GLOW LIFETECH CORP.

CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2021

INDEX

Glow Lifetech Corp.
Management's Responsibility of Financial Reporting
March 31, 2021

Notice of No Auditor Review of Condensed Interim Consolidated Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

GLOW LIFETECH CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian dollars)

As at		**March 31, 2021**		December 31, 2020
Assets				
Current assets				
Cash and cash equivalents	**$**	**2,943,924**	$	1,800
Funds held in trust		**326,476**		-
Prepaid expenses		**16,521**		-
HST and accounts receivable		**239,910**		799
		3,526,831		2,599
Non-current assets				
Property, plant and equipment (Note 5)		**21,100**		-
Intangible assets (notes 7 and 8)		**2,033,958**		-
	$	**5,581,889**	$	2,599
Liabilities				
Accounts payable and accrued liabilities	**$**	**216,661**	$	315,572
		216,661		315,572
Shareholders' equity				
Capital stock (note 9)		**12,385,314**		25,598,091
Warrant reserve		**852,966**		-
Contributed Surplus		**2,510,518**		903,452
Deficit		**(10,383,570)**		(26,814,516)
		5,365,228		(312,973)
	$	**5,581,889**	$	2,599

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

"Clark Kent"
President & CEO, Director

"Chris Irwin"
Director

GLOW LIFETECH CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED MARCH 31, 2021 AND 2020
(Unaudited - Expressed in Canadian dollars)

	Three months ended	
	2021-03-31	**2020-03-31**
Expenses		
Share-based compensation	**$ 2,510,518**	**$ -**
Consulting fees	**361,524**	15,000
Shareholder communications and marketing	**68,762**	-
Office, general and administrative	**55,838**	20,134
Salaries and benefits	**21,600**	-
Professional fees	**117,000**	4,171
Reverse takeover transaction cost (note 6)	**7,248,328**	-
Net loss and comprehensive loss for the year	**$ 10,383,570**	$ 39,305
Loss per share		
Basic and diluted (note 15)	**$ (0.52)**	$ (0.01)
Weighted average number of common shares outstanding, basic and diluted	**19,885,130**	4,666,655

GLOW LIFETECH CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 2021 AND 2020
(Unaudited - Expressed in Canadian dollars)

	Capital Stock		Warrant Reserve	Contributed surplus	Deficit	Total
	Number of shares	Amount				
Balance - January 1, 2020	4,666,655	25,598,091	-	903,452	(26,661,037)	(159,494)
Net loss for the period	-	-		-	(153,479)	(153,479)
Balance - December 31, 2020	**4,666,655**	**25,598,091**	**-**	**903,452**	**(26,814,516)**	**(312,973)**
Balance - January 1, 2020	4,666,655	25,598,091	-	903,452	(26,661,037)	(159,494)
					(39,305)	(39,305)
Balance - March 31, 2020	**4,666,655**	**25,598,091**	**-**	**903,452**	**(26,700,342)**	**(198,799)**
Balance - January 1, 2021	4,666,655	25,598,091	-	903,452	(26,814,516)	(312,973)
Shares issued on the setlement of debt	8,750,000	175,000	-	-	-	175,000
Share consolidation	(4,472,488)	-	-	-	-	-
Reduction in stated capital of common shares	-	(26,814,516)			26,814,516	-
Shares issued pursuant to reverse takeover transaction (Note 6)	47,334,379	13,347,348	852,966	(903,452)	-	13,296,862
Shares issued on the exercise of options	150,000	79,391	-	-	-	79,391
Share-based compensation	-	-	-	2,510,518	-	2,510,518
Net loss for the period	-	-	-	-	(10,383,570)	(10,383,570)
Balance - March 31, 2021	**56,428,546**	**12,385,314**	**852,966**	**2,510,518**	**(10,383,570)**	**5,365,228**

GLOW LIFETECH CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2021 AND 2020
(Unaudited - Expressed in Canadian dollars)

		2021		2020
Cash flows from (used in) operating activities				
Net loss for the year	$	(10,383,570)	$	(39,305)
Items not affecting cash from operations:				
Share based compensaton		2,510,518		-
Reverse takeover transaction cost (note 6)		7,248,328		-
Changes in non-cash working capital items:				
Funds held in trust		(326,476)		
Amounts receivable		-		(1,177)
HST receivable		(239,111)		-
Prepaid expenses		(16,521)		-
Accounts payable and accrued liabilities		(98,911)		22,501
Net cash used in operating activities		(1,305,743)		(17,981)
Cash flows from (used in) investing activities				
Acquisition of property plant and equipment		(21,100)		-
Intangibles		(2,033,958)		-
Net cash from (used in) investing activities		(2,055,058)		-
Cash flows from (used in) financing activities				
Net impact of RTO transaction		(20,511,591)		-
Reduction in stated capital of common shares		26,814,516		-
Net cash from financing activities		6,302,925		-
Increase in cash for the year		2,942,124		(17,981)
Cash - beginning of year		1,800		20,451
Cash - end of year	$	2,943,924	$	2,470

1. NATURE OF OPERATIONS AND GOING CONCERN

Glow LifeTech Corp. (formerly Glow LifeTech Ltd.) (the "Original Glow") was incorporated under the laws of the province of Ontario, Canada on December 17, 2018 as 2671237 Ontario Ltd and on February 6, 2019 filed Articles of Amendment, changing its name to Glow LifeTech Ltd. Upon completion of the transaction contemplated by the Share Exchange Agreement (as hereinafter defined), the business of Glow LifeTech Ltd. became the business of Glow LifeTech Corp (the "Company").

On March 3, 2021, Original Glow completed a business combination pursuant to the terms of a Business Combination Agreement dated June 24, 2020 (the "Business Combination Agreement") amongst Original Glow, Ateba Resources Inc. ("Ateba") and the shareholders of Original Glow by way of three-cornered amalgamation. On June 15, 2021 2760626 Ontario Inc. was incorporated ("subco") which is a wholly-owned subsidiary of Ateba solely for the purpose of completing the Amalgamation with Original Glow completed on March 3, 2021. Pursuant to the Business Combination Agreement, Ateba issued 47,334,379 common shares to the Original Glow shareholders, representing approximately 84.1% of the issued share capital of Ateba on the closing date of the transaction. On February 26, 2020, Ateba pursuant to the terms of the transaction changes its name to "Glow Lifetech Corp.".

The principal business address of the Company is 65 International Blvd. Suite 206, Toronto, Ontario M9W 6L9.

The company is engaged in the business of secondary processing of ingredients to produce micellized materials from certain vitamins, nutraceuticals and cannabis extracts that makes fat-soluble substances available for immediate absorption into the body reach near 100% bioavailability and water compatibility.

The Company's ability to continue as a going concern is dependent upon the need to both manage expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows and has working capital of $3,310,170 as at March 31, 2021 (December 31, 2020 – ($312,973)). The Company will continue to search for new or alternate sources of financing in order to continue development of its products. These material uncertainties cast significant doubt on the Company's ability to continue as agoing concern.

There can be no assurance that the Company will be able to continue to raise funds when required in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the statement of financial position.

2. BASIS OF PRESENTATION

These consolidated financial statements include the accounts of Glow Lifetech Ltd. a wholly owned Canadian subsidiary acquired by the Company March 3, 2021 and Swiss Pharma Corp. a wholly owned Canadian subsidiary acquired by Glow LifeTech Ltd. on June 10, 2020.

Statement of Compliance

These condensed interim consolidated financial statements of Glow LifeTech Corp. and its subsidiary, as at and for the period ended March 31, 2021, have been prepared in accordance with IAS 34, Interim Financial Reporting. These condensed interim consolidated financial statements do not include all notes of the type normally included within the annual financial report and should be read in conjunction with the audited financial statements of the Company for the period from January 1, 2020 to December 31, 2020, which has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

These condensed interim consolidated financial statements of the Company for the period ended March 31, 2021 were approved and authorized for issue by the Board of Directors on May 28, 2021.

Basis of Measurement

These consolidated financial statements have been prepared on the historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and Presentation Currency

The consolidated financial statements are presented in Canadian dollars, which is also the Company's functional currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently to all periods presented in these consolidated financial statements:

(a) IMPAIRMENT

At each financial position reporting date, the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired at a cash generating unit level. If any such indication exists, the recoverable amount of the cash generating unit is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived. If the recoverable amount is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so thatthe increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(b) INTANGIBLE ASSETS

The Company records intangible assets at fair value at the date of acquisition. An intangibleasset is capitalized when the economic benefit associated with an asset is probable and when the cost can be measured reliably. Intangible assets are carried at cost less accumulated depreciation and impairment losses. Cost consists of expenditures directly attributable tothe acquisition of the assets. Intangible assets with finite lives are amortized over the related benefit period. Those with indefinite lives are not amortized and are tested for impairment on an annual basis. The Company's intangible assets consist of patents, patent applications and research and development costs that are amortized over their five-year estimated useful life commencing with their utilization in revenue generating activities.

(c) RESEARCH AND DEVELOPMENT COSTS

Costs associated with the development of the Company's products are capitalized where the following criteria are met:

- the technical feasibility of completing the intangible asset so it will be available foruse or sale;
- its intention to complete and its ability to use or sell the assets;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably of the expenditure during development.

In the prior year the Company acquired a research and development project which was capitalized and included in intangibles. The Company did not incur other research and development costs in the period.

(d) SHARE-BASED PAYMENTS

The Company accounts for share-based payments using the fair value method. Under this method, employee stock options recognized as compensation expense are measured at fair value on the date of grant using the Black Scholes option pricing model, and are recognizedas an expense or capitalized, depending on the nature of the grant, with a corresponding increase in equity, over the period that the employees earn the options. The amountrecognized as an expense is adjusted to reflect the number of share options expected to vest. The Black Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility.

For transactions with employees and others providing similar services, the Company measures the fair value of the services received by reference to the fair value of the services rendered. For transactions with parties other than employees, the Company measures the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. When the Company cannot estimate reliably the fair value of the goods or services received, it measures their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

(e) FOREIGN CURRENCY TRANSLATION

The Company's functional and presentation currency is the Canadian dollar. Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non-monetary assets and liabilities at the historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss.

(f) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

Below is a summary showing the classification and measurement bases of financial instruments;

Asset or Liability	Category	Measurement
Cash and funds held in trust	FVTPL	Fair value
Accounts payable andaccrued liabilities	Other liabilities	Amortized cost
Loans and advances	Current assets	Fair value
Related party receivables	Current assets	Fair Value

Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

(i) Financial assets recorded at FVTPL
Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost of FVTOCI. Gains or losses on these items are recognized in profit or loss. The Company's cash and cash equivalents and marketable securities are classified as financial assets measured at FVTPL.

(ii) Amortized cost
Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest". The Company's loan receivable is classified as financial assets measured at amortized cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

(i) Amortized cost
Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.
The Company's accounts payable and accrued liabilities and Due to shareholders do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

(ii) Financial liabilities recorded FVTPL
Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in othercomprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Expected credit loss impairment model

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The adoption of the expected credit loss impairment model had no impact on the Company's consolidated financial statements.

The Company assumes that the credit risk on a financial asset has increased significantly if itis more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or whenthe financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extentthat there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Financial instruments at fair value through profit and loss

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Cash and funds held in trust are measured at fair value using Level 1 inputs.

As at March 31, 2021 and March 31, 2020, the fair value of the financial liabilities approximates the carrying value, due to the short-term nature of the instruments.

(g) REVENUE RECOGNITION

Product sales revenue is recognized when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is recognized on a time-proportion basis using the effective interest method.

(h) FUNDS HELD IN TRUST

Funds held in trust consists of cash on hand, deposits in banks and funds held in trust by the Company's external legal counsel. Funds held in trust are not restricted and can be used for working capital purposes.

(i) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss in the period.

Amortization is calculated on a straight-line basis at the following annual rates:

Laboratory and technical equipment	3 years
Office, furniture and equipment	3 years
Computer equipment	2 years

(j) INCOME TAXES

Income tax on profit or loss for the year comprises of current and deferred tax. Current taxis the expected tax paid or payable on the taxable income for the year, using tax ratesenacted or substantively enacted at the reporting date, and any adjustment to tax paid or payable in respect of previous years.

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes andthe amounts used for taxation purposes. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized. The effect on deferred income tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of the enactment or substantive enactment of the change. Deferred tax assets and liabilities are presented separately except where there is a right of set off within fiscal jurisdictions.

(k) COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. Income or loss from aninvestment in associate is included in other comprehensive income (loss). Accumulated other comprehensive income (net of income taxes) is included on the consolidated statements of financial position as a component of common shareholders' equity.

4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the interim non-consolidated financial statements. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(ii) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Share based payments and warrants

The fair value of stock options and warrants issued are subject to the limitation of the Black Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the

Black Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Useful life of intangible assets

Management has exercised their judgment in determining the useful life of its patents, patent applications and research and development costs. The estimate is based on the expected period of benefit of the patent and the expected life of the product in the marketplace.

(iii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Determination of functional currency
In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, management has determined that the functional currency of the Company is the Canadian dollar.

Evaluation of going concern
The preparation of the consolidated financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

Impairment of intangible assets
Management has exercised their judgment in determining if the patents are impaired. The judgment is based on the expected future benefit of the intangible assets.

Income taxes
Management has exercised their judgment in determining the provision for future income taxes. The judgment is based on the Company's current understanding of the tax law as it relates to the transactions and activities enteredinto by the Company.

5. PROPERTY PLANT AND EQUIPMENT

Glow has entered a collaborative partnership with a Health Canada licensed producer ("MEDZ") for cannabis product manufacturing. Glow will perform manufacturing services within a dedicated facility under the quality and compliance control of MEDZ. Glow will operate its own equipment as a contractor of MEDZ, but all products are released under MEDZ license. The Company has began the build out of this manufacturing facility but is not in use yet.

6. REVERSE TAKEOVER TRANSACTION

On March 3, 2021, the company completed a transaction pursuant to the terms of a share exchange agreement ("Share Exchange Agreement") with Ateba Resources Inc. Pursuant to the Share Exchange Agreement, Glow LifeTech Ltd. shares were exchanged on a 1:1 basis for the issuance of Glow LifeTech Corp. shares.

(Unaudited - Expressed in Canadian dollars)

As a result of the Share Exchange Agreement, the shareholders of Glow LifeTech Ltd. owned 47,334,379 outstanding shares of Glow LifeTech Corp. The substance of the transaction is a reverse takeover of a non-operating company. The transaction does not constitute a business combination, as Ateba does not meet the definition of a business under IFRS 3, Business Combination. As a result, the transaction is accounted for as a capital transaction with Glow Lifetech Ltd. being identified as the acquirer and the equity consideration accounted for in accordance with IFRS 2, Share-based Payment, measured at fair value.

The fair value of the consideration paid of $7,313,614 has been allocated as follows:

Cash	1,226
Accounts payable	(44,230)
Accrued liabilities	(12,000)
Receivables	255
Other payables	(10,537)
Net Assets acquired / net equity	**(65,286)**
Transaction costs	**7,248,328**
Purchase price	**7,313,614**

7. INVESTMENT IN SUBSIDIARY

On October 3, 2019, the company signed a binding letter of intent (the LOI) with Swiss PharmaCan AG / Micelle Technologies AG / Mivital (collectively SMM) to acquire a 100% interest in Swiss Pharma Corp. (SPC) and to establish an international joint-venture partnership to advance the business plan of SPC. SMM is in the business of developing and producing micellized materials including cannabis for medical, supplemental and recreational use and under the terms of the LOI has granted exclusive license to certain intellectual property of SMM, consisting of cannabis related formulations, iron formulations, curcumin formulations and vitamin K formulations to SPC.

On June 1, 2020, the Company entered into a Share Exchange Agreement (the Agreement) between the Company, Swiss Pharmacan AG and Swiss Pharma Corp., whereby the Company acquired all of the issued and outstanding shares of Swiss Pharma Corp. from Swiss Pharmacan AG for the aggregate purchase price of CAD$6,000,000. The net assets held by Swiss Pharma Corp. consist primarily of an Exclusive Licence Agreement dated January 7, 2020 between Swiss Pharma Corp. and Swiss Pharmacan AG as described in Note 7. As Swiss Pharma Corp. did not meet the definition of a business under IFRS 3, the acquisition has been accounted for as an asset acquisition whereby the Company is considered to acquire the net assets of Swiss Pharma Corp. at their fair market value, with the total purchase price attributed to the fair market value of Swiss Pharma Corp.'s Exclusive Licence Agreement.

The purchase price of CAD$6,000,000 is to be satisfied as follows:

(i) an initial payment of CHF$250,000, such payment being made on the signing of the binding Letter of Intent which was paid on October 3, 2019;

(ii) an additional payment of CHF$250,000 payable on or before 90 days following the execution of the Agreement which was paid on July 16, 2020;

(iii) the issuance to Swiss Pharmacan AG of an aggregate 30,000,000 shares of the Company as fully paid and non-assessable, at a deemed price equal to CAD$0.20 per share in accordance with the following schedule of deliverables by Swiss Pharmacan AG:

a. 5,000,000 shares issued to Swiss Pharmacan AG upon execution of the agreement which were issues on June 1, 2020;

b. an additional 10,000,000 shares issued to Swiss Pharmacan AG upon the transfer to and receipt by the Company of reactor documentation, operating protocols and other relevant know-how to allow the Company to commercialize the Intellectual Property pursuant to a Licence Agreement dated January 7, 2020 between Swiss Pharma Corp. and Swiss Pharmacan AG;

c. an additional 5,000,000 shares issued to Swiss Pharmacan AG upon successful completion of the first bio-reactor build and transport of the machine to the facilities of the Company and successful set-up at the Company's facilities;

d. an additional 5,000,000 shares issued to Swiss Pharmacan AG upon successful testing of the bio-reactor at the Company's facilities, to the Company's satisfaction;

e. an additional 2,000,000 shares issued to Swiss Pharmacan AG at the time of the first commercial shipment of products processed using the bio-reactor; and,

f. an additional 3,000,000 shares issued to Swiss Pharmacan AG upon receipt to the Company of CAD$10,000,000 in gross revenues through the direct commercialization of the Intellectual Property as contemplated by the Licence Agreement.

As this acquisition is to be completed in stages as described above, with specific actions required tocomplete each stage, the acquisition of and valuation of the net assets acquired is being accounted for as a series of contracts, with recognition of each stage at such time that relative certainty exists that each stage's requirements have been satisfied.

8. INTANGIBLES

On April 3, 2019, the Company purchased from Relay Medical Corp. a suite of technology assets for 6,250,000 common shares valued at $333,333. The assets purchased include copyright and trade names, provisional IP, trade secrets, user trial methodologies, supply chain agreements, prototypes, software and toolkits.

The net intangible assets of $1,700,625 held by Swiss Pharma Corp. consist primarily of an Exclusive Licence Agreement dated January 7, 2020 between Swiss Pharma Corp. and Swiss Pharmacan AG for the use by Swiss Pharma Corp. of Swiss Pharmacan AG's technology including Intellectual Property, Patents and the Know-how, including any improvements, to develop its business for certain cannabis and nutraceutical products in Canada, the United States and Mexico.

(Unaudited - Expressed in Canadian dollars)

9. CAPITAL STOCK

(a) Common shares

Authorized

The authorized capital stock of the Company consists of an unlimited number of common shares.

Issued and Outstanding

	#	$
Opening January 1, 2021	4,666,655	25,598,091
Debt settlement	8,750,000	175,000
Share consolidation 1.5:1	(4,472,488)	-
Ateba reduction in stated capital	-	(26,814,516)
RTO transaction	29,545,950	8,863,785
Financing @ $0.30	17,788,429	4,483,562
Shares issued on exercise of options	150,000	79,391
Closing March 31, 2021	**56,428,546**	**12,385,313**

i. Prior to Amalgamation, Ateba issued 8,750,000 common shares for the settlement of debt owing of $175,000 at a price of $0.02 per common share. The shares of Ateba were then consolidated on a 1.5:1 basis resulting in issued and outstanding shares of 8,944,167.

ii. Prior to Amalgamation, as approved by an Ateba shareholder meeting, a reduction in the stated capital of the common shares of the company by $26,814,516.

iii. On March 3, 2021, under the terms of the acquisition, Ateba acquired 100% of the issued and outstanding common shares of Original Glow in exchange for 29,545,950 common shares in the capital of Ateba valued at $0.2 per share, totaling 5,909,190.

iv. On March 2, 2021, the Company completed a private placement of 17,138,432 units at a price of $0.30 per unit for gross proceeds of $5,141,529. Each unit consisting of one common share of the Company and one-half of one common share purchase warrant. Each warrant shall entitle the holder thereof to purchase one common share in the capital of the Company for a period of eighteen months from the closing at a price of CAD$0.40 per warrant. In addition, 649,997 units at a price of $0.30 per unit for gross proceeds of $195,000 were issued for settlement of debt.

(b) Stock option plan and share-based compensation

The Company has a stock option plan under which it is authorized to grant options to directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant.

(Unaudited - Expressed in Canadian dollars)

	Number of Options Outstanding	Black-Scholes Value	Weighted Average Exercise Price
Balance - December 31, 2020	-	-	-
Granted	10,800,000	2,476,128	0.30
Exercised	150,000	34,391	0.30
Balance - March 31, 2021	**10,650,000**	**2,441,738**	**$ 0.30**

(i) On March 3, 2021, the Company announced that it has granted an aggregate of 10,800,000 option to purchase common shares of the company with an estimated fair value of $2,476,128 exercisable at a price of $0.30 per common share, vesting immediately and expiring March 4, 2026 to certain directors, officers and consultants of the Company.

The following common share purchase options are outstanding as at March 31, 2021:

Date of Grant	Number of Options Outstanding	Exercise Price	Weighted Average remaining life (years)	Expiry Date	Number of Options exercisable
March 3, 2021	10,650,000	$ 0.30	4.92	March 4, 2026	10,650,000
	10,650,000		**4.92**		**10,650,000**

The fair value of options granted during the quarter ended March 31, 2021 and 2020 was estimated at the date of grant using a Black Scholes Option Pricing Model with the following assumptions:

	March 3 2021
Share price	$0.30
Risk-free interest rate	0.70%
Expected life of options	5 years
Annualized volatility	105%
Dividend rate	Nil
Forfeiture rate	0%

(Unaudited - Expressed in Canadian dollars)

(C) Warrants

The following table summarizes warrants that have been issued, exercised, or have expired during the quarter ended March 31, 2021:

	Number of Warrants Outstanding		Black-Scholes Value		Weighted Average Exercise Price
Balance - December 31, 2020	-	$	-	$	-
Granted	8,809,838	$	852,966	$	0.40
Balance -March 31, 2021	**8,809,838**	**$**	**852,966**	**$**	**0.40**

The fair value of warrants granted was estimated at the date of grant using a Black Scholes Option Pricing Model with the following assumptions:

		February 2021
Share price	$	0.30
Risk-free interest rate		0.26%
Time to maturity - years		1.50
Annualized volatility		87%
Dividend yield		NIL

As at March 31, 2021, the following warrants were outstanding. The warrants entitle the holders to purchase the stated number of common shares at the exercise price on or before the expiry date:

Date of Grant	Number of Warrants Outstanding		Exercise Price		Fair Value	Expiry Date
March 3, 2021 - April 1, 2021	8,809,838	$	0.30	$	852,966	August 11, 2022 - September 2, 2022
	8,809,838			**$**	**852,966**	

10. RELATED PARTY TRANSACTIONS

During the period, the Company paid fees of $173,500 for management and consulting services to multiple employees of Relay Medical Corp., a shareholder of the Company.

During the year the company paid managements fees of $45,000 and rent of $23,733 to Relay Medical Corp., a shareholder of the company.

These transactions are in the normal course of operations.

11. FINANCIAL RISK FACTORS

The Company manages its exposure to a number of different financial risks arising from its operations as well as its use of financial instruments including market risks, credit risk and liquidity risk through its risk management strategy. The objective of the strategy is tosupport the delivery of the Company's financial targets while protecting its future financial security and flexibility.

Financial risks are primarily managed and monitored through operating and financing activities and, if required. The financial risks are evaluated regularly with due consideration to changes in the key economic indicators and up-to-date market information.

The Company's financial instruments primarily consist of cash. The fair value of the Company's accounts payable and accrued liabilities approximate their carrying value, due to their short-term maturities or ability of prompt liquidation.

The Company's cash is recorded at fair value, under the fair value hierarchy, based on level one quoted prices in active markets for identical assets of liabilities. The Company is exposed in varying degrees to a variety of financial instrument related risks.

Market Risk

Market risk is the risk or uncertainty arising from possible market price movements andtheir impact on the future performance of the business. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis.

Interest Rate Risk

The Company has cash balances and is not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company monitors the credit worthiness of the debtor and is satisfied with the debtor's ability to repay the amount owing.

Foreign currency risk

As at March 31, 2021 the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars and therefore is not at a significant risk to fluctuating exchange risks.

Liquidity Risk

Liquidity risk encompasses the risk that a company cannot meet its financial obligations in full. The Company's main source of liquidity is derived from its common stock issuances. These funds are primarily used to finance working capital, operating expenses, capitalexpenditures, and acquisitions.

The Company manages its liquidity risk by regularly monitoring its cash flows from operating activities and holding adequate amounts of cash and cash equivalents. As at March 31, 2021 the Company held cash in banks and cash in trust of $2,943,924 (December 31, 2020 - $1,800) to settle current liabilities of $216,661 (March 31, 2020 - $315,572).

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash. The Company has reduced its credit risk by investing its cash in trust with Canadian chartered banks.

12. SUBSEQUENT EVENTS

On April 27, 2021, the Company announced it submitted on Mar 11, 2021 an application to Health Canada, to obtain product licenses for its Natural Health Product (NHP), ArtemiC™, which recently reported successful results from a COVID-19 Phase II clinical trial. ArtemiC™ was submitted to Health Canada's Natural and Non-prescription Health Products Directorate (NNHPD) on Mar 11, 2021. The application, which is currently under review by Health Canada, included ArtemiC™ supporting COVID-19 Phase II clinical trial results. Under Canadian regulations, all NHPs must obtain premarket approval by Health Canada to assure they are safe, effective and of high quality before being allowed to be sold in Canada. Once Health Canada makes this assessment, they are issued a Natural Product Number (NPN).

On May 4, 2021, the Company announced the successful delivery of the first commercial production run of ArtemiC™ at its supply partner, Swiss PharmaCan AG ("SPC") in April 2021, and a second production run worth nearly $1 million CAD that is scaled to service the growing demand around the world.

On May 11, 2021, the Company announced further positive findings from the Phase II clinical and preclinical studies of ArtemiC™, evaluating its efficacy as an anti-inflammatory agent to counter increased cytokine production found in COVID-19 infections including different variants. The results, announced on May 7, 2021, demonstrate the mechanism of action of ArtemiC™ is to reduce inflammation and suppress the cytokine storm – believed to be the one of the leading causes of mortality in COVID-19 patients. The results show that ArtemiC™ decreases the markers of inflammation (IFN-g, IL-1a and TNF-a), in the bronchoalveolar lavage fluid (BALF) of mice in the animal model of cytokine storm related to COVID-19. The clinical and preclinical results to date support ArtemiC™ being effective for addressing cytokine overproduction which is found in different variants and mutations of COVID-19.