Naturally Splendid Enterprises Ltd.

Unaudited Condensed Consolidated Interim Financial Statements

June 30, 2015

Expressed in Canadian Dollars

Naturally Splendid Enterprises Ltd.

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

	Note	As at June 30, 2015 $	As at December 31, 2014 $
Assets			
Current			
Cash		298,515	25,404
Trade and other receivables	6	178,467	58,266
Inventories	7	266,395	277,773
Advances and prepaid expenses	9	937,808	230,382
Deposit		-	40,000
		1,681,185	631,825
Restricted cash	11	57,560	17,310
Equipment	12 and 15	524,065	99,231
Technology license	8	1,586,428	-
Goodwill	4	3,868,164	-
		7,717,402	**748,366**
Liabilities			
Current			
Trade and other payables	14	747,200	126,882
Current portion of capital lease obligation	13	4,540	4,182
Current portion of long-term debt	4 and 15	55,382	-
		807,122	131,064
Capital lease obligation	13	6,638	8,912
Long-term debt	4 and 15	253,618	-
		260,256	8,912
		1,067,378	**139,976**
Equity			
Share capital	16	12,210,077	6,403,221
Subscriptions received		25,767	106,920
Reserves	16	1,036,391	355,498
Deficit		(8,462,537)	(6,257,249)
Equity attributable to owners of the company		4,809,698	608,390
Non-controlling interest		1,840,326	-
		6,650,024	608,390
		7,717,402	**748,366**

APPROVED AND AUTHORIZED FOR ISSUE BY THE BOARD ON August 31, 2015:

"J. Craig Goodwin" Director

"Peter Hughes" Director

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

Naturally Splendid Enterprises Ltd.

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

	Note	Three-month period ended June 30, 2015 $	2014 $	Six-month period ended June 30, 2015 $	2014 $
Revenue		**70,459**	**68,056**	**109,952**	**139,731**
Cost of sales		**106,022**	**40,559**	**138,638**	**98,524**
Gross Profit		**(35,563)**	**27,497**	**(28,686)**	**41,207**
Selling and distribution expenses					
Commissions and direct selling		-	1,597	-	2,053
Product development, net of grants		23,946	994	40,620	4,414
Product promotion and trade shows		95,666	16,848	122,054	58,542
Salaries and wages		33,698	15,220	59,447	29,651
		153,310	34,659	222,121	94,660
Administrative expenses					
Accounting and audit		50,590	60,224	60,390	68,903
Amortization		11,243	7,363	19,516	13,603
Bank charges and interest		2,579	741	4,881	1,181
Consulting	10	63,085	10,500	100,437	21,000
Legal		52,982	28,473	73,991	31,517
Management fees	10	153,851	66,000	223,130	132,000
Office, rent and salaries		148,932	58,987	241,489	105,278
Promotion		134,491	81,237	326,790	182,312
Share-based payments	16	-	32,009	792,980	201,351
Transfer agent and filing fees		31,908	16,096	58,352	29,494
Travel		20,733	9,123	41,511	12,463
		670,394	370,753	1,943,467	799,102
		(859,267)	(377,915)	(2,194,274)	(852,555)
Foreign exchange loss		(46,443)	(314)	(11,239)	(392)
Interest income		225	473	225	896
Net loss and comprehensive loss for the period		**(905,485)**	**(377,756)**	**(2,205,288)**	**(852,051)**
Comprehensive loss attributed to:					
Owners of the company		**(905,485)**	**(377,756)**	**(2,205,288)**	**(852,051)**
Non-controlling interest		-	-	-	-
		(905,485)	**(377,756)**	**(2,205,288)**	**(852,051)**
Comprehensive income (loss) per share					
Basic and diluted		$ (0.02)	$ (0.01)	$ (0.04)	$ (0.03)
Weighted average number of common shares outstanding					
Basic and diluted		46,189,507	34,117,004	50,436,874	31,501,685

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

Naturally Splendid Enterprises Ltd.

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

	Six-month period ended June 30,	
	2015	2014
	$	$
Operating activities		
Net loss for the period	(2,205,288)	(852,051)
Adjustments to reconcile loss to net cash		
Amortization	19,516	13,603
Shares issued for services	49,375	
Share based payments	792,980	201,351
Changes in non-cash working capital:		
Trade and other receivables	(89,728)	33,487
Inventories	11,378	(45,963)
Advances and prepaid expenses and deposits	(804,726)	(72,769)
Restricted cash	(40,250)	-
Trade and other payables	339,156	(35,192)
Cash used in operating activities	(1,927,587)	(757,534)
Investing activities		
Repayment of capital lease	(1,916)	-
Purchase of property and equipment, net	(135,513)	(26,177)
Acquisition of technology	(549,000)	99
Acquisition of manufacturing facility	(1,750,000)	-
Cash used in investing activities	(2,436,429)	(26,078)
Financing activities		
Repayments to related parties	-	(3,675)
Proceeds from issuance of shares, net	4,637,127	1,344,988
Cash provided by financing activities	4,637,127	1,341,313
Net change in cash and cash equivalents	273,111	557,701
Cash and cash equivalents, beginning balance	25,404	189,667
Cash and cash equivalents, ending balance	298,515	747,368

Naturally Splendid Enterprises Ltd.

Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited - Expressed in Canadian Dollars)

	Common Shares	Share Capital $	Subscriptions received $	Reserves $	Deficit $	Equity attributable to the owners of the company $	Non-controlling interest $	Total equity (deficit) $
Balance at December 31, 2013	28,731,105	4,853,214	-	238,964	(4,461,492)	630,686	-	630,686
Warrants exercised	366,394	64,116	-	-	-	64,116	-	64,116
Reclassify warrants exercised	-	22,533	-	(22,533)	-	-	-	-
Share-based payments	-	-	-	169,342	-	169,342	-	169,342
Net loss for the period	-	-	-	-	(852,051)	(852,051)	-	(852,051)
Non-controlling interest	-	-	-	-	-	-	-	
Balance at June 30, 2014	29,097,499	4,939,863	-	385,773	(5,313,543)	12,093	-	12,093
Balance at December 31, 2014	36,658,999	6,403,221	106,920	355,498	(6,257,249)	608,390	-	608,390
Private placement, net of share issuance costs	10,781,882	3,410,456	(106,920)	-	-	3,303,536	-	3,303,536
Technology license acquisition	2,928,571	761,428	-	-	-	761,428	-	761,428
BPC acquisition	367,647	165,441	-	-	-	165,441	-	165,441
Shares issued for services	125,000	49,375	-	-	-	49,375	-	49,375
Warrants exercised	4,310,909	1,185,069	25,767	-	-	1,210,836	-	1,210,836
Options exercised	640,000	123,000	-	-	-	123,000	-	123,000
Reclassify warrants and options exercised	-	112,087	-	(112,087)	-	-	-	-
Share-based payments	-	-	-	792,980	-	792,980	-	792,980
Net loss for the period	-	-	-	-	(2,205,288)	(2,205,288)	-	(2,205,288)
Non-controlling interest	-	-	-	-	-	-	1,840,326	1,840,326
Balance at June 30, 2015	55,813,008	12,210,077	25,767	1,036,391	(8,462,537)	4,809,698	1,840,326	6,650,024

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

1. Nature of Operations and Going Concern

Naturally Splendid Enterprises Ltd. (formerly Race Capital Corp.) (the "Company") was incorporated under the laws of the province of British Columbia on December 21, 2010.

The Company is in the natural food industry and provides food supplements packaged for distribution through grocery stores, health and nutrition stores, and other outlets where consumers purchase health-related products. Materials are sourced in bulk and repackaged at the Company's facility with its unique branding under the Company's name. Current products are hemp-based food items that are both conventional and organic, including whole grains and protein powders. Product sales are supported through a combination of direct sales and distribution channels.

The head office, principal address, and registered and records office is located at 605 - 1166 Alberni Street, Vancouver, British Columbia, Canada V6E 3Z3.

In February 2013, the Company acquired all the issued and outstanding shares of Naturally Splendid Enterprises Ltd. by amalgamation.

The Company's condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. For the six-month period ended June 30, 2015, the Company had a net loss of $2,205,288 (2014 - $852,051).

Management cannot provide assurance that the Company will ultimately achieve profitable operations or positive cash flow. The Company's continuation as a going concern is dependent on its ability to attain profitable operations and raise additional capital. These matters indicate the existence of material uncertainties that may cast substantial doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and condensed consolidated interim statement of financial position classifications that would be necessary if the going concern assumption was inappropriate.

2. Basis of Presentation

a) Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* and follow the same accounting policies and methods of application as the Company's most recent annual audited consolidated financial statements, except as outlined in note 3. These condensed consolidated interim financial statements do not include all of the information and disclosures required by International Financial Reporting Standards ("IFRS") and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2014 prepared in accordance with IFRS, as issued by the International Accounting Standards Board.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on the date noted on the condensed consolidated interim statements of financial position.

b) Basis of presentation

These condensed consolidated interim financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair value, as explained in Note 5. These condensed consolidated interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

These condensed consolidated interim financial statements include the accounts of the following entities:

	Relationship	Percentage
Naturally Splendid Enterprises Ltd.	Parent	100%
Naturally Splendid Enterprises 2013 Ltd.	Subsidiary	100%
Naturally Splendid USA Ltd.	Subsidiary	100%
POS BPC Manufacturing Corp.	Subsidiary	51%

All intercompany balances and transactions are eliminated on consolidation.

c) Significant accounting judgments, estimates and assumptions

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed consolidated interim financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and further periods if the review affects both current and future periods.

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

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

Recoverability of accounts receivable
Provisions are made against accounts that, in the estimation of management, may be uncollectible. The recoverability assessment of accounts receivable is based on a range of factors including the age of the receivable and the creditworthiness of the customer. The provision is assessed monthly with a detailed formal review of balances and security being conducted annually. Determining the recoverability of an account involves estimation as to the likely financial condition of the customer and their ability to subsequently make payments. To the extent that future events impact the financial condition of the customers these provisions could vary significantly.

Share-based payments
The fair value of share-based payments is subject to the limitations 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.

Estimated fair value of assets acquired
The fair value of tangible and intangible assets and goodwill acquired with the purchase of POS (Note 4) were valued based on the estimates made by management and for which consideration was paid. Goodwill and intangible assets are reviewed annually for impairment, or more frequently when there are indicators that impairment may have occurred, by comparing the carrying value to its recoverable amount.

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

Valuation of inventory
Management makes estimates of future customer demand for products when establishing appropriate provisions for inventory obsolescence. In making these estimates management considers the life of inventory and profitability of recent sales.

Asset acquisition or business acquisition
Management uses judgment in determining whether the acquired entity meets the criteria required for the purchase to be considered a business acquisition. In making this judgment, management considers whether the entity has established inputs, processes and outputs required for the acquisition to be considered a business acquisition.

3. Significant Accounting Policies

The significant accounting policies used in the preparation of these condensed consolidated interim financial statements are consistent with those used in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2014.

The following accounting standard and amendment to existing standards was adopted effective January 1, 2015:

Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)

Amends IAS 32 *Financial Instruments:* Presentation to clarify certain aspects because of diversity in application of the requirements on offsetting focused on four main areas:

- the meaning of "currently has a legally enforceable right of set-off"
- the application of simultaneous realization and settlement
- the offsetting of collateral amounts
- the unit of account for applying the offsetting requirements.

4. Acquisition of POS BPC Manufacturing Corp.

During the period, the Company completed the acquisition of 51% of POS BPC Manufacturing Corp. ("BPC") in accordance with the terms of a securities purchase agreement with POS Management Corp. and POS Holdings Corp. (together "POS"). In consideration of the BPC shares, the Company paid $1.75 million to POS and issued 367,647 common shares of the Company to POS at a contractual price of $0.68 per share ($250,000), which shares are subject to a trading restriction for a period of 12 months from the date of issue. The Company, POS and BPC entered into a unanimous shareholders agreement that provides, among other things, equal board representation for each of the Company, which will hold 51 Class A shares of BPC, and POS, which will hold 49 Class A shares of BPC. Certain directors and officers of the Company and POS were appointed to serve as directors and officers of BPC. BPC operates a 12,000-square-foot facility containing the equipment required to process a variety of products including the suite of plant-based omega technologies such as HempOmega that the Company has licensed from Full Spectrum Laboratories Limited ("FSL").

The Company also entered into a license agreement with POS whereby the Company has the right to sell and market, on an exclusive basis, five ingredients created using POS technology and sell and market, on a non-exclusive basis, additional ingredients created using POS technologies. In consideration of the license, the Company has agreed to pay POS a 5% net revenue royalty. The ingredients included in this licensing arrangement are of high-quality sourced plant and marine extracts in the form of powder or oil and will be marketed through the Company's recently launched BC Ingredients (BCI) division.

The acquisition of BPC was recorded in the accounts of the Company at its fair value determined as follows:

				$
Cash				1,750,000
Shares - fair value closing price	367,647	$	0.45	165,441
Fair value				1,915,441

The assets acquired were:

	$
Cash	-
Accounts receivable	3,019
Prepaid expenses	38,700
Due from related Parties	27,454
Property, plant and equipment	308,837
Technology license	100,000
Bank indebtedness	(8,099)
Accounts payable	(273,308)
Long-term debt	(309,000)
	(112,397)

The $1,915,441 purchase price for the 51% controlling interest in BPC was accordingly allocated as follows:

	$
Net tangible assets	(112,397)
NCI (49 shares)	(1,840,326)
Goodwill	3,868,164
Purchase price	1,915,441

The non-controlling interest of $1,840,326 represents the 49% of BPC held by POS and presented in the condensed consolidated interim financial statements of the Company.

5. Financial Instruments

a) Categories of financial instruments

	June 30, 2015 $	December 31, 2014 $
Financial Assets		
Fair value through profit or loss, at fair value		
Cash	298,515	25,404
Loans and receivables, at amortized cost		
Trade and other receivables	148,495	44,699
Restricted cash	57,560	17,310
Total financial assets	504,570	87,413
Financial Liabilities		
Other liabilities, at amortized cost		
Trade and other payables	747,200	126,882
Long-term debt, including current portion	309,000	-
Total financial liabilities	1,056,200	126,882

b) Fair value

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers the carrying amounts of all its financial assets and financial liabilities recognized at amortized cost in these condensed consolidated interim financial statements to approximate their fair values due to the short-term maturity of these instruments.

c) Management of financial risks

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of these risks. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. Management manages and monitors these exposures to ensure appropriate measures are implemented in

a timely and effective manner. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below.

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to credit risk consist of cash and trade receivables. The Company deposits cash with major Canadian commercial banks. In order to reduce its credit risk in relation to trade receivables, the Company has adopted credit policies that include the analysis of the financial position of its customers and the regular review of their respective credit limits.

Liquidity risk
Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company is reliant upon equity issuances and loans as its main sources of cash. The Company manages liquidity risk by maintaining an adequate level of cash to meet its ongoing obligations. The Company continuously reviews its actual expenditures, forecasts cash flows and matches the maturity dates of its cash to capital and operating needs.

The Company has been successful in raising financing in the past; however, there is no assurance that it will be able to do so in the future. As at June 30, 2015, the Company had working capital of $874,063 (December 31, 2014 - $500,761).

Other risk
Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or other risk. The Company does not hold or issue financial instruments for trading purposes, nor does it utilize derivative instruments in the management of foreign currency, commodity price or interest rate market risks.

6. Trade and Other Receivables

The Company's trade and other receivables arise from two main sources: trade receivables due from customers and Goods and Services Tax/Harmonized Sales Tax ("GST/HST") due from the government authorities. These are as follows:

	June 30, 2015 $	December 31, 2014 $
GST/HST receivable	29,972	13,567
Trade receivables *	148,495	44,699
	178,467	58,266

* 2014 are net of an allowance for bad debts of $27,729. No allowance for doubtful accounts or impairment has been recognized for the June 30, 2015 trade receivables.

7. Inventories

	June 30, 2015 $	December 31, 2014 $
Seed and finished products for resale	75,108	137,427
Containers, labels and raw products	191,287	140,346
	266,395	277,773

8. Technology License

During the six-month period ended June 30, 2015, the Company closed on the technology acquisition agreement previously announced in November, 2014.

Naturally Splendid USA Ltd. entered into a Novation Agreement with FSL, Boreal Technologies, Inc. ("Boreal") and the Company whereby Boreal assigned, and Naturally Splendid USA Ltd. assumed, all rights, title and interest in and to a Restated and Amended License Agreement between FSL and Boreal. The License Agreement provides that the licensee has a worldwide license to manufacture, commercialize and sell products based on the follow proprietary technology of FSL:

a) on an exclusive basis, (i) the terpene, hemp oil and cannabinoid formulation technology, (ii) omega formulation technology, (iii) protein formulation technology, (iv) cannabinoid technology, and (v) the tongkat ali formulations; and

b) on a non-exclusive basis, (i) the Supercritical CO2 and plant oil extraction technology, (ii) genetic plant and artificial seed technology, (iii) biosynthesis of cannabinoids, and (iv) microencapsulation of cannabinoid oils.

Under the terms of the Novation Agreement, Naturally Splendid USA Ltd. paid CDN $725,000 to Boreal and the Company issued 2,928,571 common shares of the Company valued at the time of closing at $761,428 for a total acquisition cost of $1,486,428 of which $176,000 was prepaid at December 31, 2014. The License Agreement will be amortized over a 15-year period representing the term of the agreement plus one renewal period.

The Company will be required to pay to FSL a 4.5% gross revenue royalty. Commencing on November 17, 2016 and each year thereafter, the Company will be obligated to pay a minimum gross revenue royalty of US$1.6 million. Notwithstanding the foregoing, no royalties will be payable to FSL on the first C$1,750,000 of royalties payable under the License Agreement.

9. Prepaid expenses

	June 30, 2015 $	December 31, 2014 $
License technology advance[1]	-	176,000
Product research and development [2]	250,000	-
Investor relations advances [3]	492,500	-
Other	195,308	54,382
	937,808	230,382

[1] As at December 31, 2014, the Company had advanced $176,000 for the acquisition of the License Technology from Boreal (Note 8).

[2] During the six-month period ended June 30, 2015, the Company advanced $250,000 for services relating to research of hemp and hemp-based technologies.

[3] During the six-month period ended June 30, 2015, the Company paid $567,500 for investor relation services to be provided over a period of twelve months. As at June 30, 2015, the unamortized portion is $492,500.

10. Key Management Compensation

The remuneration of directors and other members of key management for the three- and six-month periods ended June 30 were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2015 $	2014 $	2015 $	2014 $
Management fees	153,851	66,000	223,130	132,000
Consulting fees	10,500	10,500	21,000	21,000
Share-based payments (Note 16)	-	-	502,865	201,351
	164,351	76,500	746,995	354,351

	Three months ended June 30,		Six months ended June 30,	
	2015 $	2014 $	2015 $	2014 $
Management fees	153,851	66,000	223,130	132,000
Consulting fees	10,500	10,500	21,000	21,000
Share-based payments (Note 16)	-	-	502,865	201,351
	164,351	76,500	746,995	354,351

Key management personnel were not paid post-employment benefits, termination benefits or other long-term benefits during the period.

11. Restricted Cash

The Company has deposited funds in an interest-bearing term deposit with its principal banker as security against corporate credit lines.

12. Property and Equipment

The changes in the Company's property and equipment for the six-month period ended June 30, 2015 and year ended December 31, 2014 are as follows:

	Computer equipment	Furniture and equipment	Leasehold Improvements	Manufacturing facility	Website development costs	Total
	$	$	$	$	$	$
Cost						
December 31, 2013	47,079	89,039	4,300	-	7,500	147,918
Additions	9,393	33,381	15,668	-	-	58,442
December 31, 2014	56,472	122,420	19,968	-	7,500	206,360
Additions	13,547	122,068	-	332,583	-	468,198
June 30, 2015	70,019	244,488	19,968	332,583	7,500	674,558
Depreciation						
December 31, 2013	32,228	36,600	430	-	7,500	76,758
Additions	14,593	13,177	2,601	-	-	30,371
December 31, 2014	46,821	49,777	3,031	-	7,500	107,129
Additions	6,622	10,725	2,171	23,846	-	43,364
June 30, 2015	53,443	60,502	5,202	23,846	7,500	150,493
Net Book Value						
December 31, 2014	9,651	72,643	16,937	-	-	99,231
June 30, 2015	16,576	183,986	14,766	308,737	-	524,065

13. Capital Lease Obligation

During the year ended December 31, 2014, the Company entered into a lease contract for equipment used in operations. The Company has accounted for this as a capital lease obligation.

The following table summarizes the outstanding obligation:

	June 30, 2015 $	December 31, 2014 $
Lease payments due within one year	5,859	5,859
Lease payments due within two to five years	7,332	8,848
Total lease payments	13,191	14,707
Lease payment amounts representing interest	(2,013)	(1,613)
Present value of net minimum lease payments	11,178	13,094
Current portion	(4,540)	(4,182)
	6,638	8,912

14. Trade and Other Payables

Trade and other payables are non-interest-bearing, unsecured and have settlement dates within one year.

	June 30, 2015 $	December 31, 2014 $
Trade and other payables	747,200	126,882

15. Long-Term Debt

	June 30, 2015 $	December 31, 2014 $
Loan payable to Saskatchewan Opportunities Corporation in monthly payments of $6,438 beginning April 1, 2017. The loan bears no interest; however, if at any time the loan goes in default, interest will accrue at 5%. A general security agreement on POS BPC Manufacturing Corp. assets is pledged as security. The loan is due March 2021.	309,000	-
Less: Current portion	55,382	-
	253,618	-

16. Share Capital

a) Authorized

Unlimited number of common shares and preferred shares without par value.

b) Issued and outstanding

The total issued and outstanding share capital consists of 55,813,008 common shares without par value.

During the six-month period ended June 30, 2015, the Company completed the following transactions:

- 3,393,300 units were issued at a price of $0.50 per unit for gross proceeds of $1,696,650. Each unit was comprised of one common share of the Company and one-half of one common share purchase warrant ("Warrant"), with each full Warrant entitling the holder to purchase one additional common share at $0.75 for a period of two years from the date of the issue. The Company paid finder's cash commissions totaling $96,612 and issued a finder 340,520 non-transferable warrants. Each finder's warrant is exercisable on the same terms as the Warrants described above.
- 7,388,582 units were issued at a price of $0.25 per unit for gross proceeds of $1,847,138. Each unit was comprised of one common share of the Company and one-half of one common share purchase warrant ("Warrant"), with each full Warrant entitling the holder to purchase one additional common share at $0.40 for a period of two years from the date of the issue. The Company will have the right to accelerate the expiry date of the Warrants if, at any time, the volume weighted average price of the Company's common shares is equal to, or greater than $0.50 for 10 consecutive trading days. In the event of acceleration, the expiry date will be accelerated to a date that is 30 days after the Company issues a news release announcing that it has elected to exercise this acceleration right. The Company paid finder's cash commissions totaling $36,720 and issued a finder 146,880 non-transferable warrants. Each finder's warrant is exercisable on the same terms as the Warrants described above.
- 2,928,571 common shares of the Company were issued for a fair value of $761,428 to acquire technology (Note 8).
- 367,647 common shares of the Company were issued at a fair value of $165,441 for the acquisition of a processing facility.
- 125,000 shares were issued for services at a fair value of $49,375.
- 640,000 common shares were issued upon the exercise of 640,000 options at a price of $0.19 and $0.20 per share, for gross proceeds of $123,000.
- 4,310,909 common shares upon the exercise of 4,310,909 warrants at a price of $0.25 and $0.30 per share for gross proceeds of $1,185,069.

During the year ended December 31, 2014 the Company completed the following transactions:

- 6,843,500 units at $0.20 per unit for gross proceeds of $1,368,700. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share at $0.30 for a period of two years from date of issue. The Company will have the right to accelerate the expiry of the warrants if at any time the average closing price of the Company's shares is equal to or greater

than $0.40 per share for 10 consecutive trading days. In the event of acceleration, the expiry date shall be accelerated to 30 days after the Company issues a news release announcing its election to exercise the acceleration right. The Company paid $109,614 and issued 382,650 finders warrants as finders' fees for the private placement. Each finders warrant is exercisable on the same terms as the warrants attached to the units issued.

- 500,000 common shares upon the exercise of 500,000 options at a price of $0.175 per share for gross proceeds of $87,500.
- 366,394 common shares upon the exercise of 366,394 warrants at a price of $0.175 per share for gross proceeds of $64,119.
- 218,000 common shares upon the exercise of 218,000 warrants at a price of $0.25 per share for gross proceeds of $54,485.

c) Stock-based compensation

The following is a summary of changes in stock options for the six-month period ended June 30, 2015 and the year ended December 31, 2014:

	June 30, 2015		December 31, 2014	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of period	2,409,750	$ 0.18	1,750,000	$ 0.175
Options granted	2,050,000	$ 0.40	1,159,750	$ 0.196
Options exercised	(640,000)	$ 0.19	(500,000)	$ 0.175
Options outstanding and exercisable, end of period	3,819,750	$ 0.30	2,409,750	$ 0.18

The following are the outstanding stock options as of June 30, 2015:

Expiry date	Number of options outstanding	Weighted average exercise price	Weighted average remaining contractual life in years
March 24, 2016	370,000	$ 0.200	1.23
April 16, 2017	149,750	$ 0.200	1.29
March 4, 2018	1,250,000	$ 0.175	3.18
March 23, 2020	2,050,000	$ 0.400	4.73
	3,819,750		

During the six-month period ended June 30, 2015, the Company recognized share-based payments expense of $792,980 (2014 - $201,351) in relation to 2,050,000 (2014 - 960,000) stock options granted during the period. The fair value of each option granted was estimated as at the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	2015	2014
Risk-free interest rate	0.56%	1.33%
Expected life (years)	5.00	3.47
Annualized volatility	101.27%	92.26%
Expected dividends	-	-
Exercise price	$0.40	$0.20

d) Warrants

A summary of the Company's warrants for the six-month period ended June 30, 2015 and the year ended December 31, 2014 is as follows:

	June 30, 2015		December 31, 2014	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Outstanding, beginning of period	6,487,054	$ 0.279	3,372,774	$ 0.240
Issued	5,878,341	$ 0.521	3,804,400	$ 0.300
Exercised	(4,310,909)	$ 0.273	(584,394)	$ 0.203
Expired and cancelled	-	-	(105,726)	$ 0.175
Outstanding, end of period	8,054,486	$0.459	6,487,054	$0.279

	Outstanding warrants	Exercise price	Expiry date
Common share purchase warrants	284,285	$ 0.25	November 1, 2015
	1,891,860	$ 0.30	April 26, 2016
	3,694,291	$ 0.40	February 23, 2017
	1,696,650	$ 0.75	July 15, 2017
Agent warrants	146,880	$ 0.40	February 23, 2017
	340,520	$ 0.75	July 15, 2017
	8,054,486		

e) Reserves

As of June 30, 2015 and December 31, 2014 the reserves of the Company were as follows:

	June 30, 2015 $	December 31, 2014 $
Stock option reserves	1,024,172	343,279
Warrant reserves	12,219	12,219
Total reserves	1,036,391	355,498

17. Commitments

On May 23, 2013, the Company entered into an offer to lease new premises with a lease term commencement date of June 1, 2013, terminating July 31, 2018. The basic rent is payable in advance at a rate of $3,656 per month plus the proportionate share of expenses in respect of operating costs and property taxes amounting to $2,072 per month.

18. Events After the Reporting Period

The Company has evaluated the events occurring subsequent to June 30, 2015 and determined that there were no reportable events.