serious' intellectual property. During the term of the Agreement, Canary will own all of the intellectual property related to the Collaborative Products.

Under the Agreement, Smit has granted Canary an exclusive license in Canada and all legal markets globally to Serious' intellectual property including the right to use the service mark of Serious Seeds and all of the names of Serious' proprietary cannabis seed strains including but not limited to Chronic, AK-47, White Russian, Bubble Gum, Kali Mist, Warlock, Double Dutch, Biddy, Early, Motavation and Strawberry-AKeil.

The initial term of the Agreement will be five (5) years and will be automatically renewed for consecutive five (5) terms subject to rights of termination upon one hundred and eighty (180) days prior notice. In consideration of the intellectual property rights granted by Smit to Canary, the Company will issue to Smit 250,000 shares of the Company's common stock on the effective date of the Agreement. In addition, on the thirteenth (13) month following the effective date of the Agreement of the initial term, the Company will issue to Smit 5,208 shares of common stock and warrants to purchase 200,000 shares of Target common stock at an exercise price of $0.15 per share. Thereafter, from the fourteenth (14) month following the effective date of the Agreement and continuing through the sixtieth (60) month of the initial term, the Company will issue Smit 5,208 shares of common stock and warrants to purchase 16,667 shares of Target common stock, each month, at varying exercise prices ranging from $0.20 to $0.35 per share. All of the above warrants must be exercised on or before the two (2) year anniversary date of each of the warrant issuance dates.

In consideration of Canary's appointment as Serious' exclusive distributor in Canada, Canary will pay Serious certain royalties as follows:

1st year:	2.00% of gross sales
2nd year:	2.25% of gross sales
3rd year:	2.50% of gross sales
4th year:	2.75% of gross sales
5th and following years:	3.00% of gross sales

On October 8, 2019, Canary was granted licenses to cultivate, process and sell cannabis pursuant to the Cannabis Act (Bill C-45). These Standard Licenses enable Canary to produce approximately 3,600kg of dried cannabis flower per year. Canary has curated a bank of 3,500 seeds, comprised of more than 125 strains, including the entire Serious Seeds collection. The Company has the capacity to grow 8 different strains at a time, within the facility's 8 indoor separate flower rooms.

Cannavolve Inc. Sales Agency Agreement

Effective December 13, 2018, the Company appointed Cannavolve Inc., an Ontario, Canada corporation based in Toronto *("Cannavolve")*, under the terms of a Licensed Producer/Licensed Processor Sales Agency Agreement *("Agency Agreement")*, as the Company's exclusive agent in Canada to market and sell the CannaKorp Wisp™ vaporizer, the Serious Seeds™ products and Canary branded cannabis in the recreational cannabis markets *(*collectively the *"Products").* Cannavolve is an independent recreational cannabis sales and marketing Company established to represent licensed producers and licensed processors in Canada of cannabis and cannabis accessories. Cannavolve operates in Canada with offices in Halifax, Montreal, Calgary and Vancouver.

Under the Agency Agreement, Cannavolve will be paid a commission of 6% of net sales based on the wholesale prices of the Products. The initial term of the Agency Agreement is two (2) years from December 13, 2018 subject to a renewal term of two (2) additional years. In addition to customary termination provisions based upon the material default of either the Company or Cannavolve, we can terminate the Agency Agreement without cause upon ninety (90) days prior written notice. The agreement was renewed on December 13, 2020 for additional two (2) years.

cGreen, Inc. Exclusive License Agreement

Effective August 8, 2019, the Company entered into an Exclusive License Agreement ("License Agreement") with cGreen, Inc., a Delaware corporation ("cGreen"). The License Agreement granted the Company an exclusive license to manufacture and distribute the patent-pending THC antidote True Focus™ in the United States, Europe and the Caribbean. The term of the license was ten (10) years and four (4) months from the effective date of August 8, 2019. In consideration of the license, the Company had to issue 10,000,000 shares of its common stock as follows: (i) 3.500,000 within ten (10) days of the effective date; (ii) 3,500,000 shares on January 10, 2020; and (iii) 3,000,000 shares not later than June 10, 2020. In addition, the Company would have to pay cGreen royalties of 7% of the net sales of the licensed products and 7% of all sublicensing revenues collected by the Company. The Company would pay cGreen an advance royalty of $300,000.00 within ten (10) days of the effective date; $300,000.00 on January 10, 2020; and $400,000.00 on or before June 10, 2020 and $500,000 on or before November 10, 2020. All advance royalty payments would be credited against the royalties owed by the Company through December 31, 2020.

During the quarter ended December 31, 2019, the intangible asset was written off based on management's review and evaluation of its recoverability.

During the quarter ended June 30, 2020, the Company was in arbitration with cGreen for the breaches of the terms of the License Agreement, however, through an early mediation, both companies reached to a settlement agreement to settle the breaches of the contract on July 27, 2020 ("Effective Date"). As per the settlement agreement, the License Agreement has been terminated and the Company does not have to issue the 10 million shares nor pay the outstanding royalty payable in the amount of $1,191,860. As consideration, the Company paid $130,000 within 30 days of the Effective Date and will pay $100,000 in monthly installments of $10,000 commencing in April 2021 to cGreen.

Nabis Holding Sales Agreement

Effective September 17, 2019, CannaKorp entered into a Purchase, Licensing and Distribution Agreement *("Agreement")* with Nabis Arizona Property LLC of Scottsdale, Arizona ***("Nabis")*** concerning the distribution of CannaKorp's *Wisp™ Vaporizer* and *Wisp™ Pods* in Arizona. The term of the Agreement is three (3) years with automatic renewals for additional one-year periods unless the Agreement is terminated pursuant to its terms. Nabis is required to pay CannaKorp $45,000 for the equipment needed to manufacture the *WISP™ Pods,* of which $4,500 will be paid within three (3) calendar days of Nabis obtaining regulatory approval of its vertically integrated license and the balance of $40,500 within 180 days of the effective date of the Agreement.

Under the Agreement, Nabis is licensed to manufacture the *WISP™ Pods* and to sell the *WISP™ Pods* in conjunction with the sale of the *WISP™ Vaporizer*. Nabis is required to meet minimum quarterly orders of two hundred (200) *WISP™ Vaporizers* and five thousand (5,000) *WISP™ Pods* cartridges. Nabis is licensed to sell the *WISP™ Vaporizer* and the *WISP™ Pods* to end users in Arizona, excluding Amazon, eBay, Walmart or other multistate/national brick and mortar or online sales. CannaKorp has granted Nabis a right of first refusal to obtain an exclusive license in Michigan and in Washington for the same rights granted to Nabis in Arizona.

During the year ended December 31, 2020, the equipment to Nabis has been shipped and the Company has provided Nabis an additional 360 days before invoicing Nabis for the equipment. Once when the additional period has passed, the Company will invoice Nabis. Additionally, the first quarter of the Nabis agreement minimums were shipped and invoiced (200 Wisp Units and 5000 Pod Assemblies to enable Nabis to manufacture 5000 complete Wisp Pods) for online and retail distribution in the Arizona Market.

Due to financial strain and difficulties during the pandemic Nabis was forced to restructure their company in its entirety. This has caused strain on the financial position of Nabis and has affected their ability to fulfill their commitments in the agreement signed with CannaKorp. At this time, the partnership has since been terminated and all of CannaKorp's CannaMatic machinery has now been sent back to CannaKorp. As of the date of this report, the Company does not have any operations, employees or corporate offices based in United States.

Joint Venture Agreement

Effective May 14, 2020, Canary entered into a Joint Venture Agreement ("Joint Venture") with 9258159 Canada Inc., a corporation organized under the laws of the Province of Ontario, Canada (referred to as "Thrive Cannabis") and 2755757 Ontario Inc., a corporation organized under the laws of the Province of Ontario, Canada (referred to as "JVCo"). Canary and Thrive Cannabis each hold 50% of the voting equity interest in JVC. The term of the Joint Venture is five (5) years from its effective date of May 14, 2020.

Under the Joint Venture, JVCo is permitted to use a portion, consisting of seven (7) rooms of Canary's licensed cannabis cultivation facilities located in Simcoe, Ontario, Canada ("Licensed Site Portion") for the purpose of operating and managing the Licensed Site Portion for the cultivation and process of cannabis pursuant to Canary's license issued by Health Canada. During the term of the Joint Venture, JVCo will be responsible for the administration, operation and management of the Licensed Site Portion and all proceeds from the sale of the cannabis and related cannabis products cultivated therein will be payable to the JVCo.

In addition, Canary, Thrive Cannabis, and JVCo entered into a Unanimous Shareholder Agreement dated May 14, 2020 governing the management and administration of the business of JVCo.

As per the Joint Venture, Canary will provide the JVCo with a Hard Cost Loan with the maximum amount of $942,480 (CAD $1,200,000). This loan bears an interest rate of 7% per annum, matures in 12 months from effective date, and is be secured against the personal property of the JVCo and Thrive will guarantee one-half (1/2) of the outstanding balance of the loan. As at December 31, 2020, the loan advanced amounts to $263,109 (CAD $335,000) and interest income charged for the year ended in amount of $8,074 (CAD $10,280) is included in other income on the consolidated statement of operations and comprehensive loss and interest receivable in the amount of the same amount is included in receivable from joint venture on the consolidated balance sheet.

The JVCo will reimburse Canary for certain expenses incurred by Canary for the cultivation and processing of cannabis products. As at December 31, 2020, the total eligible recoverable expenses were $1,123,731 (CAD $1,430,776) leading to a recoverable amount of $1,091,834 (CAD $1,390,163). The JVCo recorded sales of $108,930 (CAD $138,694) during the quarter end of December 31, 2020. The entire revenue was sold to one customer.

The JVCo shall make payments out of the revenues, net of applicable taxes and expenses ("Net Income"), in accordance with the following order of priority:

a) First, the payment of recoverable expenses, explained below;
b) Second, to the repayment of the Hard Cost Loan until repaid in full;
c) Third, to the repayment of the Soft Costs (costs of services and materials provide by Thrive Cannabis) until repaid in full;
d) Finally, any remaining Net Income shall be distributed, on a monthly basis, as follows:
    (i) For the first two (2) years following execution of this Agreement, Canary shall receive 60% and Thrive Cannabis shall receive 40%; and
    (ii) For the three (3) years following such period, Canary shall receive 57.5% and Thrive shall receive 42.5%.

The net equity of the JVCo as at December 31, 2020 was negative $523,496 (CAD $666,534) resulting in a loss of equity for $261,748 (CAD $333,267). The JV had liabilities of $1,363,018 (CAD $1,735,444) and assets of $839,522 (CAD $1,068,910).

CL Investors Debt Purchase and Assignment Agreement

On June 15, 2020, the Company, its first–tier subsidiaries Visava Inc. ("Visava") CannaKorp Inc. ("CannaKorp"), and the Company's second-tier subsidiary, Canary Rx Inc. ("Canary"), entered into a Debt Purchase and Assignment Agreement ("Agreement") with CL Investors Inc. ("CLI"), a corporation organized under the laws of the Province of Ontario, Canada. June 15th was preliminary date of the agreement and the agreement was not finalized until the later date as indicated below.

The CEO of the Company, is the Secretary of CLI, a director of the Company, is a shareholder of CLI and the brother of CEO, is the President and sole director of CLI therefore the below loan from CLI is classified under related party transactions.

Pursuant to the Agreement, CLI purchased from the Company for the sum of $2,277,660, (CAD $2,900,000) a debt obligation owing from Canary to the Company in the principal balance of $8,325,240 (CAD $10,600,000 ("Canary Debt")). Upon receipt of the consideration, the Company loaned the full sum to Canary under terms of an unsecured, non-interest-bearing promissory note, subject to a covenant by the Company not to take any collection action so long as the Canary Debt remains unpaid to CLI.

As a condition of the closing of the Agreement, the terms of the Canary Debt were amended to provide for interest at 5% per annum with a maturity date of 60 months from the date of the Agreement ("Term"). The Canary Debt will be repaid according to the following schedule:

a) In the first year of the Term, Canary will pay CLI the greater of $887,502 (CAD $1,130,000) and fifty percent (50%) of the Net Revenue (hereinafter defined), provided that where the latter amount exceeds the former amount, Canary will, by the end of such first year, pay CLI no less than the former amount and Canary will, within thirty (30) days following the end of such first year, pay CLI the balance of such amount owing for such first year;

b) In the second year of the Term, Canary will pay CLI the greater of $1,649,340 (CAD $2,100,000) and fifty percent (50%) of the Net Revenue, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2021, provided that where the latter amount exceeds the former amount, Canary will, within thirty (30) days following the end of such second year, pay CLI the balance of such amount owing for such second year;

c) In the third year of the Term, Canary will pay CLI the greater of $2,528,988 (CAD $3,220,000) and fifty percent (50%) of the Net Revenue, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2022, provided that where the latter amount exceeds the former amount, Canary will, by the end of such third year, pay CLI no less than the former amount and Canary will, within thirty (30) days following the end of such third year, pay CLI the balance of the such payments owing for such third year;

d) In the fourth year of the Term, Canary will pay CLI the greater of $2,419,032 (CAD $3,080,000) and fifty percent (50%) of the Net Revenue, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2023, provided that where the latter amount exceeds the former amount, Canary will Canary will, within thirty (30) days following the end of such fourth year, pay CLI the balance of such amount owing for such fourth year; and

e) In the fifth year of the Term, Canary will pay CLI the balance owing under this Note, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2024 for an amount calculated by dividing twelve (12) into the sum of all amounts owing under this Note at the beginning of the fifth year of the Term on account of Principal and Interest, provided that where there are further amounts owing under this Note at the end of such fifth year, Canary will pay CLI all such further amounts within five (5) days following the end of such fifth year.

For the purposes of this Note, "Net Revenue" will mean any and all revenue generated from Canary's Licensed Facility (hereinafter defined) to which it is entitled net of applicable taxes and third-party expenses.

The repayment of the Canary Debt, as amended, is guaranteed by Visava and the Company's wholly-owned subsidiary CannaKorp Inc. and secured by (i) a general security interest in the assets of the Company, Canary, Visava and CannaKorp Inc., respectively; and (ii) a pledge by the Company of all of the issued and outstanding common stock of Canary, Visava and CannaKorp Inc. held by the Company. In addition to the foregoing guarantees, security interest and stock pledge, CLI has been granted an option, in lieu of repayment of the amended Canary Debt, to demand, in its sole and absolute discretion the transfer, assignment and conveyance of 75% of the issued and outstanding capital stock of Visava and Canary.

Furthermore, the President and sole director of CLI has been granted an option to acquire the remaining 25% of the issued and outstanding capital stock of Visava and Canary.

Effective August 14, 2020, the Agreement was amended ("Amendment") to provide that CLI will purchase from Rubin Schindermann, a director of the Company, 500,000 shares of the Company's Series A Preferred Stock in consideration of the payment by CLI to Rubin Schindermann of $78,540 (CAD $100,000) and the issuance to Schindermann of 10,000,000 shares of the Company's common stock. In consideration of the foregoing, Mr., Schindermann resigned as a director of the Company and from any and all administrative and executive positions with the Company's subsidiaries Visava Inc., Canary Rx Inc. and CannaKorp Inc., respectively. In addition, the Company issued Common Stock Purchase Warrant for 10,000,000 shares of Target common stock to CLI as consideration for the Agreement. Refer to Note 14 for additional details on warrants. The combined impact of both transactions resulted in debt issuance cost of $251,518. This debt issuance cost will be amortized over the term of the debt on straight line basis.

The transactions contemplated by the Agreement and the Amendment closed on August 14, 2020.

Item 1A Risk Factors.

In addition to all other information set out in this Report, including our consolidated financial statements and the related notes included elsewhere in this Report, our business is subject to a number of risks that are uniquely applicable to the cannabis business generally and specifically in the cannabis business in Canada. Other risks and uncertainties that we do not presently consider material, or of which we are not presently aware, may become important factors that affect our future financial condition and results of operations. Some of these risks include but are not limited to the developing situation globally surrounding COVID-19 and its impacts on the overall global economy. If any of the risks discussed below actually occur, our business, financial condition, results of operations and prospects could be materially affected.

Risks Related to Our Cannabis Business and the Cannabis Industry in the United States

Our proposed business is dependent on laws pertaining to the marijuana industry

Continued development of the marijuana industry is dependent upon continued legislative authorization and/or voter approved referenda at the state level. Any number of factors could slow or halt progress in this area. In addition, progress for the industry, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process, any one of which could slow or halt the use of marijuana, which could negatively impact our business.

Cannabis remains illegal under U.S. federal law.

The possession and use of marijuana are illegal under U.S. federal and certain states' laws, which may negatively impact our business. Use of marijuana is regulated by both the U.S. federal government and state governments and state and U.S. federal laws regarding marijuana are often in conflict. Federal law criminalizing the use of marijuana pre-empts state laws that legalize the possession and use of marijuana for medical and recreational purposes. The Trump Administration has made statements indicating that the Trump Administration intends to take a harsher stance on federal marijuana laws. Any such changes in the federal government's enforcement of current federal laws could adversely affect our ability to possess or cultivate marijuana. Marijuana is a Schedule 1 controlled substance under the Controlled Substance Act ("CSA") meaning that it has a high potential for abuse, has not currently "accepted medical use" in the United States, lacks accepted safety for use under medical supervision, and may not be prescribed, marketed or sold in the United States. No drug product containing natural cannabis or naturally-derived cannabis extracts have been approved by the U.S. Food and Drug Administration for use in the U.S. or obtained registration from the United States Drug Enforcement Administration ("DEA") for commercial production and the DEA may never issue the registrations required of the commercialization of such products. We will continue to assess potential strategic acquisitions of existing or new businesses in the cannabis industry, should we determine that such activities are in our best interests and in best interests of our stockholders. Any such pursuit would involve additional risks with respect to the regulation of cannabis, particularly, if the federal government determines to actively enforce all federal laws applicable to cannabis.

Laws and regulations affecting the cannabis industry are constantly changing, which could detrimentally effect are business.

Local, state and federal marijuana laws and regulations are broad in scope and subject to evolving interpretations, which require us to incur potentially substantial costs associated with compliance and could alter our business plans. In addition, violations of these laws or allegations of such violations could disrupt our business and materially affect our operations. In addition, it is possible that regulations may be enacted in the future that will be directly applicable to our business. We cannot predict the nature of any such future laws, regulations, interpretations or applications, nor can we determine what effect governmental regulations or administrative policies and procedures, when and if promulgated, could have on our business.

Any potential growth in the cannabis industry continues to be subject to new and changing state and local laws and regulations.

Continued development of the cannabis industry is dependent upon continue legalization of cannabis at the state level and a number of factors could curtail or halt progress in this area, even where there is public support for legislative action. Any delay or halt in the passing or implementation of legislation legalizing cannabis use, or its sale and distribution, or the re-criminalization or restrictions on cannabis use at the state level could negatively impact our business. We cannot predict the nature of any future laws and regulations or their interpretations or applications. It is possible that regulations may be enacted in the future that will be materially adverse to our business.

Our potential customers, clients and companies with which we may elect to invest directly may have difficulty accessing the services of U.S. banks which may make it difficult for them to operate.

On February 14, 2014, the U.S. Financial Crimes Enforcement Network ("FinCen") issued rules allowing banks to legally provide financial services to state-licensed cannabis businesses consistent with the Bank Secrecy Act obligations. A memorandum issued by the U.S. Justice Department to federal prosecutors reiterated the guidance previously given, this time to the financial industry that banks can do business with legal marijuana businesses and "may not" be prosecuted. However, the FinCen guidelines fall short of the explicit legal authorization that the banking industry had requested the government provide. To date, it is not clear if any banks have relied on the FinCen guidelines to take on legal cannabis companies as clients. Because the use, sale and distribution of cannabis remains illegal under U.S. federal law, many banks will not accept deposits from or provide other bank services to business involved with cannabis. The inability to open bank accounts may make it difficult for our existing and potential customers to operate.

Operational risks of the cannabis industry.

Companies involved in the cannabis industry face intense competition, may have limited access to services of banks, may have substantial burdens on company resources due to litigation, complaints or enforcement actions and are heavily dependent on receiving necessary permits and authorization to engage in the cultivation, possession or distribution of cannabis. Many of our current and potential competitors have longer operational histories, significantly greater financial, marketing and other resources and larger client bases than us and there can be no assurances that we will be able to successfully compete against these or other companies.

Risks Related to Our Cannabis Business and the Cannabis Industry in Canada

The effects of the legalization of recreational cannabis in Canada is unknown at this time.

The Government of Canada approved the Cannabis Act (Bill C-45) which went into effect on October 17, 2018. The Cannabis Act allows for regulated and restricted access to cannabis for recreational adult-use in Canada. Under the Cannabis Act, there are significant restrictions on the marketing, branding, product formats and distribution channels allowed under the law. Additional restrictions may be imposed at the provincial level. Any failure by us to comply with the applicable regulatory requirements at the federal and provincial level could require changes to our proposed operations; result in regulatory or agency proceedings or investigations, increase compliance costs, fines, penalties or restrictions on our operations or revocation of our licenses and other permits.

The recreational adult-use cannabis market in Canada may become over supplied following the implementation of the Cannabis Act.

As a result, in the surge of demand for cannabis as a result of the implementation of the Cannabis Act, we and other cannabis producers in Canada may produce more cannabis that is needed to satisfy the market and we may not be able to export that oversupply into other markets where cannabis use is fully legal under all federal, state and provincial laws thus the available supply of cannabis could exceed demand, resulting in a decline in the market price for cannabis. If this were to occur, there is no assurance that we would be able to generate sufficient revenue to result in profitability.

We are required to comply with federal, state or provincial and local laws in each jurisdiction where we conduct our business

Various federal, state or provincial and local laws and regulations govern our business in the jurisdictions in which we operate and propose to operate. These laws and regulations include those relating to health and safety and the production, management, transportation and storage of cannabis. Compliance with these laws and regulations requires concurrent compliance with complex federal, state, provincial and local laws and regulations. Compliance with these laws and regulations requires significant financial and managerial resources. A determination that we are not in compliance with these laws and regulations could harm our business. It is impossible to predict the cost or effect of such laws and regulations on our current and future business.

We may seek to enter into strategic alliances or acquisitions with third parties that we believe will have a beneficial impact on our business and there are risks that such alliances or acquisitions will not enhance our business in the desired manner.

We may expand, or in the future enter into, alliances or acquisitions with third parties that we believe will complement or enhance our existing business. Our ability to take advantage of existing or new alliances or acquisitions is dependent upon a number of factors such as the availability of suitable candidates and working capital. Future strategic alliances or acquisitions could result in the incurrence of debt, costs and contingent liabilities. In addition, there can be no assurances that future alliances or acquisitions will achieve the expected benefits to our business or that we will be able to consummate future strategic alliances or acquisitions on satisfactory terms, or at all.

We may not be able to identify and execute future acquisitions or to successfully manage the impact of such transactions on our business.

Acquisitions and/or other strategic business combinations involve many risks including (i) disruption of our existing business; (ii) the distraction of management away from the ongoing oversight of our existing business operations; (iii) incurring additional indebtedness; and (iv) increasing the scope and complexity of our operations. A strategic transaction may result in unforeseen obstacles or costs in implementing the transaction or integrating any acquired business into our existing operations.

Our cannabis cultivation business is subject to risks associated with an agricultural business.

One of the major aspects of our business operations is cultivating cannabis which is an agricultural process. As such, that part of our business is subject to the risks associated with the agricultural business, including crop failure presented by weather, plant diseases, and similar agricultural risks. Although we will grow our cannabis products indoors under climate-controlled conditions, there can be no assurances that natural elements, such as insects and plant diseases, will not disrupt our production activities or have an adverse effect on our business.

We may not be able to attract or retain key personnel with sufficient experience in the cannabis industry and we may not be able to attract, develop and retain additional employees required for our development and future success.

Our success is dependent to a great extent on the performance of our management team and certain key employees and our ability to attract, develop, motivate and retain highly qualified and skilled employees who are in high demand. The loss of the services of any key personnel, or an inability to attract other suitably qualified persons when needed, could prevent us from executing our business plan and we may not be able to find adequate replacements on a timely basis, if at all. Currently, we do not maintain any key-person insurance on the lives of any of our key personnel. Furthermore, each director and officer of a company that holds a license is subject to the requirement to obtain and maintain a security clearance from Canada Health under the Cannabis Act. A security clearance is valid for not more than five years and must be renewed before the expiration of a current security clearance. There is no assurance that any of our existing personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearance or that new personnel who require a security clearance be able to obtain one. A failure by an individual in a key operational position to maintain or renew a security clearance could result in a reduction or complete suspension of our operations.

Employees

As at December 31, 2020, we had three employee which include Anthony Zarcone, Chief Executive Officer.

On January 9, 2020, Anthony Zarcone was named co-Chief Executive Officer to serve with Mr. Schindermann. On January 24, 2020, Mr. Schindermann submitted his resignation as co- Chief Executive Officer; however, he remained a director of the Company. Further to the explanation in Note 14 in the consolidated financial statements, effective August 14, 2020, Mr. Schindermann resigned as a director of the Company and from any and all administrative and executive positions with the Company's subsidiaries.

On February 14, 2020, the Company terminated the employment of Azmatali Mehrali as Chief Financial Officer. At the present time, the Company has not appointed a new Chief Financial Officer. Alexander Starr, our former president, terminated his employment agreement effective February 22, 2019.

We have contracted with a number of independent contractors and consultants to provide a range of information technology and marketing services who do not receive cash compensation but receive shares of our common stock as compensation. This mitigates any need for full or part-time employees for these services.

Intellectual Property Protection

Our subsidiary CannaKorp Inc. holds the following patents:

International Patent Application No. PCT/US20115/013778
Title: METHODS AND APPARATUS FOR PRODUCING HERBAL VAPO
Filing Date: January 30, 2015
Ref. No.: B1411.70000WO00

U.S. Provisional Application No.: 61/934.255
Title: CONTAINER POD AND DELIVERY SYSTEM
Filing Date: January 31, 2014
Ref. No.: B1411.70000US00

In addition, CannaKorp has proprietary rights to certain trade names, trademarks and service marks which include WISP POD™; cPOD™; CANNACUP™; and WISP™. CannaKorp also has certain proprietary formulas and processes involving herbal formulas and flavors, proprietary herbal production processes and an herbal base developed to suspend active ingredients for optimal vaporization.

At the present time, CannaKorp has failed to meet its annuity payments as well as maintenance fees on the 2 referenced patents. Although, there has been a lapse and these patents remain unmaintained, there still remains the possibility of CannaKorp reinstating these patents if done so in a reasonable amount of time. At this time, management is determining the value maintaining these patents will provide the company. Once management has completed their assessment, the company will proceed accordingly. advance in that determined direction moving forward. Additionally, CannaKorp is actively seeking a JV Partner joint venture partner and/ or licensor to assist in both marketing and launching the Wisp Vaporizer and Wisp Pods in both the US and Canadian Legal Cannabis/ HEMP markets.

Corporate Facilities

We lease our administrative and executive offices located at 20 Hempstead Drive, Hamilton, Ontario, Canada.

Emerging Growth Company

We are an "emerging growth company" as defined in the Jumpstart Our Business Startups Act 0f 2012 ("JOBS Act") and may take advantage of certain exemptions from certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" included but not limited to, not being required to comply with auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act and exemptions from the requirements of holding a nonbinding advisory vote of shareholders on executive compensation and any golden parachute payments not previously approved.

We will remain an "emerging growth company" until the earliest of (i) the last day of the fiscal year during which our revenues exceed $1 billion; (ii) the date on which we issue more than $1 billion of non-convertible debt in a three year period; (iii) the last day of the fiscal year following the fifth anniversary of the date of our first sale of our common equity securities pursuant to an effective registration statement filed pursuant to the Securities Act of 1933,as amended; or (iv) when the market value of our common stock that is held by non-affiliated exceeds $700 million as of the last business day of our most recently completed second fiscal quarter.

To the extent we continue to qualify as a "smaller reporting company", as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended, after we cease to qualify as an "emerging growth company", certain of the exemptions available to us as an "emerging growth company" may continue to be available to us as "smaller reporting company" including (i) not being required to comply with the auditor attestation requirements of Section 404(b) of the Sarbanes-Oxley Act; and (ii) scaled executive compensation disclosures; and (iii) the requirement to provide only two years of audited consolidated financial statements instead of three.

Item 2. Properties

We do not own any properties at this time and do not have presently any agreements to acquire any properties.

Our principal executive office is located at 20 Hempstead Drive, Hamilton, Ontario, Canada.

Our subsidiary, Canary, leases a 44,000 square foot facility located in Norfolk County, Ontario to produce medical and recreational cannabis.

Our subsidiary, CannaKorp, terminated its lease of 1,000 square feet of executive and administrative office located in a multi-tenant building, located 74 Maple Street, Stoneham, Massachusetts, United States of America during quarter ended September 30, 2020.

Item 3. Legal Proceedings

During the year ended December 31, 2019, a terminated employee of Canary has filed a lawsuit against the Company amounting to approximately $1,649,340 (CAD $2,100,000) in Ontario, Canada. Currently, the Company is defending its position and believes that the ultimate decision will be in favor of the Company. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no provision has been recognized.

During the year ended December 31, 2019, a terminated employee of Canary had delivered a demand letter claiming wrongful dismissal. A settlement was reached in the amount of $5,792 (CAD $7,375) which were due within 30 days of the execution of the settlement agreement. During the quarter ended June 30, 2020, the Company has paid the settlement amount in full.

During the year ended December 31, 2019, a terminated employee of Canary had delivered a demand letter claiming wrongful dismissal plus unpaid wages, expenses and vacation pay for a minimum amount of $54,516 (CAD $69,412). During quarter ended June 30, 2020, the Company settled with the employee in the amount of $7,495 (CAD $9,543).

On January 3, 2020, cGreen Inc. filed a Complaint in Arbitration against the Company alleging a breach of the Exclusive License Agreement entered into with the Company effective August 8,2019. ("Agreement"). The Complaint alleges the Company failed to make royalty payments of $300,000 and failed to issue cGreen 7,000,000 shares of the Company's Common Stock as called for under the Agreement. During the quarter ended June 30, 2020, the Company was in arbitration with cGreen for the breaches of the terms of the License Agreement, however, through an early mediation, both companies reached to a settlement agreement to settle the breaches of the contract on July 27, 2020 ("Effective Date"). As per the settlement agreement, the License Agreement has been terminated and the Company does not have to issue the 10 million shares nor pay the outstanding royalty payable in the amount of $1,191,860. As consideration, the Company paid $130,000 within 30 days of the Effective Date and will pay $100,000 in monthly installments of $10,000 commencing in April 2021 to cGreen resulting in a gain on settlement in the amount of $1,704,860.

In April 2020, an employee of Canary, who had previously resigned from the company, filed a claim that their bonus, that had been promised in their employment agreement was unpaid and had filled a claim with the Ministry of Labour in Ontario. While the Ministry of Labour deemed the bonus owed as a valid payment, the matter has since progressed to the Ontario Labour Relations Board (OLRB) in which the company is disputing this bonus due to several contractual factors that the company believes will allow this ruling to be overturned and revised in the company's favor. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

A claim for damages in the amount of $1,463,047 (CAD $1,862,805) was lodged against Company and its directors by the former Chief Financial Officer of the Company for wrongful dismissal. The management are of the view that no material losses will arise in respect of the legal claim at the date of these consolidated financial statements. As at December 31, 2020, $11,540 has been recorded in the Target's payable based on past accruals. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

During the year ended December 31, 2020, a claim for damages in the amount of $102,713 (CAD $130,778) was lodged against Canary by a vendor for breach of contract. The management are of the view that no material losses will arise in respect of the legal claim at the date of these consolidated financial statements. As at December 31, 2020, $108,503 (CAD $138,150) has been recorded in the Canary's payable based on past accruals. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is currently quoted on the OTCQB inter-dealer quotation service maintained by OTC Markets Group Inc. under the symbol "*CBDY*". The following table sets forth the quarterly high and low sales prices of our common stock for the last two fiscal years. Such prices are inter-dealer quotations without retail mark-ups, mark-downs or commissions, and may not represent actual transactions.

Quarter ended		March 31	June 30	September 30	December 31	Fiscal year
Fiscal year 2020						
High	$	0.022	0.019	0.019	0.017	0.022
Low	$	0.006	0.006	0.007	0.009	0.006
Fiscal year 2019						
High	$	0.060	0.015	0.120	0.073	0.120
Low	$	0.012	0.008	0.045	0.013	0.008

Our common stock is subject to Rule 15g-9 of the Exchange Act, known as the Penny Stock Rule, which imposes requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. For transactions covered by the rule, brokers/dealers must make a special suitability determination for purchasers of the securities and receive the purchaser's written agreement to the transaction prior to sale. The Securities and Exchange Commission *("SEC")* also has rules that regulate broker/dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than $5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in that security is provided by the exchange or system. The Penny Stock Rules requires a broker/dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the SEC that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker/dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. These disclosure requirements have the effect of reducing the level of trading activity in the secondary market for our common stock. As a result of these rules, investors may find it difficult to sell their shares.

As of the date of this report, we have 573,277,094 shares of common stock issued and outstanding held by 427 stockholders of record.

Dividend Policy

To date, we have not declared or paid any dividends on our common stock. We currently do not anticipate paying any cash dividends in the foreseeable future on our common stock. It is anticipated that our future earnings will be retained to finance our continuing development. Although we intend to retain our earnings, if any, to finance the exploration and growth of our business, our Board of Directors has the discretion to declare and pay dividends in the future. Payment of dividends in the future will depend upon our earnings, capital requirements, and any other factors that our Board of Directors deems relevant.

Recent Sales of Unregistered Securities

During the quarter ended December 31, 2020, we issued no shares of common or preferred stock.

Item 6. Selected Financial Data.

There is no selected financial data required to be filed for a smaller reporting company.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

As of December 31, 2020, the Company had not generated significant revenues and had no income or cash flows from operations since inception. At December 31, 2020, the Company had sustained net loss of $7,073,871, and had an accumulated deficit of $26,536,495.

The Company's independent auditors have issued a report raising substantial doubt about the Company's ability to continue as a going concern.

At present, the Company has begun its operations at its Simcoe Facility cultivating Premium Cannabis and started generating revenue within the Canadian wholesale cannabis market. However, the continuation of the Company as a going concern is dependent upon these operations successfully generating cashflow for the Company, financial support from its stockholders, its ability to obtain necessary equity financing to continue operations and/or to successfully locate and negotiate with a business entity for the combination of the target company with the Company.

Balance sheet as at December 31, 2020 and 2019

Cash

At December 31, 2020 we had cash of $172,597 compared to $10,487 as at December 31, 2019. The increase is primarily due to proceeds received from loans during the year offset by payment of capital work in progress, salary and wages, consulting expenses and professional expenses.

Prepaid asset

At December 31, 2020 we had prepaid expenses of $46,775 compared to $37,702 as at December 31, 2019. The balance represents the security deposit for the leased land for the facility to produce Medical Marijuana.

Sales tax recoverable

At December 31, 2020, the Company had $95,386 of gross sales tax recoverable compared to $48,744 as at December 31, 2019. This is due to sales tax paid by the subsidiary on expenses incurred during the year which are recoverable from the government.

The Company has recorded an allowance in the amount of $19,924 (2019: $12,186) stemming from the potential uncollectible balances within the outstanding sales tax recoverable amount.

Goodwill and intangible assets

Goodwill represents the excess of the cost of an acquisition over the fair value of the Company's share of the net identifiable assets of our subsidiaries at the date of acquisition.

In addition, intangible assets represent the Exclusive License Agreement entered with cGreen. The value of the license is based on 10 million common stock valued at the market rate of the stock prevailing on August 8, 2019 and the royalty payments in the amount of $2,243,000. The asset is amortized over the terms of license i.e., 10 years. During the quarter ended December 31, 2019, the intangible asset was written off based on our management's review and evaluation of the intangible asset's recoverability.

Fixed assets and capital work in progress

The Company's subsidiary, Canary, initiated construction on its 44,000 square foot cannabis cultivation facility in September of 2017. Since then, extensive demolition and structural upgrades have been carried out at the site. During the year ended December 31, 2020, the Company has capitalized $42,505 (2019: $3,510,401) in payments to multiple vendors for the upgrade and renovation of the facility.

On May 1, 2019, the Company completed the construction of its 44,000 square foot cannabis cultivation facility and on May 14, 2019, the Company submitted a Site Evidence Package to Health Canada as part of the steps to obtain the license to cultivate cannabis at the Company's facility. On October 8, 2019, the Company was granted licenses to cultivate, process and sell cannabis pursuant to the Cannabis Act (Bill C-45).

For additional detail for breakdown in asset class, refer to Note 10 in consolidated financial statements.

Accounts payable and accrued liabilities

Accounts payable amounting to $1,809,120 as at December 31, 2020, primarily represents consulting and construction services related to capital work in progress amounting to 141,935, interest on promissory notes and loans amounting to $403,865, and outstanding plus accrued professional fees of $1,002,098.

Accounts payable amounting to $2,494,588 as at December 31, 2019, primarily represents consulting and construction services related to capital work in progress amounting to $1,079,498, interest on promissory notes and loan amounting to $53,945, and outstanding plus accrued professional fees of $951,000.

Payable to related parties

As at December 31, 2020, we had $9,934,960 of amount payable to related parties as compared to $431,660 as at December 31, 2019. The balance primarily represents loans provided by the Company's shareholders and a related party, CLI, management services fee outstanding to the managers of the company, and outstanding amount of $65,000 to be paid to a former shareholder of CannaKorp as part of the settlement agreement.

For additional detail, refer to Note 14 in consolidated financial statements.

Shareholder advances and receivable

Shareholder advances represent expenses paid by the owners from personal funds. The amount of advance as at December 31, 2020 and 2019 were $nil while the amount of receivable as at December 31, 2020 and 2019 were $nil and $2,025, respectively. The amounts repaid during the year ended December 31, 2020 and 2019 were $nil and $203,945, respectively. During the year ended December 31, 2020 and 2019, $nil and $133,423 was settled through issuance of shares of common stock. Refer to Note 15 for details in the consolidated financial statements.

Convertible promissory notes payable

During the quarter ended June 30, 2020, the Company settled the outstanding balance of Note R in full with a cash payment and recorded a loss of $43,156 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement. In addition, the Company converted the outstanding principal and accrued interest balance of Note I during quarter ended June 30, 2020.

Interest amounting to $12,182 was accrued for the year ended December 31, 2020 (2019: $75,348).

Principal amount outstanding as at December 31, 2020 and 2019 was $3,128 and $200,488, respectively. As at December 31, 2020, the entire balance was current while in comparison, as at December 31, 2019, $32,188 is current portion while $168,300 is the non-current portion.

Income statement for the years ended December 31, 2020 and 2019

Revenues for the years ended December 31, 2020 and 2019

We generated revenue of $30,000 during year ended December 31, 2020 as compared to $nil revenue during year ended December 31, 2019. The revenue represents the sale of Wisp™ vaporizer and pod units.

In addition, Canary generated revenue of $108,930 (though its investment in JVCo) during the quarter end of December 31, 2020 and is represented as share of losses from joint venture on the consolidated statement of operations. The revenue represents the sale of cannabis product. The entire revenue was sold to one customer. Refer to Note 11 for additional details.

Expenses for the years ended December 31, 2020 and 2019

Our expenses are classified primarily into advisory and consultancy fee, management fees, salaries and wages, legal and professional fees, and amortization and depreciation expense. The significant decrease in operating expenses for the year ended December 31, 2020 compared to 2019 is due to lower amount of activity compared to prior year, the management's continuous efforts to control and reduce expenses, and Canary's investment in the joint venture which is incurring the operation expenses of Canary.

Expenses for the year ended December 31, 2020 primarily represented consulting fees of $69,466 (2019: $639,611), management fees of $286,978 (2019: $1,481,284), salary and wages amounting in total to $175,509 (2019: $1,333,729), legal and professional charges of $477,539 (2019: $364,421) comprising legal, review, accounting and Edgar agent fee, Amortization and depreciation expense amounting to $292,944 (2019: $111,081), office and general expenses amounting to $136,462 (2019: $534,671).

Other income and expenses comprised, change in fair value of derivative and warranty liability amounting to ($3,228,622) (2019: ($407,999)), loss on settlement of debt amounting to $3,347,630 (2019: $1,428,282), interest and bank charges amounting to $514,028 (2019: $85,553), accretion expenses of $27,704 (2019: $367,585) related to promissory notes and share of loss from joint venture of $595,750 (2019: $nil). In addition, impairment of intangible asset and goodwill in the amount of $nil (2019: $2,149,613) and $4,413,742 (2019: $1,485,925), respectively.

Liquidity and Capital Resources

At December 31, 2020, the Company had a working capital deficit of $4,118,770 and an accumulated deficit of $26,536,495 (2019: Working capital deficit of $4,922,069 and an accumulated deficit of $19,462,624). The Company is actively seeking various financing operations to meet the working capital requirements.

We have relied on equity financing and personal funds for our operations. The proceeds may not be sufficient to effectively develop our business to the fullest extent to allow us to maximize our revenue potential, in which case, we will need additional capital.

We will need capital to allow us to invest in development. The Company anticipates that its future operations will generate positive cash flows starting in 2021 provided that it is successful in obtaining additional financing in the foreseeable future.

Item 8. Consolidated Financial Statements and Supplementary Data

TARGET GROUP INC.
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2020 and 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Target Group, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Target Group, Inc. ("the Company") as of December 31, 2020 and 2019, and the related consolidated statements of operations and comprehensive income loss, changes in stockholders' equity, and cash flows for each of the years in the two-year period ended December 31, 2020, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019 and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has had minimal revenue since inception, has continual sustained operating losses, and significant working capital and accumulated deficits. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Goodwill

Description of the Critical Audit Matter

As discussed in Note 12 to the consolidated financial statements, goodwill is tested for impairment annually, or more frequently if impairment indicators arise. During the year ended December 31, 2020, the Company recorded a $4.5 million goodwill impairment charge.

Auditing management's goodwill impairment test was complex and highly judgmental due to the significant estimation required to determine the fair value of the goodwill and underlying business unit. In particular, the fair value estimate was sensitive to significant assumptions, such as the Company's financial forecast, discount rate, and operating costs, which are impacted by expectations about future market and economic conditions.

How the Critical Audit Matter Was Addressed in the Audit

To test the estimated fair value of the Company's goodwill and underlying business unit, we performed audit procedures that included, among other things, assessing methodologies and testing the significant assumptions discussed above and the underlying data used by the Company in its analysis. In addition, we assessed the current financial forecast in light of management's current plans, and we assessed the historical basis of management's estimates based on its current operating results that would result from changes in the assumptions.

Fruci & Associates II, PLLC

We have served as the Company's auditor since 2017.

Spokane, Washington
March 30, 2021

TARGET GROUP INC.
CONSOLIDATED BALANCE SHEETS

	December 31, 2020 $	December 31, 2019 $ (Restatement - Note 20)
ASSETS		
Current assets		
Cash	172,597	10,487
Restricted cash	9,032	—
Accounts receivable, no allowance	2,068	2,068
Inventory *[Note 8]*	99,000	124,000
Prepaid asset	46,775	37,702
Sales tax recoverable, net of allowance *[Note 7]*	75,462	36,558
Shareholder receivable *[Note 15]*	—	2,025
Receivable from joint venture *[Note 11]*	271,184	—
Other receivable *[Note 14]*	78,540	—
Total current assets	754,658	212,840
Long term assets		
Fixed assets *[Note 10]*	7,793,997	8,103,740
Goodwill *[Note 12]*	3,666,364	8,147,916
Investment in joint venture *[Note 11]*	721,156	—
Operating lease right-of-use assets *[Note 16]*	100,548	—
Total long term assets	12,282,065	16,251,656
Total assets	13,036,723	16,464,496
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Bank overdraft	1,562	45,911
Accounts payable and accrued liabilities *[Note 13]*	1,809,120	2,494,588
Payable to related parties, net *[Note 14]*	2,831,635	431,660
Royalty payable *[Note 9]*	—	1,191,860
Shareholder advances *[Note 15]*	—	—
Shares to be issued *[Note 18]*	—	482,950
Deferred revenue *[Note 1]*	42,719	42,719
Convertible promissory notes, net *[Note 17]*	3,128	32,188
Derivative liability *[Note 17]*	12,068	150,834
Deferred rent - Current portion *[Note 16]*	—	262,199
Operating lease liability - Current portion *[Note 16]*	83,196	—
Settlement payable - Current portion *[Note 9]*	90,000	—
Total current liabilities	4,873,428	5,134,909
Long term liabilities		
Deferred rent - Non-current portion *[Note 16]*	—	1,346,831
Convertible promissory notes, net - Non-current portion *[Note 17]*	—	47,619
Operating lease liability - Non-current portion *[Note 16]*	1,622,366	—
Warrant liability *[Notes 18 and 20]*	2,948,024	6,146,116
Settlement payable - Non-current portion *[Note 9]*	10,000	—
Payable to related parties - Non-current portion, net *[Note 14]*	7,103,325	—
Total long term liabilities	11,683,715	7,540,566
Total liabilities	16,557,143	12,675,475
Contingencies and commitments *[Note 19]*	—	—
Stockholders' (deficiency) equity		
Preferred stock, $0.0001 par value, 20,000,000 shares authorized; 1,000,000 shares issued and outstanding as at December 31, 2020 (1,000,000 shares outstanding as at December 31, 2019) *[Note 18]*	100	100
Common stock, $0.0001 par value, 850,000,000 shares authorized, 573,277,094 common shares outstanding as at December 31, 2020 (571,145,968 common shares outstanding as at December 31, 2019) *[Note 18]*	57,328	57,113
Stock subscription receivable *[Note 18]*	—	(220,000)
Shares to be issued *[Note 18]*	192,121	611,621
Additional paid-in capital	23,940,696	23,699,888
Accumulated deficit	(26,536,495)	(19,462,624)

Accumulated comprehensive loss	(1,174,969)	(897,077)
Total stockholders' (deficiency) equity	(3,521,219)	3,789,021
Total liabilities and stockholders' (deficiency) equity	13,036,723	16,464,496

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

TARGET GROUP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

	For the year ended December 31, 2020 $	For the year ended December 31, 2019 $
REVENUE	30,000	—
COST OF GOOD SOLD	(25,000)	—
Gross profit	5,000	—
OPERATING EXPENSES		
Advisory and consultancy fee	69,466	639,611
Management services fee	286,978	1,481,284
Salaries and wages	175,509	1,333,729
Legal and professional fees	477,539	364,421
Rent and utilities	—	183,105
Advertising and promotion	299	42,053
Amortization and depreciation expense	292,944	111,081
Operating lease expense *[Note 16]*	130,180	—
Office and general	136,462	534,671
Total operating expenses	1,569,377	4,689,955
OTHER EXPENSES (INCOME)		
Change in fair value of derivative and warrant liability	(3,228,622)	(407,999)
Loss on forgiveness/settlement of debt	3,347,630	1,428,282
Interest and bank charges	514,028	85,553
Exchange loss	168,034	418,940
Day one interest expense	—	18,395
Accretion expense	27,704	367,585
Other income	(7,880)	(7,520)
Allowance for sales tax recoverable	7,119	(63,653)
Impairment of inventory *[Note 8]*	—	202,594
Impairment of intangible asset *[Note 9]*	—	2,149,613
Impairment of goodwill *[Note 12]*	4,413,742	1,485,925
Share of losses from joint venture *[Note 11]*	248,685	—
Debt issuance cost *[Note 14]*	19,054	—
Total other expenses	5,509,494	5,677,715
Net loss before income taxes	(7,073,871)	(10,367,670)
Income taxes *[Note 21]*	—	—
Net loss	(7,073,871)	(10,367,670)
Foreign currency translation adjustment	(277,892)	(502,589)
Comprehensive loss	(7,351,763)	(10,870,259)
Loss per share - basic and diluted	(0.012)	(0.025)
Weighted average shares - basic and diluted	566,883,437	410,383,534

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

TARGET GROUP INC.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

	Preferred stock		Common stock		Shares to be issued		Stock Subscription	Additional paid-in	Accumulated	Accumulated Comprehensive	
	Shares	Amount	Shares	Amount	Shares	Amount	Receivable	capital	deficit	Income	Total
		$		$		$		$	$	$	$
As at December 31, 2018	1,000,000	100	93,624,289	9,362	40,702,532	1,359,349	(220,319)	11,346,467	(9,094,954)	(55,881)	3,344,124
Shares issued as consideration for management and consulting services *[Note 18]*	—	—	18,334,850	1,833	—	—	—	2,005,496	—	—	2,007,329
Shares issued on conversion of convertible promissory notes *[Note 17 and 18]*	—	—	13,718,099	1,371	—	—	—	226,890	—	—	228,261
Shares issued for acquisition of subsidiary *[Note 12]*	—	—	30,407,712	3,041	—	—	—	4,059,803	—	—	4,062,844
Shares issued as consideration for private placement *[Note 18]*	—	—	414,811,018	41,481	(40,875,940)	(1,281,616)	220,319	11,042,518	—	—	10,022,702
Effect of change in functional currency *[Note 18]*	—	—	—	—	—	—	—	339,007	—	(338,607)	400
Shares issued as consideration for consideration of the intellectual property rights *[Note 18]*	—	—	250,000	25	(250,000)	(27,000)	—	26,975	—	—	—
Shares to issue as consideration for intangible assets *[Note 9]*	—	—	—	—	3,500,000	260,050	—	—	—	—	260,050
Cancellation of shares *[Note 18]*	—	—	—	—	—	220,000	(220,000)	—	—	—	—
Shares issued on settlement of debt *[Note 12 and 18]*	—	—	—	—	930,240	80,838	—	—	—	—	80,838
Change due to extinguishment of derivative liability on debt conversion	—	—	—	—	—	—	—	798,848	—	—	798,848
Net loss	—	—	—	—	—	—	—	—	(10,367,670)	—	(10,367,670)
Foreign currency translation	—	—	—	—	—	—	—	—	—	(502,589)	(502,589)
As at December 31, 2019 (Reported)	1,000,000	100	571,145,968	57,113	4,006,832	611,621	(220,000)	29,846,004	(19,462,624)	(897,077)	9,935,137
Reclassification of warrant liability *[Note 20]*	—	—	—	—	—	—	—	(6,146,116)	—	—	(6,146,116)
As at December 31, 2019 (Restated)	1,000,000	100	571,145,968	57,113	4,006,832	611,621	(220,000)	23,699,888	(19,462,624)	(897,077)	3,789,021
Cancellation of shares *[Note 18]*	—	—	(11,000,000)	(1,098)	—	—	220,000	(218,902)	—	—	—
Shares issued as consideration for consideration of the intellectual property rights *[Note 18]*	—	—	—	—	62,496	803	—	—	—	—	803
Shares to issue as consideration for intangible assets *[Note 9]*	—	—	—	—	(3,500,000)	(260,050)	—	—	—	—	(260,050)
Shares issued on conversion of convertible promissory notes *[Note 18]*	—	—	3,131,126	313	—	—	—	40,457	—	—	40,770
Correction to the amount of shares to be issued for past private placements *[Note 18]*	—	—	—	—	1,241,847	(160,253)	—	160,253	—	—	—
Shares and warrants issued pursuant to debt purchase and assignment agreement *[Note 14 and 18]*	—	—	10,000,000	1,000	—	—	—	259,000	—	—	260,000
Net loss	—	—	—	—	—	—	—	—	(7,073,871)	—	(7,073,871)
Foreign currency translation	—	—	—	—	—	—	—	—	—	(277,892)	(277,892)
As at December 31, 2020	1,000,000	100	573,277,094	57,328	1,811,175	192,121	—	23,940,696	(26,536,495)	(1,174,969)	(3,521,219)

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

TARGET GROUP INC.
CONSOLIDATED STATEMENT OF CASH FLOWS

	For the year ended December 31, 2020 $	For the year ended December 31, 2019 $
OPERATING ACTIVITIES		
Net loss for the year	(7,073,871)	(10,367,670)
Adjustment for non-cash items		
Change in fair value of derivative and warrant liability	(3,228,622)	(407,999)
Loss on forgiveness	3,347,630	1,428,282
Day one interest expense	—	18,395
Accretion expense	27,704	367,585
Shares and warrants issued/to be issued for advisory and other services	5,781	636,000
Allowance for sales tax recoverable	7,119	(63,653)
Amortization and depreciation expense	292,944	111,081
Deferred rent	—	335,416
Operating lease expense	289,083	—
Investment loss from joint venture	248,685	—
Debt issuance cost	19,054	—
Impairment of inventory	—	202,594
Impairment of intangibles	—	2,149,613
Impairment of goodwill	4,413,742	1,485,925
Changes in operating assets and liabilities:		
Change in inventory	25,000	—
Change in prepaid asset	(7,982)	(1,751)
Change in sales tax recoverable	(43,382)	254,612
Change in other assets	—	31,496
Change in other receivable	(74,620)	—
Change in accounts payable and accrued liabilities	642,242	(1,695,182)
Change in operating lease liability, net	(323,676)	—
Net cash used in operating activities	(1,433,169)	(5,515,256)
INVESTING ACTIVITIES		
Cash acquired upon acquisition	—	18,961
Amount invested on fixed assets/capital work in progress	(42,505)	(3,510,401)
Purchase of intangible assets	—	(308,139)
Investment in joint venture	(933,850)	—
Net cash used in investing activities	(976,355)	(3,799,579)
FINANCING ACTIVITIES		
(Repayment) utilization of bank overdraft facility	(43,001)	45,836
Proceeds from loans from related parties	3,467,676	—
Settlement of related party loan	(251,213)	—
Loan to joint venture	(249,978)	—
Repayment of shareholder advances	—	(203,945)
Shareholder advances	—	224,252
Proceeds from issuance of promissory notes	—	271,300
Settlement of promissory notes	(221,693)	(570,892)
Proceeds from private placements	—	9,210,387
Payment for settlement payable	(130,000)	—
Net cash provided by financing activities	2,571,791	8,976,938
Net increase (decrease) in cash and restricted cash during the year	162,267	(337,897)
Effect of foreign currency translation	8,875	44,946
Cash and restricted cash, beginning of year	10,487	303,438
Cash and restricted cash, end of year	181,629	10,487
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Shares issued on conversion of debt	40,770	228,261
Shares issued as consideration for services	803	1,959,329

Shares issued as consideration for acquisition	—	3,284,033
SUPPLEMENTARY CASH FLOW INFORMATION		
Cash paid for interest	266,018	22,399
Cash paid for taxes	—	—

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

1. NATURE OF OPERATIONS

Target Group Inc. ("Target Group" or "the Company") was incorporated on July 2, 2013 under the laws of the state of Delaware to engage in any lawful corporate undertaking, including, but not limited to, selected mergers and acquisitions.

Target Group Inc. is a diversified and vertically integrated, progressive company with focus on both national and international presence. The Company owns and operates Canary Rx Inc, Canadian licensed producer, regulated under The Cannabis Act. Canary Rx Inc, operates a 44,000 square foot facility located in Norfolk County, Ontario, and has partnered with Dutch breeder, Serious Seeds, to cultivate exclusive & world class proprietary genetics. The Company has begun structuring multiple international production and distribution platforms and intends to continue rapidly expanding its global footprint as it focuses on building an iconic brand portfolio whose focus aims at developing cutting edge Intellectual Property among the medical and recreational cannabis markets. Target Group is committed to building industry-leading companies that transform the perception of cannabis and responsibly elevate the overall consumer experience.

The Company's current business is to produce, manufacture, distribute, and conduct sales of cannabis products. As of the current year end, the company has produced and sold cannabis products in the amount of $108,930 through its investment in a joint venture.

On July 3, 2018, the Company filed an amendment in its Articles of association to change its name to Target Group Inc. The Company was able to secure an OTC Bulletin Board symbol CBDY from Financial Industry Regulatory Authority (FINRA).

On June 27, 2018, the Company entered into an Agreement and Plan of Share Exchange ("Exchange Agreement") with Visava Inc., a private Ontario, Canada corporation ("Visava"). Visava owns 100% of Canary Rx Inc., a Canadian corporation that holds a leasehold interest in a parcel of property located in Ontario's Garden Norfolk County for the production of cannabis.

The Exchange Agreement provides that, subject to its terms and conditions, the Company issued to the Visava shareholders an aggregate of 25,500,000 shares of the Company's Common Stock in exchange for all of the issued and outstanding common stock held by the Visava shareholders. In addition of its Common Stock, the Company issued to the Visava shareholders, prorata Common Stock Purchase Warrants purchasing an aggregate of 25,000,000 shares of the Company's Common Stock at a price per share of $0.10 for a period of two years following the issuance date of the Warrants. Upon the closing of the Exchange Agreement, the Visava shareholders held approximately 46.27% of the issued and outstanding Common Stock of the Company and Visava will continue its business operations as a wholly-owned subsidiary of the Company. The transaction was closed effective August 2, 2018. During the quarter ended, September 30, 2020, all of the warrants expired, none were exercised.

Effective January 25, 2019, the Company entered into an Agreement and Plan of Share Exchange ("Exchange Agreement") with CannaKorp Inc., a Delaware corporation ("CannaKorp"). Company had previously entered into a Letter of Intent with CannaKorp dated November 30, 2018 which was disclosed in the Company's report on Form 8-K filed December 4, 2018.

The Exchange Agreement provides that, subject to its terms and conditions, the Company issued to the CannaKorp shareholders an aggregate of 30,407,412 shares of the Company's common stock, based on a price per share of $0.10, in exchange for 100% of the issued and outstanding common stock of CannaKorp held by the CannaKorp shareholders. In addition, the Company will issue Common Stock Purchase Warrants ("Warrants") in exchange for all outstanding and promised CannaKorp stock options. The Warrants will grant the holders thereof the right to purchase up to approximately 7,211,213 shares of the Company's common stock. The Company will also assume all outstanding liabilities of CannaKorp. Upon the closing of the Exchange Agreement, CannaKorp will continue its business operations as a subsidiary of the Company. The transaction was closed effective March 1, 2019.

Effective August 8, 2019, the Company entered into an Exclusive License Agreement ("License Agreement") with cGreen, Inc., a Delaware corporation ("cGreen"). The License Agreement grants to the Company an exclusive license to manufacture and distribute the patent-pending THC antidote True Focus™ in the United States, Europe and the Caribbean. The term of the license was ten (10) years and four (4) months from the effective date of August 8, 2019. In consideration of the license, the Company would issue 10,000,000 shares of its common stock as follows: (i) 3,500,000 within ten (10) days of the effective date; (ii) 3,500,000 shares on January 10, 2020; and (iii) 3,000,000 shares not later than June 10, 2020. In addition, the Company would pay cGreen royalties of 7% of the net sales of the licensed products and 7% of all sublicensing revenues collected by the Company. The Company would pay cGreen an advance royalty of $300,000 within ten (10) days of the effective date; $300,000 on January 10, 2020; and $400,000 on or before June 10, 2020 and $500,000 on or before November 10, 2020. All advance royalty payments would be credited against the royalties owed by the Company through December 31, 2020. During the quarter ended December 31, 2019, the intangible asset was written off based on management's review and evaluation of its recoverability. During the quarter ended June 30, 2020, the Company was in arbitration with cGreen for the breaches of the terms of the License Agreement, however, through an early mediation, both companies reached to a settlement agreement to settle the breaches of the contract on July 27, 2020 ("Effective Date"). As per the settlement agreement, the License Agreement has been terminated and the Company does not have to issue the 10 million shares nor pay the outstanding royalty payable in the amount of $1,191,860. As consideration, the Company paid $130,000 within 30 days of the Effective Date and will pay $100,000 in monthly installments of $10,000 commencing in April 2021 to cGreen resulting in a gain on settlement in the amount of $1,704,860.

Effective September 17, 2019, CannaKorp entered into a Purchase, Licensing and Distribution Agreement *("Agreement")* with Nabis Arizona Property LLC of Scottsdale, Arizona ***("Nabis")*** concerning the distribution of CannaKorp's *Wisp™ Vaporizer* and *Wisp™ Pods* in Arizona. The term of the Agreement is three (3) years with automatic renewals for additional one-year periods unless the Agreement is terminated pursuant to its terms. Nabis is required to pay CannaKorp $45,000 for the equipment needed to manufacture the *WISP™ Pods,* of which $4,500 will be paid within three (3) calendar days of Nabis obtaining regulatory approval of its vertically integrated license and the balance of $40,500 within 180 days of the effective date of the Agreement.

Under the Agreement, Nabis is licensed to manufacture the *WISP™ Pods* and to sell the *WISP™ Pods* in conjunction with the sale of the *WISP™ Vaporizer*. Nabis is required to meet minimum quarterly orders of two hundred (200) *WISP™ Vaporizers* and five thousand (5,000) *WISP™ Pods* cartridges. Nabis is licensed to sell the *WISP™ Vaporizer* and the *WISP™ Pods* to end users in Arizona, excluding Amazon, eBay, Walmart or other multistate/national brick and mortar or online sales. CannaKorp has granted Nabis a right of first refusal to obtain an exclusive license in Michigan and in Washington for the same rights granted to Nabis in Arizona.

During the year ended December 31, 2020, the equipment to Nabis has been shipped and the Company has provided Nabis an additional 360 days before invoicing Nabis for the equipment. Once when the additional period has passed, the Company will invoice Nabis. Additionally, the first quarter of the Nabis agreement minimums were shipped and invoiced (200 Wisp Units and 5000 Pod Assemblies to enable Nabis to manufacture 5000 complete Wisp Pods) for online and retail distribution in the Arizona Market.

Due to financial strain and difficulties during the pandemic Nabis was forced to restructure their company in its entirety. This has caused strain on the financial position of Nabis and has affected their ability to fulfill their commitments in the agreement signed with CannaKorp. At this time, the partnership has since been terminated and all of CannaKorp's CannaMatic machinery has now been sent back to CannaKorp. As of the date of this report, the Company does not have any operations, employees or corporate offices based in United States.

Effective May 14, 2020, Canary entered into a Joint Venture Agreement ("Joint Venture") with 9258159 Canada Inc., a corporation organized under the laws of the Province of Ontario, Canada (referred to as "Thrive") and 2755757 Ontario Inc., a corporation organized under the laws of the Province of Ontario, Canada (referred to as "JVCo"). Canary and Thrive each hold 50% of the voting equity interest in JVCo. The term of the Joint Venture is five (5) years from its effective date of May 14, 2020.

On June 15, 2020, the Company, its first–tier subsidiaries Visava Inc. ("Visava") CannaKorp Inc. ("CannaKorp"), and the Company's second-tier subsidiary, Canary Rx Inc. ("Canary"), entered into a Debt Purchase and Assignment Agreement ("Agreement") with CL Investors Inc. ("CLI"), a corporation organized under the laws of the Province of Ontario, Canada. June 15th was preliminary date of the agreement and the agreement was not finalized until the later date as indicated below. The CEO of the Company, is the Secretary of CLI, a director of the Company, is a shareholder of CLI and the brother of CEO, is the President and sole director of CLI therefore the below loan from CLI is classified under related party transactions.

Pursuant to the Agreement, CLI purchased from the Company for the sum of $2,277,660, (CAD $2,900,000) a debt obligation owing from Canary to the Company in the principal balance of $8,325,240 (CAD $10,600,000 ("Canary Debt")). Upon receipt of the consideration, the Company loaned the full sum to Canary under terms of an unsecured, non-interest-bearing promissory note, subject to a covenant by the Company not to take any collection action so long as the Canary Debt remains unpaid to CLI. As at December 31, 2020, $78,540 (CAD $100,000) is still outstanding from CLI which is presented as other receivable on the consolidated balance sheet.

As a condition of the closing of the Agreement, the terms of the Canary Debt were amended to provide for interest at 5% per annum with a maturity date of 60 months from the date of the Agreement ("Term"). The Canary Debt will be repaid according to the following schedule:

a) In the first year of the Term, Canary will pay CLI the greater of $887,502 (CAD $1,130,000) and fifty percent (50%) of the Net Revenue (hereinafter defined), provided that where the latter amount exceeds the former amount, Canary will, by the end of such first year, pay CLI no less than the former amount and Canary will, within thirty (30) days following the end of such first year, pay CLI the balance of such amount owing for such first year;

b) In the second year of the Term, Canary will pay CLI the greater of $1,649,340 (CAD $2,100,000) and fifty percent (50%) of the Net Revenue, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2021, provided that where the latter amount exceeds the former amount, Canary will, within thirty (30) days following the end of such second year, pay CLI the balance of such amount owing for such second year;

c) In the third year of the Term, Canary will pay CLI the greater of $2,528,988 (CAD $3,220,000) and fifty percent (50%) of the Net Revenue, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2022, provided that where the latter amount exceeds the former amount, Canary will, by the end of such third year, pay CLI no less than the former amount and Canary will, within thirty (30) days following the end of such third year, pay CLI the balance of the such payments owing for such third year;

d) In the fourth year of the Term, Canary will pay CLI the greater of $2,419,032 (CAD $3,080,000) and fifty percent (50%) of the Net Revenue, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2023, provided that where the latter amount exceeds the former amount, Canary will Canary will, within thirty (30) days following the end of such fourth year, pay CLI the balance of such amount owing for such fourth year; and

e) In the fifth year of the Term, Canary will pay CLI the balance owing under this Note, by way of twelve (12) consecutive monthly installments payable on the 14th day of each month commencing on August 14, 2024 for an amount calculated by dividing twelve (12) into the sum of all amounts owing under this Note at the beginning of the fifth year of the Term on account of Principal and Interest, provided that where there are further amounts owing under this Note at the end of such fifth year, Canary will pay CLI all such further amounts within five (5) days following the end of such fifth year.

For the purposes of this Note, "Net Revenue" will mean any and all revenue generated from Canary's Licensed Facility (hereinafter defined) to which it is entitled net of applicable taxes and third-party expenses.

The repayment of the Canary Debt, as amended, is guaranteed by Visava and the Company's wholly-owned subsidiary CannaKorp Inc. and secured by (i) a general security interest in the assets of the Company, Canary, Visava and CannaKorp Inc., respectively; and (ii) a pledge by the Company of all of the issued and outstanding common stock of Canary, Visava and CannaKorp Inc. held by the Company. In addition to the foregoing guarantees, security interest and stock pledge, CLI has been granted an option, in lieu of repayment of the amended Canary Debt, to demand, in its sole and absolute discretion the transfer, assignment and conveyance of 75% of the issued and outstanding capital stock of Visava and Canary. Furthermore, the President and sole director of CLI has been granted an option to acquire the remaining 25% of the issued and outstanding capital stock of Visava and Canary.

Effective August 14, 2020, the Agreement was amended ("Amendment") to provide that CLI will purchase from Rubin Schindermann, a director of the Company, 500,000 shares of the Company's Series A Preferred Stock in consideration of the payment by CLI to Rubin Schindermann of $78,540 (CAD $100,000) and the issuance to Schindermann of 10,000,000 shares of the Company's common stock. In consideration of the foregoing, Mr., Schindermann resigned as a director of the Company and from any and all administrative and executive positions with the Company's subsidiaries Visava Inc., Canary Rx Inc. and CannaKorp Inc., respectively. In addition, the Company issued Common Stock Purchase Warrant for 10,000,000 shares of Target common stock to CLI as consideration for the Agreement. Refer to Note 14 for additional details on warrants. The combined impact of both transactions resulted in debt issuance cost of $251,518. This debt issuance cost will be amortized over the term of the debt on straight line basis.

The transactions contemplated by the Agreement and the Amendment closed on August 14, 2020.

2. BASIS OF PRESENTATION AND CONSOLIDATION

The summary of significant accounting policies presented below is designed to assist in understanding the Company's consolidated financial statements. Such consolidated financial statements and accompanying notes are the representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP") in all material respects and have been consistently applied in preparing the accompanying consolidated financial statements.

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Visava Inc. and CannaKorp, Inc. Significant intercompany accounts and transactions have been eliminated upon consolidation.

3. GOING CONCERN

The Company has minimal revenue since inception to date and has sustained operating losses during the year ended December 31, 2020. The Company had working capital deficit of $4,118,770 and an accumulated deficit of $26,536,495 as of December 31, 2020. The Company's continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations and/or obtaining additional financing from its members or other sources, as may be required.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern; however, the above condition raises substantial doubt about the Company's ability to do so. The consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

In order to maintain its current level of operations, the Company will require additional working capital from either cash flow from operations, sale of its equity or issuance of debt. However, the Company currently has no commitments from any third parties for the purchase of its equity. If the Company is unable to acquire additional working capital, it will be required to significantly reduce its current level of operations.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

CASH

Cash and cash equivalents include cash on hand and on deposit at banking institutions as well as all highly liquid short-term investments with original maturities of 90 days or less. The Company did not have cash equivalents as of December 31, 2020 and 2019.

Restricted cash represents deposits made to the Company's bank as a requirement to use the bank's credit card which not available for immediate or general business use.

ACCOUNT RECEIVABLE

Account receivable consists of amounts due to the Company from customers as a result of the Company's normal business activities. Account receivable is reported on the balance sheets net of an estimated allowance for doubtful accounts. The Company establishes an allowance for doubtful accounts for estimated uncollectible receivables based on historical experience, assessment of specific risk, review of outstanding invoices, and various assumptions and estimates that are believed to be reasonable under the circumstances, and recognizes the provision as a component of selling, general and administrative expenses. Uncollectible accounts are written off against the allowance after appropriate collection efforts have been exhausted and when it is deemed that a balance is uncollectible. As of December 31, 2020, the Company expects to collect these balances completely and therefore has not created any allowance for it.

INVENTORY

Inventory is stated at the lower of cost or net realizable value, cost being determined on a weighted average cost basis, and market being determined as the lower of cost or net realizable value. The Company records write-downs of inventory that is obsolete or in excess of anticipated demand or market value based on consideration of product lifecycle stage, technology trends, product development plans and assumptions about future demand and market conditions. Actual demand may differ from forecasted demand, and such differences may have a material effect on recorded inventory values. Inventory write-downs are charged to cost of revenue and establish a new cost basis for the inventory. The cost is determined on the basis of the average cost or first-in, first-out methods.

FIXED ASSETS

Fixed assets are reported at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of assets, commencing when the assets become available for productive use, based on the following estimated useful lives:

Depreciation is calculated using the following terms and methods:

Furniture & office equipment	Straight-line	7 years
Machinery & equipment	Straight-line	3-5 years
Software	Straight-line	3 years
Leasehold improvements	Straight-line	Lease period

An item of equipment is derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the profit or loss in the period the asset is derecognized. The assets' residual values, useful lives and methods of depreciation are reviewed at each reporting date, and adjusted prospectively, if appropriate.

GOODWILL AND INTANGIBLE ASSETS

Goodwill and other identifiable intangible assets with indefinite lives that are not being amortized, such as trade names, are tested at least annually for impairment and are written down if impaired. Identifiable intangible assets with finite lives are amortized over their estimated useful lives and are reviewed for impairment whenever facts and circumstances indicate that their carrying values may not be fully recoverable.

The Company evaluates the recoverability of the infinite-lived intangible assets for possible impairment whenever events or circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of these assets is measured by a comparison of the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If such review indicates that the carrying amount of intangible assets is not recoverable, the carrying amount of such assets is reduced to fair value.

REVENUE RECOGNITION

The Company adopted ASC 606 effective January 1, 2019, using the modified retrospective method after electing to delay the adoption of the accounting standard as the Company qualified as an "emerging growth company". Since the Company did not have any contracts as of the effective day, therefore, there was no material impact on the consolidated financial statements upon adoption of the new standard. Revenue is recognized when performance obligations under the terms of the contracts with our customers are satisfied. Our performance obligation generally consists of the promise to sell our finished products to our customers, wholesalers, distributors or retailers. Control of the finished products is transferred upon shipment to, or receipt at, our customers' locations, as determined by the specific terms of the contract. Once control is transferred to the customer, we have completed our performance obligation, and revenue is recognized.

The Company generated revenue of $30,000 during year ended December 31, 2020 as compared to $nil revenue during year ended December 31, 2019. The revenue represents the sale of Wisp™ vaporizer and pod units and since the customer have received the units and there are no further obligations as per the agreement, revenue was recognized.

In addition, Canary generated revenue of $108,930 (though its investment in JVCo) during the quarter end of December 31, 2020 and is represented as share of losses from joint venture on the consolidated statement of operations. The entire revenue was sold to one customer. The revenue represents the sale of cannabis product. Since the customer have received the product and there are no further obligations as per the agreement, revenue was recognized. Refer to Note 11 for additional details.

Deferred revenue is due to a shipment sent to one of the Company's distributors. However, since control has not been transferred and the performance obligation has not been completed, revenue has not been recognized and proceeds received are classified as deferred revenue.

FOREIGN CURRENCY TRANSLATION

The functional currency of the Company's Canadian-based subsidiary is the Canadian dollar and the US-based parent is the U.S. dollar. In addition, effective April 1, 2019, the Company changed its functional currency from United States Dollar to Canadian Dollar thereby having an impact on additional paid in capital and accumulated comprehensive income (loss). The presentation currency of the Company has remained unchanged at United States Dollar. Transactions denominated in currencies other than the functional currency are translated into the functional currency at the exchange rates prevailing at the dates of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All exchange gains or losses arising from translation of these foreign currency transactions are included in net income (loss) for the year. In translating the consolidated financial statements of the Company and its Canadian subsidiaries from their functional currency into the Company's reporting currency of United States dollars, balance sheet accounts are translated using the closing exchange rate in effect at the balance sheet date and income and expense accounts are translated using an average exchange rate prevailing during the reporting period. Adjustments resulting from the translation, if any, are included in cumulative other comprehensive income (loss) in stockholders' equity. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

CONCENTRATION OF RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash. The Company places its cash with high quality banking institutions. The Company did not have a cash balances in excess of the Federal Deposit Insurance Corporation limit as of December 31, 2020 and 2019.

INCOME TAXES

Under ASC 740, "Income Taxes," deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Valuation allowances are established when it is more likely than not that some or all of the deferred tax assets will not be realized. As of December 31, 2020, there were no deferred taxes due to the uncertainty of the realization of net operating loss or carry forward prior to expiration.

OPERATING LEASES

The Company leases office space and the production facility under operating lease agreements. The lease term begins on the date of initial possession of the leased property for purposes of recognizing lease expense on a straight-line basis over the term of the lease. Lease renewal periods are considered on a lease-by-lease basis and are generally not included in the initial lease term.

LOSS PER COMMON SHARE

FASB ASC 260, Earnings Per Share provides for calculations of "basic" and "diluted" earnings per share. Basic earnings (loss) per common share excludes dilution and is computed by dividing net income (loss) available to common stockholders by the weighted average common shares outstanding for the period. Diluted earnings (loss) per common share reflect the potential dilution of securities that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the income (loss) of the Company. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Convertible promissory notes, warrants and preferred stock as at December 31, 2020 are likely to be converted into shares of common stock, however, due to losses, their effect would be antidilutive. Refer to Note 18 for further details.

CONVERTIBLE NOTES PAYABLE AND DERIVATIVE INSTRUMENTS

The Company has adopted the provisions of ASU 2017-11 to account for the down round features of warrants issued with private placements effective as of January 1, 2017. In doing so, warrants with a down round feature previously treated as derivative liabilities in the consolidated balance sheet and measured at fair value are henceforth treated as equity, with no adjustment for changes in fair value at each reporting period. The Company accounted for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free-standing derivative financial instruments. ASC 815 provides for an exception to this rule when convertible notes, as host instruments, are deemed to be conventional, as defined by ASC 815-40. The Company accounts for convertible notes deemed conventional and conversion options embedded in non-conventional convertible notes which qualify as equity under ASC 815, in accordance with the provisions of ASC 470-20, which provides guidance on accounting for convertible securities with beneficial conversion features. Accordingly, the Company records, as a discount to convertible notes, the intrinsic value of such conversion options based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt.

STOCK BASED COMPENSATION

The Company accounts for stock based payments in accordance with the provision of ASC 718, which requires that all share-based payments issued to acquire goods or services, including grants of employee stock options, be recognized in the statement of operations based on their fair values, net of estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense related to share-based awards is recognized over the requisite service period, which is generally the vesting period.

The Company accounts for stock based compensation awards issued to non-employees for services, as prescribed by ASC 718-10, at either the fair value of the services rendered or the instruments issued in exchange for such services, whichever is more readily determinable. The Company issues compensatory shares for services including, but not limited to, executive, management, accounting, operations, corporate communication, financial and administrative consulting services.

MARKETING EXPENSES

Marketing, advertising and promotion expenditures are expensed in the annual period in which the expenditure is incurred.

IMPAIRMENT OF LONG-LIVED ASSETS

In accordance with ASC 360-10, the Company, on a regular basis, reviews the carrying amount of long-lived assets for the existence of facts or circumstances, both internally and externally, that suggest impairment. The Company determines if the carrying amount of a long-lived asset is impaired based on anticipated undiscounted cash flows, before interest, from the use of the asset. In the event of impairment, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the asset. Fair value is determined based on appraised value of the assets or the anticipated cash flows from the use of the asset or asset group, discounted at a rate commensurate with the risk involved.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the consolidated financial statements on a recurring basis. Additionally, the Company adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the consolidated financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability. The carrying amounts of financial assets such as cash approximate their fair values because of the short maturity of these instruments.

The estimated fair value of cash, accounts payable, and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments. The derivative liabilities of the promissory convertible notes are valued Level 3, refer to Note 17 for further details.

EQUITY METHOD INVESTMENTS

The Company uses the equity method of accounting for investments when the Company has the ability to significantly influence, but not control, the operations or financial activities of the investee. As part of this evaluation, the Company considers the participating and protective rights in the venture as well as its legal form. The Company records the equity method investments at cost and subsequently adjust their carrying amount each period for the Company's share of the earnings or losses of the investee and other adjustments required by the equity method of accounting. Distributions received from the equity method investments are recorded as reductions in the carrying value of such investments and are classified on the consolidated statements of cash flows pursuant to the cumulative earnings approach. Under this approach, distributions received are considered returns on investment and are classified as cash inflows from operating activities unless the cumulative distributions received, less distributions received in prior periods that were determined to be returns of investment, exceed the cumulative equity in earnings recognized from the investment. When such an excess occurs, the current period distributions up to this excess are considered returns of investment and are classified as cash inflows from investing activities.

The Company monitors equity method investments for impairment and record reductions in their carrying values if the carrying amount of an investment exceeds its fair value. An impairment charge is recorded when such impairment is deemed to be other-than-temporary. To determine whether an impairment is other-than-temporary, we consider our ability and intent to hold the investment until the carrying amount is fully recovered. Circumstances that indicate an impairment may have occurred include factors such as decreases in quoted market prices or declines in the operations of the investee. The evaluation of an investment for potential impairment requires us to exercise significant judgment and to make certain assumptions. The use of different judgments and assumptions could result in different conclusions. The Company has recorded impairment losses related to our equity method investments of $nil during the year ended December 31, 2020.

5. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The Company qualifies as an "emerging growth company" (EGC) under the 2012 JOBS Act. Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. As an emerging growth company, management can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. The management has elected to take advantage of the benefits of this extended transition period.

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (FASB) or other standard setting bodies that are adopted by the Company as of the specified effective date.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). In July 2018, the FASB issued ASU No. 2018-10, Codification Improvements to Topic 842, Leases (ASU 2018-10), which provides narrow amendments to clarify how to apply certain aspects of the new lease standard, and ASU No. 2018-11, Leases (Topic 842)—Targeted Improvements (ASU 2018-11), which addressed implementation issues related to the new lease standard. These and certain other lease-related ASUs have generally been codified in ASC 842. ASC 842 supersedes the lease accounting requirements in ASC Topic 840, Leases (ASC 840). ASC 842 establishes a right-of-use model that requires a lessee to record a right-of-use asset and a lease liability on the balance sheet for all leases. Under ASC 842, leases are classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. ASU 2016-02 was effective for annual reporting periods beginning after December 15, 2018 and interim periods within that reporting period (for "emerging growth company" from January 1, 2020). The Company adopted ASC 842 on January 1, 2020 using the effective date transition method. Prior period results continue to be presented under ASC 840 based on the accounting standards originally in effect for such periods.

The Company has elected certain practical expedients permitted under the transition guidance within ASC 842 to leases that commenced before January 1, 2020, including the package of practical expedients. The election of the package of practical expedients resulted in the Company not reassessing prior conclusions under ASC 840 related to lease identification, lease classification and initial direct costs for expired and existing leases prior to January 1, 2020. The Company elected the practical expedient to not record short-term leases on its consolidated balance sheet. The adoption of ASU 2016-02 did not have a significant impact on the Company's consolidated results of operations or cash flows. See Note 16 for additional information.

In August 2018, the FASB issued ASU 2018-13, "Changes to Disclosure Requirements for Fair Value Measurements", which will improve the effectiveness of disclosure requirements for recurring and nonrecurring fair value measurements. The standard removes, modifies, and adds certain disclosure requirements, and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 (for "emerging growth company" beginning after December 15, 2020). The Company will be evaluating the impact this standard will have on the Company's consolidated financial statements.

In June 2018, the FASB issued an accounting pronouncement (FASB ASU 2018-07) to expand the scope of ASC Topic 718, Compensation - Stock Compensation, to include share-based payment transactions for acquiring goods and services from nonemployees. The pronouncement is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted (for "emerging growth company" beginning after December 15, 2019). The Company has adopted this standard effective from January 1, 2020 and the adoption of this standard did not have any significant impact on the consolidated financial statements.

The FASB recently issued ASU 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470- 20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity, to reduce complexity in applying GAAP to certain financial instruments with characteristics of liabilities and equity. The guidance in ASU 2020-06 simplifies the accounting for convertible debt instruments and convertible preferred stock by removing the existing guidance in ASC 470-20, Debt: Debt with Conversion and Other Options, that requires entities to account for beneficial conversion features and cash conversion features in equity, separately from the host convertible debt or preferred stock. The guidance in ASC 470-20 applies to convertible instruments for which the embedded conversion features are not required to be bifurcated from the host contract and accounted for as derivatives. In addition, the amendments revise the scope exception from derivative accounting in ASC 815-40 for freestanding financial instruments and embedded features that are both indexed to the issuer's own stock and classified in stockholders' equity, by removing certain criteria required for equity classification. These amendments are expected to result in more freestanding financial instruments qualifying for equity classification (and, therefore, not accounted for as derivatives), as well as fewer embedded features requiring separate accounting from the host contract. The amendments in ASU 2020-06 further revise the guidance in ASC 260, Earnings Per Share, to require entities to calculate diluted earnings per share (EPS) for convertible instruments by using the if-converted method. In addition, entities must presume share settlement for purposes of calculating diluted EPS when an instrument may be settled in cash or shares. The amendments in ASU 2020-06 are effective for public entities for fiscal years beginning after December 15, 2021 with early adoption permitted (for "emerging growth company" beginning after December 15, 2023). The Company will be evaluating the impact this standard will have on the Company's consolidated financial statements.

6. PREPAID ASSET

At December 31, 2020, the Company had prepaid expenses of $46,775 compared to $37,702 as at December 31, 2019. The balance represents the security deposit for the leased land of the subsidiary's facility.

7. SALES TAX RECOVERABLE

At December 31, 2020, the Company had $95,386 of gross sales tax recoverable compared to $48,744 as at December 31, 2019. This is due to sales tax paid by the subsidiary on expenses incurred during the year which are recoverable from the government.

The Company has recorded an allowance in the amount of $19,924 (2019: $12,186) stemming from the potential uncollectible balances within the outstanding sales tax recoverable amount.

8. INVENTORY

At December 31, 2020, the inventory in the amount of $99,000 (2019: $124,000) consists of finished goods and is held at a third-party location as at December 31, 2020.

During the year ended December 31, 2019, the Company recorded a write-down of inventory to its net realizable value, in the amount of $51,640 due to decrease in inventory value and recorded an impairment in the amount of $150,954 due to obsolete inventory bringing the total inventory impairment amounting to $202,594.

In addition, the inventory in the amount of $99,000 (2019: $124,000) is secured against the loan provided by a related party and the Company's shareholder. Refer to Note 14 for further details.

9. INTANGIBLE ASSETS

Effective August 8, 2019, the Company entered into an Exclusive License Agreement ("License Agreement") with cGreen, Inc., a Delaware corporation ("cGreen"). The License Agreement granted the Company an exclusive license to manufacture and distribute the patent-pending THC antidote True Focus™ in the United States, Europe and the Caribbean. The term of the license were ten (10) years and four (4) months from the effective date of August 8, 2019. In consideration of the license, the Company would issue 10,000,000 shares of its common stock as follows: (i) 3.500,000 within ten (10) days of the effective date; (ii) 3,500,000 shares on January 10, 2020; and (iii) 3,000,000 shares not later than June 10, 2020. In addition, the Company would pay cGreen royalties of 7% of the net sales of the licensed products and 7% of all sublicensing revenues collected by the Company. The Company would pay cGreen an advance royalty of $300,000 within ten (10) days of the effective date; $300,000 on January 10, 2020; and $400,000 on or before June 10, 2020 and $500,000 on or before November 10, 2020. All advance royalty payments would be credited against the royalties owed by the Company through December 31, 2020. During the quarter ended December 31, 2019, the intangible asset was written off in the amount of $2,149,613 based on management's review and evaluation of its recoverability.

Additionally, during the quarter ended June 30, 2020, the Company was in arbitration with cGreen for the breaches of the terms of the License Agreement, however, through an early mediation, both companies reached to a settlement agreement to settle the breaches of the contract on July 27, 2020 ("Effective Date"). As per the settlement agreement, the License Agreement has been terminated and the Company does not have to issue the 10 million shares nor pay the outstanding royalty payable in the amount of $1,191,860. As consideration, the Company paid $130,000 within 30 days of the Effective Date and will pay $100,000 in monthly installments of $10,000 commencing in April 2021 to cGreen.

10. FIXED ASSETS AND CAPITAL WORK IN PROGRESS

The Company's subsidiary, Canary, initiated construction on its 44,000 square foot cannabis cultivation facility in September of 2017. Since then, extensive demolition and structural upgrades have been carried out at the site. During the year ended December 31, 2020, the Company has capitalized $42,505 (2019: $3,510,401) in payments to multiple vendors for the upgrade and renovation of the facility.

On May 1, 2019, the Company completed the construction of its 44,000 square foot cannabis cultivation facility and on May 14, 2019, the Company submitted a Site Evidence Package to Health Canada as part of the steps to obtain the license to cultivate cannabis at the Company's facility. On October 8, 2019, the Company was granted licenses to cultivate, process and sell cannabis pursuant to the Cannabis Act (Bill C-45). It has recorded depreciation expense of $225,585 during the year ended December 31, 2020 (2019: $nil).

The Company's other subsidiary, CannaKorp, has been utilizing its assets throughout the year and accordingly, has recorded depreciation expense of $78,618 during the year ended December 31, 2020 (2019: $29,025).

Below is a breakdown of the consolidated fixed asset, category wise:

	Furniture & fixture	Machinery & Equipment	Software	Leasehold improvements	Total
	$	$	$	$	$
Cost	757,797	772,306	43,643	7,141,818	**8,715,564**
Accumulated depreciation	(31,892)	(652,417)	(41,483)	(195,774)	**(921,567)**
	725,905	**119,889**	**2,160**	**6,946,044**	**7,793,997**

11. JOINT VENTURE

Effective May 14, 2020, Canary entered into a Joint Venture Agreement (“Joint Venture”) with 9258159 Canada Inc., a corporation organized under the laws of the Province of Ontario, Canada (referred to as “Thrive Cannabis”) and 2755757 Ontario Inc., a corporation organized under the laws of the Province of Ontario, Canada (referred to as “JVCo”). Canary and Thrive Cannabis each hold 50% of the voting equity interest in JVCo. The term of the Joint Venture is five (5) years from its effective date of May 14, 2020.

Under the Joint Venture, JVCo is permitted to use a portion, consisting of seven (7) rooms of Canary’s licensed cannabis cultivation facilities located in Simcoe, Ontario, Canada ("Licensed Site Portion”) for the purpose of operating and managing the Licensed Site Portion for the cultivation and process of cannabis pursuant to Canary’s license issued by Health Canada. During the term of the Joint Venture, JVCo will be responsible for the administration, operation and management of the Licensed Site Portion and all proceeds from the sale of the cannabis and related cannabis products cultivated therein will be payable to the JVCo.

In addition, Canary, Thrive Cannabis, and JVCo entered into a Unanimous Shareholder Agreement dated May 14, 2020 governing the management and administration of the business of JVCo.

As per the Joint Venture, Canary will provide the JVCo with a Hard Cost Loan with the maximum amount of $942,480 (CAD $1,200,000). This loan bears an interest rate of 7% per annum, matures in 12 months from effective date, and is be secured against the personal property of the JVCo and Thrive will guarantee one-half (1/2) of the outstanding balance of the loan. As at December 31, 2020, the loan advanced amounts to $263,109 (CAD $335,000) and interest income charged for the year ended in amount of $8,074 (CAD $10,280) is included in other income on the consolidated statement of operations and comprehensive loss and interest receivable in the amount of the same amount is included in receivable from joint venture on the consolidated balance sheet.

The JVCo will reimburse Canary for certain expenses incurred by Canary for the cultivation and processing of cannabis products. As at December 31, 2020, the total eligible recoverable expenses were $1,123,731 (CAD $1,430,776) leading to a recoverable amount of $1,091,834 (CAD $1,390,163). The JVCo recorded sales of $108,930 (CAD $138,694) during the quarter end of December 31, 2020. The entire revenue was sold to one customer.

The JVCo shall make payments out of the revenues, net of applicable taxes and expenses (“Net Income”), in accordance with the following order of priority:

a) First, the payment of recoverable expenses, explained below;
b) Second, to the repayment of the Hard Cost Loan until repaid in full;
c) Third, to the repayment of the Soft Costs (costs of services and materials provide by Thrive Cannabis) until repaid in full;
d) Finally, any remaining Net Income shall be distributed, on a monthly basis, as follows:
    (i) For the first two (2) years following execution of this Agreement, Canary shall receive 60% and Thrive Cannabis shall receive 40%; and
    (ii) For the three (3) years following such period, Canary shall receive 57.5% and Thrive shall receive 42.5%.

The net equity of the JVCo as at December 31, 2020 was negative $523,496 (CAD $666,534) resulting in a loss of equity for $261,748 (CAD $333,267). The JV had liabilities of $1,363,018 (CAD $1,735,444) and assets of $839,522 (CAD $1,068,910).

12. GOODWILL

Business Acquisition

ASC Topic 805, “Business Combinations” requires that all business combinations be accounted for using the acquisition method and that certain identifiable intangible assets acquired in a business combination be recognized as assets apart from goodwill. ASC Topic 350, “Intangibles-Goodwill and Other” (“ASC 350”) requires goodwill and other identifiable intangible assets with indefinite useful lives not be amortized, such as trade names, but instead tested at least annually for impairment (which the Company tests each year end, absent any impairment indicators) and be written down if impaired. ASC 350 requires that goodwill be allocated to its respective reporting unit and that identifiable intangible assets with finite lives be amortized over their useful lives.

CannaKorp Inc.

Effective January 25, 2019, the Company entered into an Agreement and Plan of Share Exchange (“Exchange Agreement”) with CannaKorp Inc., a Delaware corporation (“CannaKorp”). Company had previously entered into a Letter of Intent with CannaKorp dated November 30, 2018 which was disclosed in the Company’s report on Form 8-K filed December 4, 2018.

The Exchange Agreement provides that, subject to its terms and conditions, the Company issued to the CannaKorp shareholders an aggregate of 30,407,412 shares of the Company’s common stock, based on a price per share of $0.10, in exchange for 100% of the issued and outstanding common stock of CannaKorp held by the CannaKorp shareholders. In addition, the Company will issue Common Stock Purchase Warrants (“Warrants”) in exchange for all outstanding and promised CannaKorp stock options. The Warrants will grant the holders thereof the right to purchase up to approximately 7,211,213 shares of the Company’s common stock. The Company will also assume all outstanding liabilities of CannaKorp. Upon the closing of the Exchange Agreement, CannaKorp will continue its business operations as a subsidiary of the Company. The transaction was closed effective March 1, 2019.

Due to the publicly traded nature of the Company’s shares of the common stock, the equity issuance of the shares was considered to be a more reliable measurement of fair market value of the transaction compared to having a separate valuation of the net assets.

This acquisition was accounted for using the acquisition method of accounting. The fair value of assets, liabilities and intangible assets and the purchase price allocation as of March 1, 2019 was as follows:

	Allocation of Purchase Price

	$
Cash	18,961
Accounts Receivable	2,068
Inventory	326,595
Prepaid and other receivables	89,585
Property and equipment, net	88,129
Total assets	**525,338**
Accounts payable	(1,365,790)
Accrued expenses and other current liabilities	(286,435)
Deferred revenue	(128,158)
Payable to related parties	(753,738)
Total liabilities	**(2,534,121)**
Net liabilities	**(2,008,783)**
Goodwill	6,071,627
Total net assets acquired	**4,062,844**

The purchase consideration of 30,407,412 shares and 7,211,213 warrants of the Company's common stock valued as detailed below:

	$
Number of Common Stock	30,407,712
Market price on the date of issuance	0.108
Fair value of Common Stock	**3,284,033**

	$
Number of warrants	7,211,213
Fair value price per warrant	0.108
Fair value of warrant	**778,811**

Fair value of Common Stock	3,284,033
Fair value of warrant	778,811
Purchase consideration	**4,062,844**

The fair value of these warrants was measured at the date of acquisition using the Black-Scholes option pricing model using the following assumptions:

- Forfeiture rate of 0%;
- Stock price of $0.108 per share;
- Exercise price between the range of $0.13 to $0.15 per share
- Volatility at 635.49%
- Risk free interest rate of 2.55%;
- Expected life of 2 years; and
- Expected dividend rate of 0%

During the quarter ended December 31, 2019, the goodwill was revaluated after the completion of CannaKorp's audit of the year ended December 31, 2018. This resulted in changing the balance on acquisition date, March 1, 2019 thereby increasing the goodwill by $369,315 to $6,071,627.

During the year ended, December 31, 2019, the Company identified circumstances which would call for evaluation of goodwill impairment and therefore impaired $1,485,925 reducing the goodwill related to the CannaKorp to $4,585,702.

During the year ended, December 31, 2020, the Company identified circumstances which would call for evaluation of goodwill impairment and therefore impaired the remaining balance of goodwill related to the CannaKorp to $nil.

Refer to Note 18 for details on warrants.

Visava Inc./Canary Rx Inc.

On June 27, 2018, the Company entered into an Agreement and Plan of Share Exchange ("Exchange Agreement") with Visava Inc., a private Ontario, Canada corporation ("Visava"). Visava owns 100% of Canary Rx Inc., a Canadian corporation that holds a leasehold interest in a parcel of property located in Ontario's Garden Norfolk County for the production of cannabis.

Pursuant to the Agreement, the Company acquired 100% of the issued and outstanding shares of Visava Inc. in exchange for the issuance of 25,500,000 shares of the Company's Common Stock and will issue to the Visava shareholders, prorata Common Stock Purchase Warrants purchasing an aggregate of 25,000,000 shares of the Company's Common Stock at a price per share of $0.10 for a period of two years following the issuance date of the Warrants. As a result of this transaction, Visava Inc. became a wholly owned subsidiary of the Company and the former shareholders of Visava Inc. owned approximately 46.27% of the Company's shares of Common Stock. The transaction was closed effective August 2, 2018. During the quarter ended, September 30, 2020, all of the warrants expired, none were exercised.

This acquisition was accounted for using the acquisition method of accounting. The fair value of assets, liabilities and intangible assets and the purchase price allocation as of August 2, 2018 was as follows:

	Allocation of Purchase Price
	$
Prepaid and other receivables	15,368
Sales tax recoverable	133,614
Furniture and equipment	897
Capital work in progress	898,422
Total assets	**1,048,301**
Bank overdraft	(63,693)
Accounts payable	(1,158,164)
Payable to related parties	(101,797)
Total liabilities	**(1,323,654)**
Net liabilities	**(275,353)**
Goodwill	3,594,195
Total net assets acquired	**3,318,842**

	$
Number of Common Stock	25,500,000
Market price on the date of issuance	0.067
Fair value of Common Stock	**1,695,750**

	$
Number of warrants	25,000,000
Fair value price per warrant	0.065
Fair value of warrant	**1,623,092**

Fair value of Common Stock	1,695,750
Fair value of warrant	1,623,092
Purchase consideration	**3,318,842**

The fair value of these warrants was measured at the date of acquisition using the Black-Scholes option pricing model using the following assumptions:

- Forfeiture rate of 0%;
- Stock price of $0.067 per share;
- Exercise price of $0.10 per share
- Volatility at 329%
- Risk free interest rate of 2.66%;
- Expected life of 2 years; and
- Expected dividend rate of 0%

Refer to Note 18 for details on warrants.

During the year ended December 31, 2020 and 2019, the Company has identified no circumstances which would call for further evaluation of goodwill impairment related to Canary.

Goodwill

The Company tests for impairment of goodwill at the reporting unit level. In assessing whether goodwill is impaired, the Company utilize the two-step process as prescribed by ASC 350. The first step of this test compares the fair value of the reporting unit, determined based upon discounted estimated future cash flows, to the carrying amount, including goodwill. If the fair value exceeds the carrying amount, no further work is required and no impairment loss is recognized. If the carrying amount of the reporting unit exceeds the fair value, the goodwill of the reporting unit is potentially impaired and step two of the goodwill impairment test would need to be performed to measure the amount of an impairment loss, if any. In the second step, the impairment is computed by comparing the implied fair value of the reporting unit's goodwill with the carrying amount of the goodwill. If the carrying amount of the reporting unit's goodwill is greater than the implied fair value of its goodwill, an impairment loss in the amount of the excess is recognized and charged to statement of operations.

13. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable amounting to $1,809,120 as at December 31, 2020, primarily represents consulting and construction services related to capital work in progress amounting to 141,935, interest on promissory notes and loans amounting to $403,865, and outstanding plus accrued professional fees of $1,002,098.

Accounts payable amounting to $2,494,588 as at December 31, 2019, primarily represents consulting and construction services related to capital work in progress amounting to $1,079,498, interest on promissory notes and loan amounting to $53,945, and outstanding plus accrued professional fees of $951,000.

14. RELATED PARTY TRANSACTIONS AND BALANCES

During the year ended December 31, 2020, the Company expensed $286,978 (December 31, 2019: $1,481,284) in management service fee for services provided by the current key officers of the company.

The breakdown of the related party balance as at December 31, 2020 in the amount of $9,934,960 (December 31, 2019: $431,660) is below:

Debt purchase by CL Investors Inc.

On June 15, 2020, the Company and its subsidiaries, entered into a Debt Purchase and Assignment Agreement ("Agreement") with CL Investors Inc. ("CLI). June 15th was preliminary date of the agreement and the agreement was not finalized until the later date as indicated below.

The CEO of the Company, is the Secretary of CLI, a director of the Company, is a shareholder of CLI and the brother of CEO, is the President and sole director of CLI therefore the loan from CLI is classified under related party transactions.

Pursuant to the Agreement, CLI purchased from the Company for the sum of $2,277,660, (CAD $2,900,000) a debt obligation owing from Canary to the Company in the principal balance of $8,325,240 (CAD $10,600,000 ("Canary Debt")). Upon receipt of the consideration, the Company loaned the full sum to Canary under terms of an unsecured, non-interest-bearing promissory note, subject to a covenant by the Company not to take any collection action so long as the Canary Debt remains unpaid to CLI. As at December 31, 2020, $78,540 (CAD $100,000) is still outstanding from CLI which is presented as other receivable on the consolidated balance sheet.

The Canary debt owed to CLI from Canary bears an interest at 5% per annum and matures on August 14, 2025. The repayment of the debt is guaranteed by the Company and its subsidiaries plus secured by a general security interest in the assets of the Company and its subsidiaries and a pledge by the Company of all of the issued and outstanding common stock of Canary, Visava and CannaKorp Inc. held by the Company. In addition to the above, CLI has been granted an option, in lieu of repayment of the amended Canary Debt, to demand, in its sole and absolute discretion the transfer, assignment and conveyance of 75% of the issued and outstanding capital stock of Visava and Canary. Furthermore, the President and sole director of CLI has been granted an option to acquire the remaining 25% of the issued and outstanding capital stock of Visava and Canary. Interest expense charged for the year ended in amount of $158,411 (CAD $201,694) is included in interest and bank charges on the consolidated statement of operations and comprehensive loss and accrued interest of same the amount is included in accounts payable and accrued liabilities on the consolidated balance sheet.

The repayment schedule of the minimum principal payments is shown below:

2021	$	1,031,320
2022	$	1,676,423
2023	$	2,244,683
2024	$	2,144,931
2025	$	1,227,883
Total	$	8,325,240
Current portion	$	(1,031,320)
Non-current portion	$	7,293,920

Effective August 14, 2020, the Agreement was amended ("Amendment") to provide that CLI will purchase from Rubin Schindermann, a director of the Company, 500,000 shares of the Company's Series A Preferred Stock in consideration of the payment by CLI to Rubin Schindermann of $78,540 (CAD $100,000) and the issuance to Mr. Schindermann of 10,000,000 shares of the Company's common stock. In consideration of the foregoing, Mr., Schindermann resigned as a director of the Company and from any and all administrative and executive positions with the Company's subsidiaries. In addition, the Company issued Common Stock Purchase Warrant for 10,000,000 shares of Target common stock to CLI as consideration for the Agreement. Refer to Note 18 for additional details on warrants. The combined impact of both transactions resulted in debt issuance cost of $263,495. This debt issuance cost will be amortized over the term of the debt on straight line basis. As at December 31, 2020, the balance is $243,440 of which $52,845 is current while $190,595 is non-current.

Shareholder loan

On December 20, 2019, one of the Company's shareholders provided a loan up to $785,400 (CAD $1,000,000). The loan bears an annual interest rate of 16%, is secured by all assets owned by the Company and its subsidiaries including leasehold improvements and matures in one year that is December 20, 2020. During the year ended December 31, 2020, the loan maximum was increased by $785,400 (CAD $1,000,000). This additional loan bears an annual interest rate of 43% and has a lender fee of 10%. Due to above amendment, the maximum loan which the company can borrow is $1,570,800 (CAD $2,000,000) which is also the outstanding balance as at December 31, 2020. Interest expense charged for the year ended in amount of $336,503 (CAD $428,448) is included in interest and bank charges on the consolidated statement of operations and comprehensive loss and accrued interest in the amount of $196,257 (CAD $249,882) is included in accounts payable and accrued liabilities on the consolidated balance sheet.

Shareholder promissory note

Effective April 20, 2020, the Company issued its promissory note ("Note") to one of the Company's shareholders in the principal amount of $236,993. The Note contained an original issue discount of $15,300 resulting in net proceeds to the Company of $221,693. The Note carried interest at the rate of 12% per annum and the note matured on April 20, 2021. During the quarter ended, September 30, 2020, the Company paid the outstanding balance and accrued interest in full, in the amount of $251,213.

Outstanding management service fee

The balance owing to key officers of the Company is $217,359 (December 31, 2019: $134,580). The outstanding balance are primarily outstanding management service fee. During the year ended December 31, 2020, nil shares (December 31, 2019: 17,834,850 shares) were issued for these services performed as of and for the year ended December 31, 2020.

Balances outstanding related to subsidiaries

On February 22, 2020, Randal MacLeod, who is shareholder in the Company and former President of the subsidiary, Visava terminated his employment agreement and during the year ended December 31, 2020, $54,307 (December 31, 2019: $196,991) was paid as remuneration for management services included in salaries and wages. As at December 31, 2020, the balance owing is $nil (December 31, 2019: $18,582).

During the year ended December 31, 2019, the Company settled with the loan holders provided to the Company's subsidiary, CannaKorp. Total amount subject to settlement was $817,876 which includes accrued interest and accrued payroll. The company settled by paying $954,374 as consideration of cash, 920,240 shares (recorded in shares to be issued) and warrants of 920,240 shares with an exercise price of $0.15 per share. This resulted in a settlement loss of $136,498. Of the total settlement amount, as at December 31, 2020 and 2019, $65,000 was outstanding to be paid. This amount includes late payment penalties of $25,000.

During the year ended December 31, 2020, the Company has purchased $nil of consulting services from GTA Angel Group which is partially owned by the Company's CEO's brother. The balance outstanding as at December 31, 2020 is $26,625 and is included in accounts payable and accrued liabilities.

During the year ended December 31, 2020, the Company has purchased consulting services amounting to $14,782 from BaK Consulting which is owned by one of the Company's director. The balance outstanding as at December 31, 2020 is $nil.

During the year ended December 31, 2020, the Company leases its principal executive office premise from Norlandam Marketing Inc., a company owned by one of directors and rent payments amounted to $25,600. The outstanding balance as at December 31, 2020 is balance of $5,379.

15. SHAREHOLDER ADVANCES AND RECEIVABLE

Shareholder advances represent expenses paid by the owners from personal funds. The amount is non-interest bearing, unsecured and due on demand. The amount of advance as at December 31, 2020 and 2019 were $nil while the amount of receivable as at December 31, 2020 and 2019 were $nil and $2,025, respectively. The amounts repaid during the year ended December 31, 2020 and 2019 were $nil and $203,945, respectively. During the year ended December 31, 2020 and 2019, $nil and $133,423 was settled through issuance of shares of common stock. Refer to Note 14 for details.

16. OPERATING LEASE RIGHT-OF-USE ASSETS AND LEASE LIABILITY

The Company adopted ASC 842 as of January 1, 2019, using a modified retrospective approach and applying the standard's transition provisions at January 1, 2020, the effective date. The Company made an accounting policy election to exclude from balance sheet reporting those leases with initial terms of 12 months or less. The Company determines if an arrangement is a lease at inception. This determination generally depends on whether the arrangement conveys to the Company the right to control the use of an explicitly or implicitly identified fixed asset for a period of time in exchange for consideration. Control of an underlying asset is conveyed to the Company if the Company obtains the rights to direct the use of and to obtain substantially all of the economic benefits from using the underlying asset. The Company has lease agreements which include lease and non-lease components, which the Company has elected to account for as a single lease component for all classes of underlying assets. Lease expense for variable lease components is recognized when the obligation is probable.

Right-of-use assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. ASC 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. As an implicit interest rate is not readily determinable in the Company's leases, the incremental borrowing rate is used based on the information available at adoption date in determining the present value of lease payments. The lease term for all of the Company's leases includes the non-cancellable period of the lease plus any additional periods covered by either a Company option to extend (or not to terminate) the lease that the Company is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor. Options for lease renewals have been excluded from the lease term (and lease liability) for the majority of the Company's leases as the reasonably certain threshold is not met.

The Company does not own any real property. It currently leases two office/facility spaces. For accounting purposes, this lease is treated as an operating lease. Upon adoption of ASC 842, the Company recognized $1,773,600 (CAD $2,258,212) of right-to-use assets as operating leases and operating lease obligations. The right-to-use asset was reduced by $1,641,424 (CAD $2,089,921) due to recognition of the prior deferred rent liability which was eliminated upon adoption of ASC 842. Details of these leases are detailed below:

The Company is a party to a 5-year lease agreement (initiated on September 2018) with respect to its office premises. Total minimum rent for the premises is $872 (CAD $1,100) plus applicable taxes per month. On the first anniversary date, the minimum rent per month will increase to $894 (CAD $1,138) plus applicable taxes, on the second anniversary date, the minimum rent per month will increase to $915 (CAD $1,166) plus applicable taxes, on the third anniversary date, the minimum rent per month will increase to $937 (CAD $1,193) plus applicable taxes, on the fourth anniversary date, the minimum rent per month will increase to $959 (CAD $1,221) plus applicable taxes.

The Company's subsidiary, Canary, is a party to a 10-year lease agreement (initiated on July 2014) with respect to its facility to produce Craft Cannabis at Scale. The lease agreement was amended effective January 1, 2020, where the amended 10-year term starts on May 1, 2020 and provides the Company an option to extend for three (3) additional terms of ten (10) years. Additionally, effective January 1, 2020, the amended agreement increased the minimum rent to $27,489 (CAD $35,000) plus applicable taxes per month and on each anniversary date, commencing from January 1, 2021, the minimum rent will increase by 1.00%. Furthermore, only the current 10-year term has been factored into the calculation of the lease liability. Effective May 1, 2020, due to the implementation of the new lease, $737,467 (CAD $988,293) was forgiven by the landlord and one vendor.

These leases will expire between 2023 and 2030. The weighted average discount rate used for these leases were 16% (average borrowing rate of the Company). Maturities of lease liabilities were:

	$
2021	344,240
2022	347,834
2023	347,538
2024	343,262
Thereafter	1,889,951
Total lease payment	3,272,825
Less imputed interest	(1,567,263)
Present value of lease liabilities	1,705,562
Current portion	(83,196)
Non-current portion	1,622,366

Below is the reconciliation of the net operating lease presented on the consolidated statement of operations:

	For the year ended December 31, 2020 $
Gross operating lease expense	289,083
Gross rent and utilities expenses	270,366
Recoverable expenses from JVCo related to rent and utilities	(429,269)
	130,180

As explained in Note 11, the JVCo reimburses certain percentage of gross expenses incurred by Canary which includes rent and utilities. Due to this unique circumstance and since operating lease expense are related to rent expenses, the Company has decided to group the operating lease expenses, all lease related expenses and the recoverable amount from JVCo to show a net operating lease expense.

17. CONVERTIBLE PROMISSORY NOTES

Below lists the convertible promissory notes the Company has issued:

Convertible promissory note issued on October 18, 2019, amounting to $168,300 (Note R).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was April 18, 2021.

2. Interest on the unpaid principal balance of this Note accrued at the rate of 12% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 75% of the lowest closing bid price of the Company’s common stock for the fifteen (15) trading days prior to the date of conversion.

4. The Company was not obligated to accept any conversion request before six months from the date of the note.

5. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company’s then issued and outstanding common stock after the conversion.

During the quarter ended June 30, 2020, the Company settled the outstanding balance of Note R in full with a cash payment and recorded a loss of $43,156 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement.

Convertible promissory note issued on February 16, 2019, amounting to $103,000 (Note Q).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was August 16, 2020.

2. Interest on the unpaid principal balance of this Note accrued at the rate of 12% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 61% of the lowest closing bid price of the Company’s common stock for the fifteen (15) trading days prior to the date of conversion.

4. The Company was not obligated to accept any conversion request before six months from the date of the note.

5. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company’s then issued and outstanding common stock after the conversion.

During the quarter ended June 30, 2019, the Company settled the outstanding balance in full with a cash payment and recorded a loss of $35,173 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement.

Convertible promissory note issued on December 24, 2018, amounting to $83,000 (Note P).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was June 24, 2020.

2. Interest on the unpaid principal balance of this Note accrued at the rate of 12% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 61% of the average of the three (3) lowest trading price of the Company’s common stock for the fifteen (15) trading days prior to the date of conversion.

4. The Company was not obligated to accept any conversion request before six months from the date of the note.

5. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company’s then issued and outstanding common stock after the conversion.

During the quarter ended June 30, 2019, the Company settled the outstanding balance in full with a cash payment and recorded a loss of $36,085 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement.

Convertible promissory note issued on November 28, 2018, amounting to $75,000 (Note O).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was November 28, 2019.

2. Interest on the unpaid principal balance of this Note accrued at the rate of 10% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 52% of the lowest trading price of the Company's common stock for the twenty (20) trading days prior to the date of conversion.

4. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

During the quarter ended June 30, 2019, the Company settled the outstanding balance in full with a cash payment and recorded a loss of $27,526 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement.

Convertible promissory note issued on September 5, 2018, amounting to $103,000 (Note N).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was December 5, 2019.

2. Interest on the unpaid principal balance of this Note accrued at the rate of 12% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 61% of the average of the three (3) lowest trading price of the Company's common stock for the fifteen (15) trading days prior to the date of conversion.

4. The Company was not obligated to accept any conversion request before six months from the date of the note.

5. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

During the quarter ended March 31, 2019, the Company settled the outstanding balance in full with a cash payment and recorded a loss of $27,368 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement.

Convertible promissory note issued on August 9, 2018, amounting to $65,000 (Note M).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was September 9, 2019.

2. Interest on the unpaid principal balance of this Note accrued at the rate of 10% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 52% of the lowest closing bid price of the Company's common stock for the twenty (20) trading days prior to the date of conversion.

4. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

During the quarter ended March 31, 2019, the Company settled the outstanding balance in full with a cash payment and recorded a loss of $23,342 as settlement of debt in the consolidated statement of operations. The loss is due to the prepayment penalty as per the note agreement.

Convertible promissory note issued on January 16, 2018, amounting to $28,000 (Note L).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was October 30, 2018.

2. Interest on the unpaid principal balance of this Note accrues at the rate of 12 % per annum.

3. In the event the Note holder exercises the right of conversion, the conversion price will be equal to 58% of the lowest closing bid price of the Company's common stock for the fifteen (15) trading days prior to the date of conversion.

4. As maturity date has passed, the Company is now obligated to accept all conversion requests on the note.

5. Conversion is limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

During the year ended December 31, 2017, the Company issued convertible promissory notes, details of which are as follows:

Convertible Redeemable note issued on November 28, 2017, amounting to $33,000 (Note K).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was March 10, 2019.

2. Interest on the unpaid principal balance of this Note shall accrue at the rate of 12 % per annum.

3. In the event the Note holder exercises the right of conversion, the conversion price will be equal to 58% of the lowest closing bid price of the Company's common stock for the twenty (15) trading days prior to the date of conversion. During June 2018, an amendment to the note was executed where by the conversion price was fixed at $0.0151 per share.

4. As maturity date has passed, the Company is now obligated to accept all conversion requests on the note.

5. Conversion is limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

Convertible promissory note issued on January 31, 2017 amounting to $33,000 (Note I).

The key terms/features of the convertible note are as follows:

1. The maturity date of the note was November 5, 2017

2. Interest on the unpaid principal balance of this note accrued at the rate of 12% per annum.

3. In the event the Note holder exercised the right of conversion, the conversion price would be equal to 58% of the average of the three (3) lowest closing bid price of the Company's common stock for the fifteen (15) trading days prior to the date of conversion.

4. As maturity date has passed, the Company is now obligated to accept all conversion requests on the note.

5. Conversion was limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

The Company converted the outstanding principal and accrued interest balance of Note I during quarter ended June 30, 2020.

Convertible Redeemable notes issued on October 18, 2016, amounting to $100,000 and $25,000 (Notes F and G).

The key terms/features of the convertible note are as follows:

1. The maturity date of the Note was July 18, 2017.

2. Interest on the unpaid principal balance of this Note accrues at the rate of 7 % per annum.

3. In the event the Note holder exercises the right of conversion, the conversion price will be equal to 57.5% of the lowest trading price of the Company's common stock for the twenty (20) trading days prior to the date of conversion.

4. As maturity dates has passed, the Company is now obligated to accept all conversion requests on the note.

5. Conversion is limited to the holder beneficially holding not more than 9.99% of the Company's then issued and outstanding common stock after the conversion.

During the six months ended June 30, 2018, the Company entered into a Debt Exchange Agreement with the holder of the convertible note F and G. The outstanding principal amounts of the notes were extinguished and settled by issuance of 2,500,000 common shares of the Company. The Company recorded a loss of $267,522 as a result of this settlement.

Convertible promissory note issued on May 13, 2016, amounting to $75,000 (Note D).

The key terms/features of the convertible note are as follows:

1. The maturity date of the note was May 13, 2017.

2. Interest on the unpaid principal balance of this note accrues at the rate of 8 % per annum.

3. In the event the Note holder exercises the right of conversion, the conversion price will be equal to 52% of the lowest closing bid price of the Company's common stock for the twenty (20) trading days prior to the date of conversion.

4. As maturity date has passed, the Company is now obligated to accept all conversion requests on the note.

5. Conversion is limited to the holder beneficially holding not more than 4.99% of the Company's then issued and outstanding common stock after the conversion.

Interest amounting to $12,182 was accrued for the year ended December 31, 2020 (2019: $75,348).

Principal amount outstanding as at December 31, 2020 and 2019 was $3,128 and $200,488, respectively. As at December 31, 2020, the entire balance was current while in comparison, as at December 31, 2019, $32,188 is current portion while $168,300 is the non-current portion.

All notes maturing prior to the date of this report are outstanding.

Derivative liability

During the year ended December 31, 2020, holders of convertible promissory notes converted principal and interest amounting to $29,060 and $11,710, (2019: $159,908 and $77,353), respectively. The Company recorded and fair valued the derivative liability as follows:

	Derivative liability as at December 31, 2019 $	Conversions / Redemption during the period $	Change due to Issuances $	Fair value adjustment $	Derivative liability as at December 31, 2020 $
Note D	1,257	—	—	(191)	1,066
Note F	9,864	—	—	(2,000)	7,864
Note G	3,583	—	—	(726)	2,857
Note I	32,049	(20,639)	—	(11,410)	—
Note K	783	—	—	(502)	281
Note R	103,298	(91,009)	—	(12,289)	—
	150,834	**(111,648)**	**—**	**(27,118)**	**12,068**

Key assumptions used for the valuation of convertible notes

Derivative element of the convertible notes was fair valued using multinomial lattice model. Following assumptions were used to fair value these notes as at December 31, 2020:

- Projected annual volatility of 182.3%;
- Risk free interest rate of 0.06%;
- Stock price of $0.014;
- Liquidity term of 0.25 years;
- Dividend yield of 0%; and
- Exercise price of a range between $0.0055 to $0.0151.

18. STOCKHOLDERS' EQUITY

On July 3, 2017, the Company filed an amended Certificate of Incorporation in Delaware to increase its authorized common stock to 20,000,000,000 shares. The Company's authorized preferred stock remained at 20,000,000 shares. 1,000,000 shares of Preferred Stock having a par value of $0.0001 per share shall be designated as Series A Preferred Stock ("Series A Stock").

Effective September 25, 2018, the Company filed an amended Certificate of Incorporation in Delaware to decrease its authorized common stock to 850,000,000 shares. The Company's authorized preferred stock remained at 20,000,000 shares.

Capitalization

The Company is authorized to issue 850,000,000 shares of common stock, par value $0.0001, of which 573,277,094 shares are outstanding as at December 31, 2020 (at December 31, 2019: 571,145,968 shares of common stock issued and outstanding). The Company is also authorized to issue 20,000,000 shares of preferred stock, par value $0.0001, of which 1,000,000 shares were outstanding as at December 31, 2020 and 2019.

As of December 31, 2020, convertible notes, warrants and preferred stock warrants outstanding could be converted into 6,928,486 (2019: 27,535,127), 364,891,384 (2019: 412,654,530) and 100,000,000 (2019: 100,000,000) shares of common stock, respectively. These together will exceed the authorized common share limit; however, majority of the warrants are unlikely to be exercised due to the depressed share price.

Preferred Stock

Shares of preferred stock may be issued from time to time in one or more series as may be determined by the board of directors. The board of directors may fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof without any further vote or action by the stockholders of the Company, except that no holder of preferred stock shall have pre-emptive rights. Any shares of preferred stock so issued would typically have priority over the common stock with respect to dividend or liquidation rights. The board of directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by law or otherwise.

Series A Preferred Stock ("Series A Stock")

Dividends shall be declared and set aside for any shares of Series A Stock in the same manner and amount as for the Common Stock. Series A Stock, as a class, shall have voting rights equal to a multiple of 2X the number of shares of Common Stock issued and outstanding that are entitled to vote on any matter requiring shareholder approval. The Series A Stock holders shall not vote as a separate class but shall vote together with the common stock on all matters, including any amendment to increase or decrease the authorized capital stock. Upon the voluntary or involuntary dissolution, liquidation or winding up of the corporation, the assets of the Company available for distribution to its shareholders shall be distributed to the holders of common stock and the holders of the Series A Stock ratably without any preference to the holders of the Series A Stock. Shares of Series A Stock can be converted at any time into fully-paid and nonassessable shares of Common Stock at the rate of One Hundred (100) shares of Common Stock for each One (1) share of Series A Stock.

Common Stock

Holders of shares of common stock are entitled to one vote for each share on all matters to be voted on by the stockholders. Holders of common stock do not have cumulative voting rights.

Subject to preferences that may be applicable to any outstanding shares of preferred stock, the holders of common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the board of directors in its discretion from funds legally available therefore.

Holders of common stock have no pre-emptive rights to purchase the Company's common stock. There are no conversion or redemption rights or sinking fund provisions with respect to the common stock. The Company may issue additional shares of common stock which could dilute its current shareholder's share value.

2020

During the quarter ended December 31, 2019, the Company had found an error in issuing in the incorrect private placement and therefore had recorded a subscription receivable in the amount of $220,000 based on the cash proceeds of the private placement and this was offset by shares to be issued, therefore, a net zero effect on equity. During quarter ended March 31, 2020, the incorrect number of shares, 11,000,000, were cancelled.

During the quarter ended March 31, 2020, 15,624 shares of common stock to be issued as consideration of the intellectual property rights granted by Smit to the Company's subsidiary, Canary. These were recorded at fair value of $193, based on the market price of the Company's stock on the date of agreement. These are currently recorded under shares to be issued and will be allocated between common stock and additional paid in capital once the shares are issued.

During the quarter ended June 30, 2020, the Company issued 3,131,126 shares of common stock to individual on conversion of a convertible promissory note amounting to $40,770 (including principal balance and accrued interest). In addition, 5,208 shares of common stock to be issued as consideration of the intellectual property rights granted by Smit to the Company's subsidiary, Canary. These were recorded at fair value of $42, based on the market price of the Company's stock on the date of agreement. These are currently recorded under shares to be issued and will be allocated between common stock and additional paid in capital once the shares are issued.

As explained in Note 14, during the quarter ended September 30, 2020, the Company issued 10,000,000 shares of common stock to a director of the company pursuant to Amendment to the Debt Purchase and Assignment Agreement ("Agreement") with CLI. These were recorded at fair value of $130,000, based on the market price of the Company's stock on the date of agreement. In addition, 26,040 shares of common stock to be issued as consideration of the intellectual property rights granted by Smit to the Company's subsidiary, Canary. These were recorded at fair value of $353, based on the market price of the Company's stock on the date of agreement. These are currently recorded under shares to be issued and will be allocated between common stock and additional paid in capital once the shares are issued. In addition, CLI purchased 500,000 shares of the Company's Series A Preferred Stock from a director of the company, Rubin Schindermann, thus gaining voting control.

During the quarter ended December 31, 2020, the Company issued 15,624 shares of common stock to be issued as consideration of the intellectual property rights granted by Smit to the Company's subsidiary, Canary. These were recorded at fair value of $215, based on the market price of the Company's stock on the date of agreement. These are currently recorded under shares to be issued and will be allocated between common stock and additional paid in capital once the shares are issued.

2019

During the quarter ended March 31, 2019, the Company issued 588,237 shares of common stock to individuals on conversion of convertible promissory notes amounting to $30,000. Additionally, the Company issued 30,407,412 shares of common stock to shareholders of CannaKorp Inc. as per the Exchange Agreement mentioned in Note 1.

During the quarter ended March 31, 2019, the Company sold 226,441,371 shares of common stock as consideration for private placements. These were recorded at fair value of $4,558,282, based on the cash proceeds received by the Company. As part of consideration for the private placement, the Company also agreed to issue warrants to purchase 226,554,129 shares of common stock.

Effective April 1, 2019, the Company changed its functional currency from United States Dollar to Canadian Dollar thereby having an impact on prepaid expenses, additional paid in capital and accumulated comprehensive income (loss) in the amount of $600, $339,007 and $339,607. The presentation currency of the Company has remained unchanged at United States Dollar.

During the quarter ended June 30, 2019, the Company issued 10,562,252 shares of common stock to individuals on conversion of convertible promissory notes amounting to $159,490.

250,000 shares of common stock to be issued as consideration of the intellectual property rights granted by Smit to the Company's subsidiary, Canary. These were recorded at fair value of $27,000, based on the market price of the Company's stock on the date of agreement. These were initially recorded under shares to be issued and allocated between common stock and additional paid in capital during the quarter ended June 30, 2019 when the shares were issued.

During the quarter ended June 30, 2019, the Company issued 6,600,000 and 8,234,850 shares of common stock to Rubin Schindermann and Alexander Starr, respectively, as consideration to settle outstanding management fee and shareholder advances recorded at fair value of $1,665,329. Plus, 3,000,000 shares of common stock were issued as a bonus for completing the facility's construction, fair valued in the amount of $294,000. In addition, 500,000 shares were issued as consideration for consulting services amounting to $48,000.

During the quarter ended, June 30, 2019, Saul Niddam, Chief Operating Officer of the subsidiary, CannaKorp purchased 1,666,667 shares (December 31, 2018: nil shares) as consideration for private placement. These were recorded at fair value in the amount of $37,385 based on the cash proceeds received by the Company.

During the quarter ended June 30, 2019, the Company sold 126,109,709 shares of common stock as consideration for private placements. These were recorded at fair value of $4,194,665, based on the cash proceeds received by the Company. As part of consideration for the private placement, the Company also agreed to issue warrants to purchase 81,139,987 shares of common stock.

During the quarter ended June 30, 2019, the Company issued 358,520,843 shares for past and current private placements. Refer below for additional details regarding the warrant issued under the subheading “Warrants”. Additionally, proceeds of $358,074 were received as consideration for private placements, however signed agreements were not executed as at June 30, 2019 and these have therefore been classified as a liability. Subsequently, during the quarter ended September 30, 2019, the agreements were executed and shares were issued, therefore, transfer to equity.

During the quarter ended September 30, 2019, the Company issued 1,324,503 shares of common stock to an individual on conversion of convertible promissory notes amounting to $20,000.

During the quarter ended September 30, 2019, the Company sold 3,879,524 shares of common stock as consideration for private placements. These were recorded at fair value of $229,545 based on the cash proceeds received by the Company. As part of consideration for the private placement, the Company also agreed to issue warrants to purchase 8,724,327 shares of common stock.

During the quarter ended September 30, 2019, the Company issued 18,459,885 shares for past and current private placements. Refer below for additional details regarding the warrant issued under the subheading “Warrants”.

During the quarter ended December 31, 2019, the Company issued 1,243,107 shares of common stock to two individuals on conversion of convertible promissory notes amounting to $18,771.

During the quarter ended December 31, 2019, the Company sold 454,545 shares of common stock as consideration for private placements. These were recorded at fair value of $7,576 based on the cash proceeds received by the Company.

During the quarter ended December 31, 2019, the Company issued 4,876,691 shares for past and current private placements. Refer below for additional details regarding the warrant issued under the subheading “Warrants”.

Shares to be issued include the following:

	Shares		Amount	Description
Services	115,000	$	73,000	80,000 shares of common stock to be issued as compensation to advisers and consultants. These were recorded at fair value of $52,000, based on the market price of the Company's stock on the date of issue. 35,000 to be issued as settlement of amount due for website development services amounting to $247,306. The fair value of the shares on the date of settlement was $21,000, resulting in gain on settlement amounting to $226,306 during year ended December 31, 2017.
Private placements	703,439	$	37,480	Consideration for private placements with the fair value based on cash proceeds received. Proper allocation between common stock and additional paid in capital of the amount received will be completed in the period when the shares are issued. During the period ended June 30, 2020, the Company found the allocation between shares to be issued and additional paid in capital was not performed correctly when the shares were issued for the past private placements. This has been corrected in this period and as a result of this reclassification, there was no impact on total equity.
Settlement of CannaKorp's loans	930,240	$	80,838	Refer Note 14 for details.
Agreement with Serious Seeds	62,496	$	803	As consideration for intellectual property rights granted by Smit. The fair value is based on the market price of the Company's stock on the date of issue as per the agreement.
License Agreement with cGreen	–	$	–	During the period ended June 30, 2020, 6,500,000 shares with a fair value of $482,950 to be issued in connection with License Agreement with cGreen (as explained in detail in annual year ended December 31, 2019 10-K) were transferred to equity. However, upon execution of the settlement agreement as detailed in Note 1, these shares were no longer required to be issued due to the termination of the License Agreement.
	1,811,175	$	192,121	

Warrants

As further explained in Note 20, the warrants (with exercise price in United States Dollar) were re-classified as liability as at December 31, 2019 and therefore have been revalued on each quarter end. The fair value of the warrants was measured on reporting dates using the Black-Scholes option pricing model using the following assumptions:

	As at December 31, 2020	As at September 30, 2020	As at June 30, 2020	As at March 31, 2020	As at December 31, 2019
Forfeiture rate	0%	0%	0%	0%	0%
Stock price	$0.014 per share	$0.011 per share	$0.018 per share	$0.010 per share	$0.020 per share
Exercise price	$0.023 to $0.200 per share	$0.023 to $0.200 per share	$0.023 to $0.200 per share	$0.023 to $0.200 per share	$0.023 to $0.200 per share
Volatility	238% to 293%	244% to 306%	215% to 298%	195% to 286%	170% to 382%
Risk free interest rate	0.13% to 2.48%	0.13% to 2.48%	0.16% to 2.66%	0.23% to 2.66%	1.58% to 2.66%
Expected life	0.15 to 1.93 years	0.01 to 1.93 years	0.01 to 2.12 years	0.24 to 2.37 years	0.49 and 2.66 years
Expected dividend rate	0%	0%	0%	0%	0%

The fair value of the warrants issued during the year issued was measured at the date of acquisition using the Black-Scholes option pricing model using the following assumptions:

2020

	During quarter ended December 31, 2020	During quarter ended September 30, 2020	During quarter ended June 30, 2020	During quarter ended March 31, 2020
Forfeiture rate	0%	0%	0%	0%
Stock price	$0.012 to $0.014 per share	$0.008 to $0.018 per share	$0.008 per share	$0.010 to $0.014 per share
Exercise price	$0.200 per share	$0.037 to $0.200 per share	$0.200 per share	$0.150 to $0.200 per share
Volatility	293%	295% to 753%	305%	312%
Risk free interest rate	0.14% to 0.16%	0.11% to 0.27%	0.27%	1.61%
Expected life	2	2 to 5 years	2 years	2 years
Expected dividend rate	0%	0%	0%	0%
Fair value of warrants	$545	$132,357	$177	$3,137

2019

	During quarter ended December 31, 2019	During quarter ended September 30, 2019	During quarter ended June 30, 2019	During quarter ended March 31, 2019
Forfeiture rate	0%	0%	0%	0%
Stock price	$0.087 per share	$0.067 to $0.110 per share	$0.080 to $0.149 per share	$0.080 to $0.120 per share
Exercise price	$0.150 per share	$0.05 to $0.150 per share	$0.023 to $0.200 per share	$0.050 per share
Volatility	312%	606% to 671%	605% to 679%	690%
Risk free interest rate	2.27%	1.53% to 2.51%	1.69% to 2.54%	2.26% to 2.60%
Expected life	2 years	2 and 3 years	2 and 3 years	3 years
Expected dividend rate	0%	0%	0%	0%
Fair value of warrants	$78,006	$830,890	$8,873,292	$23,305,826

Breakdown of warrants outstanding as at December 31, 2020 and 2019 are details below:

	Warrants outstanding as at December 31, 2020	Warrants outstanding as at December 31, 2019	Remaining contractual life term as at December 31, 2020 (years)	Remaining contractual life term as at December 31, 2019 (years)
Acquisition of Canary	—	25,000,000	N/A	0.59
Acquisition of CannaKorp	7,211,213	7,211,213	0.16	1.16
Private placements	346,233,258	375,809,374	0.15 to 1.62	0.49 to 2.62
Settlement of CannaKorp loans	930,240	930,240	0.24	1.24
Serious Seeds	416,671	416,671	1.01 to 1.26	N/A
CLI	10,100,002	—	4.62	N/A
Total	**364,891,384**	**409,367,498**		

During year ended December 31, 2020, 54,576,116 warrants expired (related to private placements and acquisition of Canary).

19. CONTINGENCIES AND COMMITMENTS

Contingencies

During the year ended December 31, 2019, a terminated employee of Canary has filed a lawsuit against the Company amounting to approximately $1,649,340 (CAD $2,100,000) in Ontario, Canada. Currently, the Company is defending its position and believes that the ultimate decision will be in favor of the Company. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no provision has been recognized.

During the year ended December 31, 2019, a terminated employee of Canary had delivered a demand letter claiming wrongful dismissal. A settlement was reached in the amount of $5,792 (CAD $7,375) which were due within 30 days of the execution of the settlement agreement. During the quarter ended June 30, 2020, the Company has paid the settlement amount in full.

During the year ended December 31, 2019, a terminated employee of Canary had delivered a demand letter claiming wrongful dismissal plus unpaid wages, expenses and vacation pay for a minimum amount of $54,516 (CAD $69,412). During quarter ended June 30, 2020, the Company settled with the employee in the amount of $7,495 (CAD $9,543).

A complaint for damages in the amount of $150,000 was lodged against CannaKorp by the former Chief Financial Officer of the CannaKorp for outstanding professional fees. No claim has been registered and is working with management for a settlement. The Management are of the view that no material losses will arise in respect of the legal claim at the date of these consolidated financial statements. As at December 31, 2020, $188,865 has been recorded in the CannaKorp's payable based on past accruals and outstanding invoices. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

A complaint for damages was lodged against the Company by cGreen for missed payment of the January 2020, non-issuance of 7 million shares as promised in the agreement and loss in the share value. During the quarter ended June 30, 2020, the Company was in arbitration with cGreen for the breaches of the terms of the License Agreement, however, through an early mediation, both companies reached to a settlement agreement to settle the breaches of the contract on July 27, 2020 ("Effective Date"). As per the settlement agreement, the License Agreement has been terminated and the Company does not have to issue the 10 million shares nor pay the outstanding royalty payable in the amount of $1,191,860. As consideration, the Company paid $130,000 within 30 days of the Effective Date and will pay $100,000 in monthly installments of $10,000 commencing in April 2021 to cGreen resulting in a gain on settlement in the amount of $1,704,860.

In April 2020, an employee of Canary, who had previously resigned from the company, filed a claim that their bonus, that had been promised in their employment agreement was unpaid and had filled a claim with the Ministry of Labour in Ontario. While the Ministry of Labour deemed the bonus owed as a valid payment, the matter has since progressed to the Ontario Labour Relations Board (OLRB) in which the company is disputing this bonus due to several contractual factors that the company believes will allow this ruling to be overturned and revised in the company's favor. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

A claim for damages in the amount of $1,463,047 (CAD $1,862,805) was lodged against Company and its directors by the former Chief Financial Officer of the Company for wrongful dismissal. The management are of the view that no material losses will arise in respect of the legal claim at the date of these consolidated financial statements. As at December 31, 2020, $11,540 has been recorded in the Target's payable based on past accruals. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

During the year ended December 31, 2020, a claim for damages in the amount of $102,713 (CAD $130,778) was lodged against Canary by a vendor for breach of contract. The management are of the view that no material losses will arise in respect of the legal claim at the date of these consolidated financial statements. As at December 31, 2020, $108,503 (CAD $138,150) has been recorded in the Canary's payable based on past accruals. Due to the uncertainty of timing and the amount of estimated future cash flows, if any, relating to this claim, no further amount has been recognized.

Covid-19 Pandemic

On March 11, 2020, the World Health Organization declared the ongoing COVID-19 outbreak as a global health emergency. This resulted in governments worldwide enacting emergency measures to combat the spread of the virus, including the closure of certain non-essential businesses.

During the year ended December 31, 2020, the pandemic did not have a material impact on the Company's operations. As at December 31, 2020, the Company did not observe any material impairment of its assets or a significant change in the fair value of assets due to the COVID-19 pandemic. The Company has taken steps to minimize the potential impact of the pandemic including safety measures with respect to personal protective equipment, the reduction in travel and the implementation of a virtual office including regular video conference meetings and participation in virtual customer meetings and other virtual events.

Due to the rapid developments and uncertainty surrounding COVID-19, it is not possible to predict the impact that COVID-19 will have on the Company's business, balance sheet and operating results in the future. In addition, it is possible that estimates in the Company's financial statements will change in the near term as a result of COVID-19 and the effect of any such changes could be material, which could result in, among other things, impairment of long-lived assets including goodwill. The Company is closely monitoring the impact of the pandemic on all aspects of its business.

Commitments

As per the Distribution, Collaboration and Licensing Agreement *("Agreement")* entered with Serious Seeds B.V. *("Serious Seeds")*, effective December 6, 2018, the Company will issue to Serious Seeds B.V. each month 5,208 shares of common stock, beginning on the thirteen (13^{th}) month following the effective date of the Agreement and continuing through the sixtieth (60^{th}) month of the initial term. Furthermore, Serious Seeds B.V. will be issued warrants in each of the foregoing months to purchase 16,667 shares of Target common stock at varying exercise prices ranging from $0.20 to $0.35 per share. All of the warrants must be exercised on or before the two (2) year anniversary date of each of the warrant issuance dates. As at December 31, 2020, none of the above shares have been issued.

In consideration of the Company's appointment as Serious' exclusive distributor in Canada, the Company will pay Serious certain royalties as follows:

1^{st} year:	2.00% of gross sales
2^{nd} year:	2.25% of gross sales
3^{rd} year:	2.50% of gross sales
4^{th} year:	2.75% of gross sales
5^{th} and following years:	3.00% of gross sales

20. RESTATEMENT

During quarter ended March 31, 2020, the Company identified that due to the change in functional currency of the Company from United States Dollar to Canadian Dollar during year ended December 31, 2019, the outstanding warrants as at December 31, 2019 no longer meet the scope exception of ASC 815 and therefore, should not be considered indexed to its own stock and as a result, these warrants should be re-classified from additional paid-in-capital to liability as at December 31, 2019.

As a result of this restatement, the following line items were restated in the comparative balance sheet as at December 31, 2019:

	Balance as previously reported $	Adjustments $	Restated balance $
Warrant liability	—	6,146,116	6,146,116
Total liability	6,529,359	6,146,116	12,675,475
Additional paid-in capital	29,846,004	(6,146,116)	23,699,888
Total equity	9,935,137	(6,146,116)	3,789,021

21. INCOME TAXES

Income taxes

The Tax Cuts and Jobs Act (the "Act") enacted on December 22, 2017 reduces the US federal corporate tax rate from 35% to 21% and requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred and creates new taxes on certain foreign sourced earnings. As of December 31, 2020, the Company has not completed the accounting for the tax effects of enactment of the Act; however, as described below, it has made a reasonable estimate of the effects on existing deferred tax balances. These amounts are provisional and subject to change.

The provision for income taxes is calculated at US corporate tax rate of approximately 21% (2019: 21%) as follows:

	2020 $	2019 $
Expected income tax recovery from net loss	1,485,513	2,177,211
Tax effect of expenses not deductible for income tax:		
Annual effect of book/tax differences	(32,473)	(693,407)
Change in valuation allowance	(1,453,040)	(1,483,804)
	—	—

Deferred tax assets

Deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets consist of the following components as of December 31:

	2020 $	2019 $
Tax effect of NOL Carryover	3,500,297	2,047,257
Less valuation allowance	(3,500,297)	(2,047,257)
	—	—

At December 31, 2020, the Company performed a comprehensive analysis of its tax estimates and revised comparative figures accordingly, which had no net impact on deferred tax recorded. The Company had net operating loss carry forwards of approximately $16,668,080 (2019: $9,748,843) that may be offset against future taxable income from the year by 2040. No tax benefit has been reported in the December 31, 2020 consolidated financial statements since the potential tax benefit is offset by a valuation allowance of the same amount. The Company is taxed in the United States at the Federal level. All tax years since inception are open to examination because no tax returns have been filed.

22. SUBSEQUENT EVENTS

The Company's management has evaluated subsequent events up to March 30, 2021, the date the consolidated financial statements were issued, pursuant to the requirements of ASC 855 and has determined there are no material subsequent events to report.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes in or disagreements with accountants on accounting and financial disclosure for the period covered by this report.

Item 9A. Controls and Procedures

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 COSO Framework or COSO). Based on this evaluation, management has concluded that our internal control over financial reporting was not effective as of December 31, 2020. Management identified segregation of duties & maintenance of current accounting records as material weaknesses in internal control over financial reporting.

Management is in the continuous process of improving the internal control over financial reporting by engaging a Certified Public Accountant as a consultant to mitigate some of the identified weaknesses. The Company is still in its development stage and intends on bringing in necessary resources to address the weaknesses once full operations have commenced. Management concludes that internal control over financial reporting is ineffective at December 31, 2020.

Management's Report of Internal Control over Financial Reporting

Our management carried out an evaluation of the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 (the "Exchange Act") Rules 13a-15(e) and 15-d-15(e)) as of the end of the period covered by this report (the "Evaluation Date"). Based upon that evaluation, our chief executive officer and chief financial officer each concluded that as of the Evaluation Date, our disclosure controls and procedures are ineffective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management, including our chief executive officer and our chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal controls over financial reporting during its fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other information

Not applicable.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance;

The Directors and Officers of the Company are as follows:

NAME	AGE	POSITIONS AND OFFICES HELD
Anthony Zarcone	47	Chief Executive Officer and Director
Barry Alan Katzman	61	Director
Saul Niddam	64	Director
Frank Monte	62	Director

Management of Target Group Inc.

Set forth below are the names of the directors and officers of the Company, all positions and offices with the Company held, the period during which they have served as such, and the business experience during at least the last five years:

Anthony Zarcone

Anthony Zarcone serves as the Chief Executive Officer and a director of the Company. He is an entrepreneur, property manager and co-founder of a food retail/wholesale business in southern Ontario, Canada.

Barry Alan Katzman

Barry Alan Katzman serves a director of the Company. Mr. Katzman was the President and CEO of Tidal Health Solutions, a licensed premium medical cannabis company based in New Brunswick, Canada specializing in hospital-grade medical cannabis.

Saul Niddam

Saul Niddam serves a director of the Company. He is the President of Norlandam Marketing Inc., a sales and marketing agency catering to national brands across North America. Mr. Niddam is also the Chief Executive Officer of the Company’s subsidiary, CannaKorp Inc.

Frank Monte

Frank Monte serves a director of the Company. He is the principal owner and managing director of Brands Gone Wild of Brampton, Ontario, Canada which operates retail outlets through Canada.

Term of Office

Our director is appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our bylaws. Our officers, if any, are appointed by our board of directors and hold office until removed by the board. All officers and directors listed above will remain in office until the next annual meeting of our stockholders, and until their successors have been duly elected and qualified. There are no agreements with respect to the election of Directors. We have not compensated our Directors for service on our Board of Directors, any committee thereof, or reimbursed for expenses incurred for attendance at meetings of our Board of Directors and/or any committee of our Board of Directors. Officers are appointed annually by our Board of Directors and each Executive Officer serves at the discretion of our Board of Directors. We do not have any standing committees. Our Board of Directors may in the future determine to pay Directors' fees and reimburse Directors for expenses related to their activities.

None of our Officers and/or Directors have filed any bankruptcy petition, been convicted of or been the subject of any criminal proceedings or the subject of any order, judgment or decree involving the violation of any state or federal securities laws within the past five (5) years.

Audit Committee

At the present time, we do not have a standing audit committee of the Board of Directors. Management has determined not to establish an audit committee at present because of our limited resources and limited operating activities do not warrant the formation of an audit committee or the expense of doing so. We do not have a financial expert serving on the Board of Directors or employed as an officer based on management's belief that the cost of obtaining the services of a person who meets the criteria for a financial expert under Item 401(e) of Regulation S-B is beyond its limited financial resources and the financial skills of such an expert are simply not required or necessary for us to maintain effective internal controls and procedures for financial reporting in light of the limited scope and simplicity of accounting issues raised in its consolidated financial statements at this stage of its development. We have not formed a Compensation Committee, Nominating and Corporate Governance Committee or any other Board Committee as of the filing of this Annual Report.

Certain Legal Proceedings

No director, nominee for director, or executive officer of the Company has appeared as a party in any legal proceeding material to an evaluation of his ability or integrity during the past five years.

Compliance with Section 16(a) of the Exchange Act

Our common stock is registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, ("Exchange Act"). Our officers, directors and persons who beneficially hold more than 10% of our issued and outstanding equity securities are required to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Except as noted below, as of the date of this report, all persons required to file report pursuant to Section 16 of the Exchange have filed the required reports.

Delinquent Section 16(a) Reports

There are no delinquent Section 16 (a) reports by those persons required to file under Section 16 of the Securities Exchange Act of 1934, as amended.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics ("Code") that applies to our officers, directors and employees including our Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer. A copy of the Code will be provided to any person upon request, without charge. A request for a copy of the Code should be addressed in writing to the Company at 20 Hempstead Drive, Hamilton, Ontario, Canada L8W 2E7.

Item 11. Executive Compensation

The Company has not to date paid any compensation to any officer or director. The Company intends to pay annual salaries to all its officers and will pay an annual stipend to its directors when, and if, it completes a primary public offering for the sale of securities and/or the Company reaches profitability, experiences positive cash flow and/or obtains additional funding. At such time, the Company anticipates offering cash and non-cash compensation to officers and directors. In addition, although not presently offered, the Company anticipates that its officers and directors will be provided with a group health, vision and dental insurance program at subsidizes rates, or at the sole expense of the Company, as may be determined on a case-by-case basis by the Company in its sole discretion. In addition, the Company plans to offer 401(k) matching funds as a retirement benefit, paid vacation days and paid holidays.

The Company accrues management fee amounting to $100,737 (CAD $135,000) for Anthony Zarcone. During the year ended December 31, 2020, CL Investors, a related company, purchased 500,000 shares of the Company's Series A Preferred Stock from Rubin Schindermann, a former director of the Company, in consideration of the payment by CLI to Rubin Schindermann of $78,540 (CAD $100,000) and the issuance to Mr. Schindermann of 10,000,000 shares of the Company's common stock. In consideration of the foregoing, Mr., Schindermann resigned as a director of the Company and from any and all administrative and executive positions with the Company's subsidiaries. Refer to additional details in Note 14 of the consolidated financial statements.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information as of March 30, 2021 regarding the beneficial ownership of our Common Stock by (i) our named executive officer, and (ii) each of our directors, (iii) each person we know to beneficially own more than 5% of our outstanding Common Stock. All shares of our Common Stock shown in the table reflect sole voting and investment power.

Name and Address of Beneficial Owner	Position	Common shares beneficially owned	Percent of Common shares beneficially owned (1)
Anthony Zarcone 20 Hempstead Drive, Hamilton, Ontario, Canada L8W 2E7	Chief Executive Officer and Director	10,259,300 (2)	1.79%
Barry Alan Katzman 20 Hempstead Drive, Hamilton, Ontario, Canada L8W 2E7	Director	-	*
Saul Niddam 20 Hempstead Drive, Hamilton, Ontario, Canada L8W 2E7	Director	1,666,687	*
Frank Monte 20 Hempstead Drive, Hamilton, Ontario, Canada L8W 2E7	Director	8,148,104	1.42%
Oakland Family Trust 3448 Lakeshore Road, Burlington, Ontario, Canada L7N 1B3		50,129,355	8.74%
Godino Holdings Inc. 49 George Crescent, Caledon Ontario, Canada L7C 1G3		29,375,922	5.12%
Total owned by officers and directors		20,074,091	3.50%

* indicates less than 1%.

(1) Based on 573,277,094 shares outstanding as of the date of this Report.

(2) 9,259,300 shares are held by The PJB Trust of which Anthony Zarcone is the Trustee.

Item 13. Certain Relationships and Related Transactions and Director Independence

Director Independence

Of our current directors, only Frank Monte is considered “independent directors” because he is not an executive officer of the Company or any of its subsidiaries. Barry Katzman is not considered independent because he is the chairman of the Joint Venture (JVCo)’s board where Canary hold 50% of the voting equity interest in JVCo. Saul Niddam is not considered independent because he is the sole executive officer and director of CannaKorp. Inc., the Company’s wholly-owned subsidiary. In determining whether a director is “independent”, the Company’s follows the criteria established by NASDAQ.

Certain Relationships and Related Transactions

Effective December 20, 2019, Jerry Zarcone, the brother of Anthony Zarcone, the Chief Executive Officer (CEO) and a director of the Company, entered into a loan agreement with the Company pursuant to which Jerry Zarcone agreed to loan the Company up to $785,400 (CAD $1,000,000) for working capital purposes. The loan bears an annual interest rate of 16%, is secured by all assets owned by the Company and its subsidiaries including leasehold improvements and matures in one year that is December 20, 2020. During the year ended December 31, 2020, the loan maximum was increased by $785,400 (CAD $1,000,000). This additional loan bears an annual interest rate of 43% and has a lender fee of 10%. Due to above amendment, the maximum loan which the company can borrow is $1,570,800 (CAD $2,000,000) which is also the outstanding balance as at December 31, 2020. The full text of the loan agreement is included in this report as Exhibit 10.20, 10.21, 10.22 and 10.23.

Effective April 20, 2020, the Company issued its promissory note (“Note”) to one of the Company’s shareholders, Frank Zarcone, in the principal amount of $236,993. The Note contained an original issue discount of $15,300 resulting in net proceeds to the Company of $221,693. The Note carried interest at the rate of 12% per annum and the note matured on April 20, 2021. During the quarter ended, September 30, 2020, the Company paid the outstanding balance and accrued interest in full, in the amount of $251,213. The full text of the loan agreement is included in this report as Exhibit 10.24.

On June 15, 2020, the Company and its subsidiaries, entered into a Debt Purchase and Assignment Agreement (“Agreement”) with CL Investors Inc. (“CLI). June 15th was preliminary date of the agreement and the agreement was not finalized until the later date as indicated below. The CEO of the Company, is the Secretary of CLI, a director of the Company, is a shareholder of CLI and the brother of CEO, is the President and sole director of CLI therefore the loan from CLI is classified under related party transactions.

Pursuant to the Agreement, CLI purchased from the Company for the sum of $2,277,660, (CAD $2,900,000) a debt obligation owing from Canary to the Company in the principal balance of $8,325,240 (CAD $10,600,000 (“Canary Debt”)). Upon receipt of the consideration, the Company loaned the full sum to Canary under terms of an unsecured, non-interest-bearing promissory note, subject to a covenant by the Company not to take any collection action so long as the Canary Debt remains unpaid to CLI.

The Canary debt owed to CLI from Canary bears an interest at 5% per annum and matures on August 14, 2025. The repayment of the debt is guaranteed by the Company and its subsidiaries plus secured by a general security interest in the assets of the Company and its subsidiaries and a pledge by the Company of all of the issued and outstanding common stock of Canary, Visava and CannaKorp Inc. held by the Company. In addition to the above, CLI has been granted an option, in lieu of repayment of the amended Canary Debt, to demand, in its sole and absolute discretion the transfer, assignment and conveyance of 75% of the issued and outstanding capital stock of Visava and Canary. Furthermore, the President and sole director of CLI has been granted an option to acquire the remaining 25% of the issued and outstanding capital stock of Visava and Canary.

Effective August 14, 2020, the Agreement was amended (“Amendment”) to provide that CLI will purchase from Rubin Schindermann, a director of the Company, 500,000 shares of the Company’s Series A Preferred Stock in consideration of the payment by CLI to Rubin Schindermann of $78,540 (CAD $100,000) and the issuance to Mr. Schindermann of 10,000,000 shares of the Company’s common stock. In consideration of the foregoing, Mr., Schindermann resigned as a director of the Company and from any and all administrative and executive positions with the Company’s subsidiaries. In addition, the Company issued Common Stock Purchase Warrant for 10,000,000 shares of Target common stock to CLI as consideration for the Agreement. The full text of the loan agreement is included in this report as Exhibit 10.26 and 10.27.

Item 14. Principal Accounting Fees and Services.

Our auditor, Fruci & Associates II, PLLC, is the registered independent accounting firm.

Audit Fees

We were billed $37,500 and $30,000 for years ended December 31, 2020 and 2019 respectively for professional services rendered for the audit of our consolidated financial statements.

Audit Related Fees

Other audit related fee for years ended December 31, 2020 and 2019 was $20,000 and $12,000, respectively.

Tax Fees

There was no Tax Fees for years ended December 31, 2020 and 2019.

All Other Fees

There were no other fees for years ended December 31, 2020 and 2019.

PART IV

Item 15. Exhibits, Financial Statement Schedules

The following documents are filed as part of this Annual Report on Form 10-K

(a) Consolidated Financial Statements

(b) Exhibits

EXHIBIT INDEX

Exhibit No.	Description	Incorporated by Reference Form	Exhibit	Filing Date
2.1	Asset Acquisition Agreement	8-K	2.1	12/11/14
2.1.1	Agreement and Plan of Share Exchange dated June 27, 2018 with Visava Inc.	8-K	2.1	07/03/18
2.1.2	Agreement and Plan of Share Exchange dated January 25, 2019 with CannaKorp Inc. and David Manly, as Stockholder Representative	8-K	2.1	01/29/19
3(i)(a)	Articles of Incorporation	10-12G	3.1	09/13/13
3(i)(a)	Amended Articles of Incorporation	8-K		05/13/14
3(i)(a)	Certificate of Amendment	8-K	3(i)	10/20/16
3(i)(a)	Certificate of Amendment	8-K	3(i)	04/12/17
3(i)(a)	Certificate of Amendment	8-K	3(i)	07/03/17
3(i)(a)	Certificate of Amendment	8-K	3(i)	11/01/17
3(i)(a)	Certificate of Amendment	8-K	3(i)	09/25/18
3.2	Bylaws	10-12G	3.2	09/13/13
4.1	Description of Capital Stock	10-K	4.1	04/14/20
10.1	Form of Securities Purchase Agreement-Blackbridge Capital Growth Fund, LLC	10-K	10.1	03/31/17
10.2	Form of Convertible Promissory Note	10-K	10.2	03/31/17
10.3	Form of Convertible Promissory Note	10-K	10.3	03/31/17
10.4	Form of Convertible Promissory Note	10-K	10.4	03/31/17
10.5	Form of Securities Purchase Agreement-Crown Bridge Partners, LLC	10-K	10.5	03/31/17
10.6	Form of Convertible Promissory Note	10-K	10.6	03/31/17
10.7	Form of Convertible Promissory Note	8-K		03/07/16
10.8	Non-Negotiable Promissory Note	8-K		03/07/16
10.9	Securities Purchase Agreement	8-K		03/07/16
10.10	Securities Purchase Agreement-Power Up Lending Group Ltd.	10-K	10.10	03/28/18
10.11	Convertible Promissory Note-Power-Up Lending Group Ltd.	10-K	10.11	03/28/18
10.12	Securities Purchase Agreement-Power Up Lending Group Ltd.	10-K	10.12	03/28/18
10.13	Convertible Promissory Note-Power-Up Lending Group Ltd.	10-K	10.13	03/28/18
10.14	Securities Purchase Agreement-Power Up Lending Group Ltd. dated December 24, 2018	10-K	10.14	04/01/19
10.15	Convertible Promissory Note-Power-Up Lending Group Ltd. dated December 24, 2018	10-K	10.15	04/01/19
10.16	Distribution, Collaboration and Licensing Agreement dated December 6, 2018 between Target Group Inc, Canary Rx Inc., Serious Seeds B.V. and Simon Smit	10-K	10.16	04/01/19
10.17	Licensed Producer/Licensed Processor Sales Agency Agreement dated December 13, 2018 with	10-K	10.17	04/01/19

	Cannavolve Inc.			
10.18	Exclusive License Agreement dated August 8, 2019 with cGreen Inc.	8-K	2.1	08/13/19
10.19	Purchase, Licensing and Purchase Agreement dated September 17,2019 between CannaKorp, Inc. and Nabis Arizona LLC	8-K	10.1	09/19/19
10.20	Loan Agreement dated December 20, 2019 with Jerry Zarcone	10-K	10.20	04/14/20
10.21	First Amending Agreement dated March 11, 2020 with Jerry Zarcone	10-Q	10.21	06/05/20
10.22	Second Amending Agreement dated April 30, 2020 with Jerry Zarcone	10-Q	10.22	08/10/20
10.23	Third Amending Agreement dated May 15, 2020 with Jerry Zarcone	10-Q	10.23	08/10/20
10.24	Promissory Note Between Target Group Inc. and Frank Zarcone	10-Q	10.24	08/10/20
10.25	Joint Venture Agreement between Canary Rx Inc. and 9258159 Canada, Inc. dated May 14, 2020	10-Q	10.25	08/10/20
10.26	Debt Purchase and Assignment Agreement dated June 15, 2020	8-K	10.1(i)	08/18/20
10.27	Amendment dated August 14, 2020 to Debt Purchase and Assignment Agreement	8-K	10.1(ii)	08/18/20
31.1*	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
32.1*	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
101.INS	XBRL Instance Document*			
101.SCH	XBRL Taxonomy Extension Schema*			
101.CAL	XBRL Taxonomy Extension Calculation Linkbase*			
101.DEF	XBRL Taxonomy Extension Definition Linkbase*			
101.LAB	XBRL Taxonomy Extension Label Linkbase*			
101.PRE	XBRL Taxonomy Extension Presentation Linkbase*			

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 30, 2021

TARGET GROUP INC.

By: */s/ Anthony Zarcone*
Anthony Zarcone
Chief Executive Officer, Principal Financial Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/ Anthony Zarcone Anthony Zarcone	Chief Executive Officer and Director	March 30, 2021
/s/ Barry Alan Katzman Barry Alan Katzman	Director	March 30, 2021
/s/ Saul Niddam Saul Niddam	Director	March 30, 2021
/s/ Frank Monte Frank Monte	Director	March 30, 2021

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Anthony Zarcone, certify that:

1. I have reviewed this form 10-K of Target Group Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the consolidated financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods present in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financing reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2021

TARGET GROUP INC.

By: */s/ Anthony Zarcone*
Anthony Zarcone
Chief Executive Officer and Principal Financial Officer

Exhibit 32.1

CERTIFICATION OF
PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002

In connection with Annual Report of Target Group Inc. for the year ended December 31, 2020, I, Anthony Zarcone, Chief Executive Officer and Chief Financial Officer of the Company hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief, that:

1. Such Annual Report on Form 10-K for the year ended December 31, 2020 fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Annual Report on Form 10-K for the year ended December 31, 2020 fairly presents, in all material respects, the consolidated financial condition and results of operations of the Company.

Date: March 30, 2021

TARGET GROUP INC.

By: */s/ Anthony Zarcone*
Anthony Zarcone
Chief Executive Officer and Principal Financial Officer