



# **CO2 GRO Inc.**

*(formerly BlueOcean NutraSciences Inc.)*

(a development-stage company)

## **Unaudited Interim Consolidated Financial Statements** (expressed in Canadian dollars)

**As at and for the three and nine months ended  
September 30, 2018 and 2017**

### **NOTICE TO READER**

*The accompanying unaudited interim consolidated financial statements of CO2 GRO Inc. (formerly, BlueOcean NutraSciences Inc.) (the "Company") have been prepared by and are the responsibility of management. The unaudited interim consolidated financial statements as at and for the three and nine months ended September 30, 2018 and 2017 have not been reviewed by the Company's auditors.*



## **MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The accompanying unaudited interim consolidated financial statements of CO2 GRO Inc. (formerly, BlueOcean NutraSciences Inc.), are the responsibility of the management and the Board of Directors (the "Board") of the Company and have been prepared in accordance with the accounting policies disclosed in the notes to the unaudited interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the interim unaudited consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

The Board is responsible for reviewing and approving the unaudited interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board for its consideration in approving the unaudited interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

## **MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING ("ICFR")**

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting.

As the Company is a Venture Issuer (as defined under *National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings*) ("NI 52-109"), the Company and Management are not required to include representations relating to the evaluation, design, establishment and/or maintenance of disclosure controls and procedures ("DC&P") and/or ICFR, as defined in NI 52-109, nor has it completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective bases DC&P and ICFR for the issuer may result in additional risks of quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

*"John Archibald"*

John Archibald  
President and Chief Executive Officer

November 15, 2018

*"Stephen M. Gledhill"*

Stephen M. Gledhill  
Chief Financial Officer

November 15, 2018

**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)

**Unaudited Interim Consolidated Statements of Financial Position**  
(expressed in Canadian dollars)

<i>As at</i>	September 30, 2018	December 31, 2017
<b>Assets</b>	<b>\$</b>	<b>\$</b>
<b>Current assets</b>		
Cash	599,739	568,967
Sales taxes recoverable	19,369	32,498
Prepaid expenses (note 7)	184,680	5,305
<b>Total current assets</b>	<b>803,788</b>	<b>606,770</b>
<b>Total assets</b>	<b>803,788</b>	<b>606,770</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Trade payables and accrued liabilities (note 8)	594,462	634,089
Due to related parties (note 11)	283,773	139,877
<b>Total current liabilities</b>	<b>878,235</b>	<b>773,966</b>
<b>Non-current liabilities</b>		
Straight-line interest payable (note 9)	16,665	6,666
Secured loan (note 9)	200,000	200,000
<b>Total non-current liabilities</b>	<b>216,665</b>	<b>206,666</b>
<b>Total liabilities</b>	<b>1,094,900</b>	<b>980,632</b>
<b>Shareholders' deficiency</b>		
Capital stock (note 10)	12,280,133	8,248,939
Shares to be issued (note 10)	-	3,247,300
Reserve for warrants (note 10)	1,374,908	1,566,621
Contributed surplus (note 10)	3,163,385	2,883,717
Accumulated deficit	(17,109,538)	(16,320,439)
<b>Total shareholders' deficiency</b>	<b>(291,112)</b>	<b>(373,862)</b>
<b>Total liabilities and shareholders' deficiency</b>	<b>803,788</b>	<b>606,770</b>

Going concern (note 1)

Significant contracts and commitments (note 15)

Subsequent event (note 16)

Approved for issuance by the Board on November 15, 2018

"Samuel Kanes", Director

"Michael Boyd", Director

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

**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)

**Unaudited Interim Consolidated Statements of Loss and Comprehensive Loss**

*(expressed in Canadian dollars-except weighted average number of common shares outstanding)*

	3 months ended		9 months ended	
	<b>September 30, 2018</b>	September 30, 2017	<b>September 30, 2018</b>	September 30, 2017
	\$	\$	\$	\$
<b>Revenue (note 17)</b>	<b>1,470</b>	1,457	<b>1,813</b>	16,664
<b>Expenses</b>				
Administration	<b>33,903</b>	25,619	<b>84,838</b>	166,966
Compensation	-	56,250	-	176,891
Consulting fees	<b>23,513</b>	33,540	<b>68,813</b>	187,258
Foreign exchange (gains) losses	<b>21</b>	(11,132)	<b>7,324</b>	(11,894)
Investor relations and public reporting costs	<b>60,070</b>	33,740	<b>103,897</b>	248,520
Licence fees (notes 13 & 15)	-	78,001	-	249,340
Professional fees	<b>57,896</b>	1,020	<b>117,264</b>	49,766
Research and development non-compensation (note 13)	<b>28,633</b>	65,089	<b>75,634</b>	94,019
Share-based compensation (note 10)	<b>34,394</b>	29,561	<b>318,143</b>	226,211
<b>Total expenses</b>	<b>238,430</b>	321,688	<b>775,913</b>	1,387,077
<b>Operating loss before other items</b>	<b>(236,960)</b>	(320,231)	<b>(774,100)</b>	(1,370,413)
<b>Other items:</b>				
Interest income (expense)	<b>(8,333)</b>	(3,735)	<b>(14,999)</b>	(3,709)
Recovery (loss) resulting from onerous contract	-	-	-	-
Gain on conversion of onerous contract	-	-	-	213,249
	<b>(8,333)</b>	(3,735)	<b>(14,999)</b>	209,540
<b>Income (loss) and comprehensive income (loss) for the period</b>	<b>(245,293)</b>	(323,966)	<b>(789,099)</b>	(1,160,873)
<b>Basic and fully-diluted income (loss) and comprehensive income (loss) per share</b>	<b>(0.006)</b>	(0.011)	<b>(0.016)</b>	(0.039)
<b>Weighted average number of common shares outstanding</b>	<b>43,538,815</b>	29,855,770	<b>48,199,661</b>	29,855,770

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

**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)

**Unaudited Interim Consolidated Statements of Changes in Equity**

*(expressed in Canadian dollars)*

	Capital stock		Shares to be issued	Warrants	Contributed surplus	Accumulated deficit	Total
	Number of Shares	Amount					
		\$	\$	\$	\$	\$	\$
Balance at December 31, 2016	<b>28,687,815</b>	<b>7,724,523</b>	-	<b>1,644,009</b>	<b>2,237,247</b>	<b>(11,482,644)</b>	<b>123,135</b>
Shares issued for debt <i>(note 10)</i>	2,791,301	209,347	-	-	-	-	209,347
Shares for services	304,347	35,000	-	-	-	-	35,000
Expiry of warrants	-	-	-	(393,939)	393,939	-	-
Share-based compensation accrued in 2016	-	-	-	-	27,000	-	27,000
Share-based compensation	-	-	-	-	226,211	-	226,211
Loss and comprehensive loss for the period	-	-	-	-	-	(1,160,873)	(1,160,873)
Balance at September 30, 2017	31,783,463	7,968,870	-	1,250,070	2,884,397	(12,643,517)	(540,180)
Shares issued for cash	7,500,000	600,000	-	-	-	-	600,000
Shares to be issued <i>(note 10)</i>	-	-	3,247,000	-	-	-	3,247,000
Fair value of issued warrants	-	(300,000)	-	300,000	-	-	-
Cash cost of issuance	-	(28,000)	-	(28,000)	-	-	(56,000)
Fair value of broker/finders' warrants	-	(58,500)	-	58,500	-	-	-
Exercise of warrants	-	15,169	-	-	-	-	15,169
Fair value of exercised warrants	-	7,718	-	(7,718)	-	-	-
Expiry of warrants	131,900	-	-	(6,231)	6,231	-	-
Exercise of options	110,000	15,000	-	-	-	-	15,000
Fair value of exercised options	-	28,682	-	-	(28,682)	-	-
Share-based compensation	-	-	-	-	21,772	-	51,333
Loss and comprehensive loss for the period	-	-	-	-	-	(3,676,922)	(3,676,922)
Balance at December 31, 2017	39,525,363	8,248,939	3,247,000	1,566,621	2,883,718	(16,320,439)	(373,861)
<b>Shares issued for services</b>	<b>107,096</b>	<b>16,000</b>	-	-	-	-	<b>16,000</b>
<b>Shares issued debt</b>	<b>12,989,199</b>	<b>3,247,000</b>	<b>(3,247,000)</b>	-	-	-	-
<b>Exercise of warrants</b>	<b>2,752,650</b>	<b>458,696</b>	-	-	-	-	<b>458,696</b>
<b>Fair value of exercised warrants</b>	-	<b>133,971</b>	-	<b>(133,971)</b>	-	-	-
<b>Expiry of warrants</b>	-	-	-	<b>(57,742)</b>	<b>57,742</b>	-	-
<b>Exercise of options</b>	<b>571,538</b>	<b>79,009</b>	-	-	-	-	<b>79,009</b>
<b>Fair value of exercised options</b>	-	<b>96,218</b>	-	-	<b>(96,218)</b>	-	-
<b>Share-based compensation</b>	-	-	-	-	<b>318,143</b>	-	<b>318,143</b>
<b>Loss and comprehensive loss for the period</b>	-	-	-	-	-	<b>(789,099)</b>	<b>(789,099)</b>
<b>Balance at September 30, 2018</b>	<b>55,345,848</b>	<b>12,280,133</b>	-	<b>1,374,908</b>	<b>3,163,385</b>	<b>(17,109,538)</b>	<b>(291,112)</b>

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

**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)

**Unaudited Interim Consolidated Statements of Cash Flow**

(expressed in Canadian Dollars)

<i>Nine months ended June 30,</i>	<b>2018</b>	2017
	\$	\$
<b>Operations</b>		
Net loss	<b>(789,099)</b>	(1,160,873)
Non-cash items:		
Gain on conversion of onerous contract (note 14)	-	(213,249)
Interest expense (note 9)	<b>9,999</b>	3,333
Shares issued for services	<b>16,000</b>	35,000
Share-based payments	<b>318,143</b>	226,211
Net change in non-cash working capital items:		
Prepaid expenses	<b>(14,064)</b>	184,562
Sales taxes recoverable	<b>(152,182)</b>	19,751
Inventory	-	(241,795)
Trade payables and accrued liabilities	<b>(39,626)</b>	285,980
<b>Cash used for operations</b>	<b>(650,829)</b>	(861,080)
<b>Financing activities</b>		
Exercise of warrants	<b>458,696</b>	-
Exercise of options	<b>79,009</b>	-
Related-party loans repaid	<b>(35,714)</b>	(35,498)
Related-party loan advanced	<b>179,610</b>	149,421
<b>Cash provided from financing activities</b>	<b>681,601</b>	113,923
<b>Investing activities</b>		
Short-term investment	-	(10,000)
<b>Cash used for investing activities</b>	-	(10,000)
<b>Decrease in cash for the period</b>	<b>(30,772)</b>	(757,157)
Cash at beginning of year	<b>568,967</b>	782,323
<b>Cash at end of period</b>	<b>599,739</b>	25,166

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**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

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**1. General information and going concern**

CO2 Gro Inc. (“**CO2 GRO**” or the “**Company**”) was incorporated under the provisions of the Business Corporations Act (Ontario) on September 17, 2010. At its Annual and Special Meeting held on March 26, 2018 (the “**2018 ASM**”), the shareholders of the Company approved, among other items, the Company’s name-change from BlueOcean NutraSciences Inc. to CO2 GRO Inc. As of April 18, 2018, the Company commenced trading on the TSX Venture Exchange (“**TSXV**”) under its new trading symbol, “**GROW**”.

**Dissolved CO<sub>2</sub> plant-production platform:** As of late 2017, CO2 GRO’s sole focus is commercializing its patent-protected CO<sub>2</sub> gas infusion technology license and its patent-pending US PTO CO<sub>2</sub> foliar spray, both of which form the Company’s Dissolved CO<sub>2</sub> plant-production platform. Prior to the 4<sup>th</sup> quarter of 2017, the Company was a producer and marketer of natural specialty shrimp and algal oil products that formed CO2 GRO’s 3 other business platforms pursuant to a license agreement signed in October 2014.

The registered and head office of the Company is located at 40 King Street West, Suite 5800, Toronto, Ontario, M5H 3S1.

These unaudited interim consolidated financial statements (the “Consolidated Financial Statements”) have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which contemplates the realization of assets and settlement of liabilities as they fall due in the normal course of business for the foreseeable future. The Company is in the development stage and has not yet realized profitable operations and has relied on non-operational sources of financing to fund operations. CO2 GRO’s ability to continue as a going concern is dependent on successfully executing its business plan, which includes the raising of additional funds. The Company will continue to seek additional forms of debt or equity financing, but it cannot provide assurance that it will be successful in doing so. These material uncertainties lend significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness, ultimately, of the use of accounting principles applicable to a going concern. The Consolidated Financial Statements do not reflect the adjustments to the carrying amounts of assets and liabilities and the reported expenses and consolidated statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

**2. Basis of Preparation**

**2.1 Statement of compliance**

These unaudited interim consolidated financial statements, including comparatives, have been prepared in accordance with *International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’* using accounting policies consistent with the IFRS issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The Consolidated Financial Statements were approved and authorized for issuance by the Board November 15, 2018.

**2.2 Basis of presentation**

The Consolidated Financial Statements have been prepared on a historical cost basis and are presented in Canadian dollars, the Company’s functional currency. The preparation of the Consolidated Financial Statements in accordance with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment in the process of applying the Company’s accounting policies.



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

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### **2.3 Basis of consolidation**

The Consolidated Financial Statements consolidate the accounts of the Company and all its subsidiaries. The Company has the following inactive, wholly-owned subsidiaries: Pure Polar Canada Inc. (formerly, Solutions4CO<sub>2</sub> Technologies Inc.), CO2 GRO (US) Inc., BlueOcean Shrimp Products Inc. (formerly, S4CO<sub>2</sub> Services Inc.), Asta NutraSciences Inc. (formerly, S4CO<sub>2</sub> Manufacturing Inc.), BlueOcean Algae Inc. (formerly, Solutions4CO<sub>2</sub> (SJVB) Limited), Solutions4CO<sub>2</sub> USA, Inc., 70717 Newfoundland and Labrador Limited (“70717”) and virtually inactive wholly-owned subsidiary, Pure Polar Labs Inc. (“Pure Polar”). All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation. Subsidiaries are entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. The existence and effect of potential voting rights that are presently exercisable or convertible are considered when assessing whether the Company controls another entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Company and are deconsolidated from the date on which control ceases.

The Company owns a 50% equity interest in 2453969 Ontario Inc., an inactive joint arrangement. The Company accounts for this arrangement using the equity method in accordance with IFRS 11 ‘*Joint Arrangements*’ (“IFRS 11”).

### **3. Adoption of new and revised standards and interpretations**

At the date of the Consolidated Financial Statements, the IASB and IFRIC have issued the following revised standards, some of which are not yet effective for the relevant reporting periods and for which the Company has not early adopted. However, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements of the Company.

IFRS 2 – Share-based Payment (“IFRS 2”) was amended by the IASB in June 2016 to clarify the accounting for cash-settled share-based payment transactions that include a performance condition, the classification of share-based payment transactions with net settlement features and the accounting for modifications of share-based payment transactions from cash-settled to equity-settled. The amendments are effective for annual periods beginning on or after January 1, 2018, and the Company has adopted this standard.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB as a complete standard in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, and the Company has adopted this standard.

IFRS 10 – Consolidated Financial Statements (“IFRS 10”) and IAS 28 – Investments in Associates and Joint Ventures (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted. The





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**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

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Company has not yet adapted this standard and is currently assessing the impact on its Consolidated Financial Statements.

IFRS 15 - Revenue from Contracts With Customers ("IFRS 15") proposes to replace IAS 18 - Revenue, IAS 11 - Construction contracts, and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, and the Company has adopted this standard.

IFRIC 22 – Foreign Currency Transactions and Advance Consideration ("IFRIC 22") was issued in December 2016 and addresses foreign currency transactions or parts of transactions where there is consideration that is denominated in a foreign currency; a prepaid asset or deferred income liability is recognised in respect of that consideration, in advance of the recognition of the related asset, expense or income; and the prepaid asset or deferred income liability is non-monetary. The interpretation committee concluded that the date of the transaction, for purposes of determining the exchange rate, is the date of initial recognition of the non-monetary prepaid asset or deferred income liability. IFRIC 22 is effective for annual periods beginning on or after January 1, 2018, and the Company has adopted this standard.

IFRIC 23 – Uncertainty Over Income Tax Treatments ("IFRIC 23") was issued in June 2017 and clarifies the accounting for uncertainties in income taxes. The interpretation committee concluded that an entity shall consider whether it is probable that a taxation authority will accept an uncertain tax treatment. If an entity concludes it is probable that the taxation authority will accept an uncertain tax treatment, then the entity shall determine taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates consistently with the tax treatment used or planned to be used in its income tax filings. If an entity concludes it is not probable that the taxation authority will accept an uncertain tax treatment, the entity shall reflect the effect of uncertainty in determining the related taxable profit (tax loss), tax bases, unused tax losses and credits or tax rates. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted. The Company has not yet adapted this standard and is currently assessing the impact on its Consolidated Financial Statements.

#### **4. Capital management**

The Company's main objective in managing capital is to ensure sufficient liquidity to pursue and fund product development, production and promotion. Secondly, the Company strives to continue to fund research and development and pursue its growth strategy, while at the same time taking a conservative approach toward financial leverage and management of financial risk. The Company's capital is considered to be its shareholders' equity. The Company's primary uses of capital are financing operations, increasing non-cash working capital and capital expenditures. The Company currently funds these requirements from existing cash resources and/or cash raised through the issuance of debt, common shares and/or warrants. The Company's objectives when managing capital is to ensure the Company will continue to have enough liquidity so that it can provide its products and services to its customers and returns to its shareholders. The Company monitors its capital on the basis of the adequacy of its cash resources to fund its business plan. In order to maximize the capacity to finance the Company's ongoing growth, the Company does not currently pay a dividend to holders of its common shares.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.



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**Notes to the Unaudited Interim Consolidated Financial Statements**  
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**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

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There were no changes in the Company's approach to capital management during the 9 months ended September 30, 2018 or the comparable period. The Company is not subject to externally imposed capital restrictions.

## **5. Risk management and financial instruments**

### **5.1 Financial instruments**

#### **Fair value**

IFRS requires that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

Cash and sales taxes recoverable are classified as loans and receivables and are measured at amortized cost. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities, which are measured at amortized cost.

As at September 30, 2018 and December 31, 2017, the carrying and fair value amounts of the Company's financial instruments are approximately the same because of the short-term nature of these instruments.

Fair value measurements are classified using a fair value hierarchy that reflects the significance of the input used in making the measurements. The fair value hierarchy shall have the following levels: (a) quoted market prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) 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) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

### **5.2 Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity prices and/or stock market movements (price risk).

#### **a. Currency risk**

The Company's functional currency and the majority of its operations have been conducted in Canadian dollars. CO2 GRO occasionally conducts business in United States ("US") dollars. Financial assets and liabilities denominated in foreign currencies will be affected by changes in the exchange rate between the functional currency and these foreign currencies. The assets and liabilities primarily affected are cash and trade payables and accrued liabilities that are denominated in foreign currencies. The Company has recognized currency exchange losses during the 3 and 9 months ended September 30, 2018 of \$21 and \$7,324 (2017 – gains of \$11,132 and \$11,894), respectively.

Management believes that foreign currency risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.



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**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

**b. Fair value**

The carrying amounts of cash, trade payables and accrued liabilities, and amounts due to related parties approximate their fair values given their short-term nature.

**6. Sensitivity analysis**

The Company's funds are kept in Canadian and US dollars at a major Canadian financial institution.

As at September 30, 2018, the Company's exposure to foreign currency balances is as follows:

<b>Account</b>	<b>Foreign Currency</b>	<b>Exposure (\$Cdn)</b>	
		<b>September 30, 2018</b>	<b>December 31, 2017</b>
Cash	US dollar	<b>2,953</b>	221

The Company believes that a change of 10% in foreign exchange rates would not have a material effect on net loss for the period.

**7. Prepaid expenses**

Prepaid expenses represent costs expended by the Company for which it has not yet received value. As at September 30, 2018 and December 31, 2017, the prepaid expenses of the Company are detailed as follows:

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
	\$	\$
Insurance	<b>9,639</b>	5,305
Prepaid management fees (note 11)	<b>10,000</b>	-
<b>Total</b>	<b>19,639</b>	5,305

**8. Trade payables and accrued liabilities**

Trade payables of the Company are principally comprised of amounts outstanding for trade purchases and financing activities. The usual credit period taken for trade purchases is between 30 and 90 days.

The following is an analysis of the Company's trade payables and its accrued liabilities:

	<b>September 30, 2018</b>	<b>December 31, 2017</b>
	\$	\$
Administration	<b>33,514</b>	7,549
Broker finders' fees (capitalized)	-	24,000
Consulting	<b>25,635</b>	35,271
Investor relations and public reporting costs	<b>2,689</b>	14,197



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

Licence fees	<b>407,638</b>	407,638
Professional fees	<b>28,379</b>	48,316
Research and development	<b>96,607</b>	97,118
<b>Total trade payables and accrued liabilities</b>	<b>594,462</b>	634,089

**9. Secured loan**

On June 14, 2017, the Company converted an unsecured loan in the amount of \$326,700 to a secured loan (the “**Secured Loan**”) in the amount of \$200,000. The Secured Loan was collateralized with a general security agreement granted by the Company to the lender that provides a floating charge against the Company’s interest in personal, real, immovable and leasehold property. The Secured Loan has a term of 3 years and will bear an annual interest rate of 0% for the first year and 10% per annum, compounded and paid monthly for years 2 and 3, or until the principal and all accrued interest are repaid in full.

Pursuant to IAS 39 *Financial Instruments: Recognition and Measurement*, the interest payable over the term of the Secured Loan will be recorded on a straight-line basis resulting in an interest expense that is consistent over each of the 3 years during the term of the Secured Loan but an increasing, non-payable, accrued interest payable during the first year of the term and decreasing over years 2 and 3, when interest payments are made. For the 3 and 9 months ended September 30, 2018, the Company has incurred \$3,333 and \$9,999 (2017 - \$nil and \$nil), respectively, of non-cash, straight-line interest expense. See note 16 (i) regarding repayment of outstanding principal and interest.

**10. Capital stock**

**Authorized**

CO2 GRO’s authorized share capital consists of an unlimited number of Common shares.

**Issued and outstanding**

**2018:**

- (i) In January 2018, 862,608 warrants each with an exercise price of \$0.20 and expiry dates of October 12, 2018 and October 26, 2018 for 437,608 and 425,000, respectively, were exercised raising \$172,522 of proceeds for the Company. The fair value of \$84,323 of the exercised warrants was transferred from reserved for warrants to capital stock.
- (ii) In January 2018, 100,000 warrants each with an exercise price of \$0.12 and an expiry date of December 19, 2022, were exercised raising \$12,000 of proceeds for the Company. The fair value of \$4,000 of the exercised warrants was transferred from reserved for warrants to capital stock.
- (iii) In January 2018, 629,490 finders’ warrants each with an exercise price of \$0.115 and expiry dates of October 12, December 12 and December 13, 2018 for 405,655, 219,487 and 4,348 finders’ warrants, respectively, raising \$72,391 of proceeds for the Company. The fair value of \$38,103 of the exercised warrants was transferred from reserved for warrants to capital stock.
- (iv) In January 2018, 15,000 options each with an exercise price of \$0.15 and maturity dates of February 22, 2023 and March 27, 2024 for 10,000 and 5,000, respectively, raising proceeds of



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

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\$2,250 for the Company. The fair value of \$26,300 of the exercised options was transferred from contributed surplus to capital stock.

- (v) In February through September 2018, the Company issued a total of 106,798 shares with a fair value of \$16,000, for management services provided by the Company's CFO.
- (vi) In April 2018, 146,896 options were exercised raising \$20,534 of proceeds for the Company. The fair value of the exercised options was \$26,220, with such amount transferred from contributed surplus to capital stock.
- (vii) In July through September 2018, 407,142 options with exercise prices of \$0.135 (for 250,000 options) and \$0.14 (for 157,142 options), were exercised, raising a total of \$55,750.
- (viii) In July through September 2018, 1,160,552 warrants with exercise prices ranging from \$0.115 to \$0.20, were exercised raising proceeds of \$201,781.
- (ix) In August 2018, a total 12,989,199 (representing the Shares to be issued to management – see below), were issued.

**2017:**

- (x) In December 2017, the Company closed on a non-brokered private placement (the "December 2017 PP") by issuing a total of 7,500,000 units (each a "Unit"), raising gross proceeds of \$600,000. Each Unit consists of 1 common share of the Company and 1 common share purchase warrant (each a "December 2017 Warrant"). Each December 2017 Warrant is exercisable into 1 common share at a price of \$0.12, for a period of 5 years after closing. The Company paid cash fees of \$56,000 and issued 550,000 finders' warrants (each a "December Finder's Warrant") and 150,000 corporate finance warrants (each a "December Corporate Finance Warrant"). Each December Finder's Warrant and each December Corporate Finance Warrant may be exercised into 1 common share for \$0.08 each, for a period of 2 years after closing. The fair value of the December 2017 Warrants, the December Finder's Warrants and the December Corporate Finance Warrants are \$300,000, \$92,000 and \$25,000 respectively. The December 2017 Warrants were estimated using the Black-Scholes option-pricing model using the weighted-average input variables as follows: Expected life of 5 years, expected risk-free rate of 1.7%, expected volatility of 171%, common share price of \$0.189 and a dividend yield of 0%. The cash finder's fees, fair value of the December Finder's Warrants and December Corporate Finance Warrants have been allocated to common shares and warrants on the same percentage as the fair value of the warrants.
- (xi) In December 2017, 100,000 and 10,000 options with an exercise price of \$0.135 and \$0.15, respectively, were exercised raising gross proceeds of \$15,000. The fair value of these options totaling \$28,682 was transferred from contributed surplus to common shares.
- (xii) In December 2017, 131,900 finders' warrants with strike price of \$0.115 were exercised, raising gross proceeds of \$15,169. The fair value of these exercised finders' warrants of \$7,718 was transferred from reserve for warrants to common shares.
- (xiii) In June 2017, the Company issued 2,791,301 common shares with a deemed fair value of \$0.115 each, for total consideration of \$321,000, to settle debt in that amount (see note 11.1).



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

- (xiv) In June 2017, the Company issued 304,347 common shares with a deemed fair value of \$0.115 each, to settle outstanding consulting services in the amount of \$35,000.

**Shares to be issued**

During 2017, various members of management (the “**Management Group**”) were tasked with restarting the Company’s dissolved CO<sub>2</sub> plant-production platform (the “**Restart**”) without the use of Company cash or resources. The non-compensated Management Group and the Company agreed on the principal terms of the Restart and further agreed that compensation to the Management Group for success, would be made with the issuance of CO2 Gro shares equal to 24% of the outstanding and issued common shares after the issuance. The value of the shares was determined at \$0.25. The number of shares required to be issued was calculated at 12,989,199 (the “**Management Shares**”) and valued at \$3,247,300. In August 2018, these Management Shares were issued.

**Warrants**

The outstanding issued warrants balance as at September 30, 2018 is comprised of the following items:

<b>Date of expiry</b>	<b>Type</b>	<b>Number of warrants</b>	<b>Exercise price \$</b>	<b>Fair value \$</b>
October 11, 2018	Warrants	2,915,868	0.20	151,419
October 12, 2018	Warrants	7,166,254	0.20	374,182
October 12, 2018	Finders' Warrants	50,100	0.115	3,828
October 26, 2018	Warrants	4,841,480	0.20	243,981
October 26, 2018	Finders' Warrants	109,200	0.115	5,502
December 12, 2018	Warrants	5,006,546	0.20	257,769
December 12, 2018	Finders' Warrants	33,391	0.115	2,309
December 13, 2018	Warrants	217,400	0.20	10,878
December 14, 2019	Finders' Warrants	400,000	0.08	32,538
December 14, 2019	Corporate Finance Warrants	112,500	0.08	9,500
December 19, 2019	Finders' Warrants	150,000	0.08	12,000
December 19, 2019	Corporate Finance Warrants	37,500	0.08	3,000
December 14, 2022	Warrants	5,625,000	0.12	225,000
December 19, 2022	Warrants	1,775,000	0.12	71,000
Cash costs allocated to warrants		-	-	(28,000)
<b>Total</b>		<b>28,440,239</b>		<b>1,374,908</b>

A continuity of the unexercised warrants to purchase common shares is detailed in the following table:





**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

	September 30, 2018		December 31, 2017	
	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price <sup>1</sup>	Number of Warrants <sup>1</sup>
	\$		\$	
Outstanding at beginning of year	0.181	31,492,046	0.230	23,964,196
Transactions during the year:				
Granted	-	-	0.118	8,200,000
Exercised	(0.167)	(2,752,650)	(0.115)	(131,900)
Expired	(0.819)	(299,157)	(1.460)	(540,250)
<b>Outstanding at end of year</b>	<b>0.176</b>	<b>28,440,239</b>	<b>0.181</b>	<b>31,492,046</b>

#### Contributed surplus

At the 2016 ASM, shareholders approved a change to the Company's fixed stock option plan, allowing it to convert to a 10% rolling stock option plan (the "Plan"). Pursuant to the Plan, options to purchase common shares of the Company may be granted to certain officers, directors, employees and consultants of the Company. The Plan allows for the issuance of up to 10% of the issued and outstanding common shares. As at September 30, 2018, 2,440,387 (2017 – 1,281,302) options are available for issuance under the Plan.

The principal features of the Plan are as follows:

- (a) the maximum aggregate number of common shares that may be allocated and made available to be granted to participants under the Plan is 10% of the issued and outstanding common shares of the Company, less the number of options currently issued;
- (b) the aggregate number of common shares that may be reserved for issuance pursuant to options granted to Insiders (defined as (a) a director or senior officer of the Company; (b) a director or senior officer of a "company" (as defined in the TSX Venture Exchange ("TSXV") policies) that is an Insider or subsidiary of the Company; (c) a "person" (as defined in TSXV policies) that beneficially owns or controls, directly or indirectly, "voting shares" (as defined in TSXV policies) carrying more than 10% of the voting rights attached to all outstanding voting shares of the Company; or (d) the Company itself if it holds any of its own securities) shall not exceed 10% of the issued and outstanding common shares (on a non-diluted basis) without the consent of disinterested shareholders;
- (c) the aggregate number of options that may be granted to all Insiders within a 12-month period shall not exceed 10% of the issued and outstanding common shares (on a non-diluted basis) without the consent of disinterested shareholders;
- (d) the aggregate number of options that may be granted to any one individual within a 12-month period shall not exceed 5% of the issued and outstanding common shares (on a non-diluted basis) without the consent of disinterested shareholders;



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

- (e) the aggregate number of options that may be granted to any one “consultant” (as defined in the TSXV policies) within a 12-month period shall not exceed 2% of the issued and outstanding common shares (on a non-diluted basis); and
- (f) the aggregate number of options that may be granted to all employees conducting “investor relation activities” (as defined in the TSXV policies) within a 12-month period shall not exceed 2% of the issued and outstanding common shares (on a non-diluted basis).

A continuity of the unexercised options to purchase common shares is detailed in the following table:

	<b>September 30, 2018</b>		December 31, 2017	
	<b>Weighted Average Exercise Price</b>	<b>Number of Options</b>	Weighted Average Exercise Price <sup>1</sup>	Number of Options
	\$		\$	
Outstanding at beginning of year	<b>0.14</b>	<b>2,421,235</b>	0.15	588,756
Transactions during the year:				
Granted	<b>0.21</b>	<b>1,779,000</b>	0.14	2,261,506
Exercised	<b>(0.21)</b>	<b>(571,538)</b>	(0.14)	(110,000)
Forfeit	<b>(0.14)</b>	<b>(724,500)</b>		(69,027)
<b>Outstanding at end of period</b>	<b>0.16</b>	<b>3,154,198</b>	0.14	2,671,235
<b>Exercisable at end of period</b>	<b>0.17</b>	<b>2,629,198</b>	0.14	2,421,235

The following table provides additional information about outstanding stock options at September 30, 2018:

<b>Exercise Prices</b>	<b>No. of Options Outstanding</b>	<b>Weighted Average Remaining Life (Years)</b>	<b>Weighted Average Exercise Price (\$)</b>
\$0.10 to \$0.145	1,377,698	3.7	0.14
\$0.15 to \$0.195	1,551,500	4.3	0.19
\$0.20 to \$0.350	225,000	0.9	0.35
<b>Outstanding</b>	<b>3,154,198</b>	<b>3.8</b>	<b>0.18</b>
<b>Exercisable</b>	<b>2,629,198</b>	<b>3.7</b>	<b>0.17</b>

The Black-Scholes option pricing model was used to determine the fair value of the issued options. The weighted average assumptions used for the 2018 options were as follows: risk-free interest rate of 2.05%; expected volatility of 166.26%; expected life of 4.5 years; expected dividends of \$nil and weighted average common share price of \$0.20. The grant-date fair value of the options issued in 2018, is \$321,000.



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

The Black-Scholes option pricing model was used to determine the fair value of the issued options. The weighted average assumptions used for the 2017 options were as follows: risk-free interest rate of 1.08%-1.12%; expected volatility of 165%; expected life of 3.59 years; expected dividends of \$nil and weighted average common share price of \$0.136. The grant-date fair value of the options issued in 2017, is \$274,983.

**Share-based payments**

The fair value of the stock options vested for the 3 and 9 months ended September 30, 2018 was \$34,394 and \$318,143 (2017 – \$29,561 and \$226,211), respectively, which amount has been expensed in the consolidated statements of loss and comprehensive loss and off-set to contributed surplus.

**11. Related-party transactions and key management compensation**

The Consolidated Financial Statements include balances and transactions with directors and/or officers of the Company and/or corporations related to or controlled by them. These transactions are measured and recorded at their exchange amounts, being the amounts agreed to by the related parties.

Key management includes those individuals having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management includes the directors, chief executive officer, chief financial officer and vice president. Related-party compensation paid or payable to key management is detailed below:

	3 months ended		9 months ended	
	<b>September 30, 2018</b>	September 30, 2017	<b>September 30, 2018</b>	September 30, 2017
Transactions:	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Compensation	-	56,250	-	176,588
Consulting fees	<b>23,513</b>	41,250	<b>68,813</b>	128,880
Legal fees	<b>19,563</b>	1,890	<b>19,773</b>	19,497
Share-based payments	<b>5,167</b>	29,560	<b>283,364</b>	213,213

As at September 30, 2018, \$283,773 (December 31, 2017 - \$139,877) is owed to officers or directors of the Company or entities controlled by them.

Included in consulting fees to key management above, 40,151 (3 months) and 106,798 (9 months) common shares of the Company, with a fair value of \$6,000 and \$16,000, respectively, were issued to a company controlled by CO2 GRO's CFO (note 10 (v)). The shares were issued pursuant to a shares-for-services agreement with the Company's CFO, wherein \$2,000 per month is settled with the issuance of shares.

As at September 30, 2018, the balance of prepaid expenses includes \$10,000 paid to a company controlled by the Company's CFO pursuant to an amendment to the management services agreement.



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

**12. Revenue**

	3 months ended		9 months ended	
	<b>September 30, 2018</b>	September 30, 2017	<b>September 30, 2018</b>	September 30, 2017
	\$	\$	\$	\$
<b>Revenue streams (returns):</b>				
Omega-3 tablets and gel-caps	<b>1,470</b>	-	<b>1,813</b>	-
Shrimp oil	-	-	-	(7,925)
Specialty oil	-	1,457	-	24,589
	<b>1,470</b>	1,457	<b>1,813</b>	16,664

**13. Research and development costs**

The research and development costs for the Company are detailed as follows:

	3 months ended		9 months ended	
	<b>September 30, 2018</b>	September 30, 2017	<b>September 30, 2018</b>	September 30, 2017
	\$	\$	\$	\$
Technical consulting	<b>20,572</b>	59,275	<b>60,690</b>	73,572
Technical consumables	<b>8,061</b>	5,814	<b>14,944</b>	20,447 <sup>1</sup>
<b>Research and development costs</b>	<b>28,633</b>	65,089	<b>75,634</b>	94,019
Licence Fees	-	78,001	-	249,340
<b>Research and development costs</b>	<b>28,633</b>	143,090	<b>75,634</b>	343,359

<sup>1</sup>Reflects a reallocation of \$12,492 to inventory.

**14. Segmented information**

**Segments under development**

As of late 2017, CO2 GRO's sole focus is commercializing its patent-protected CO<sub>2</sub> gas infusion technology license and its patent-pending US PTO CO<sub>2</sub> foliar spray, both of which form the Company's Dissolved CO<sub>2</sub> plant-production platform. Prior to the 4<sup>th</sup> quarter of 2017, the Company was a producer and marketer of natural specialty shrimp and algal oil products that formed CO2 GRO's 3 other business platforms pursuant to a license agreement signed in October 2014.



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
*(expressed in Canadian dollars)*

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

<b>As at</b>	<b>September 30, 2018</b>	December 31, 2017
	\$	\$
<b>Identifiable assets:</b>		
Corporate	<b>802,524</b>	603,416
Shrimp oil	<b>1,264</b>	3,354
	<b>803,788</b>	606,770

	3 months ended		9 months ended	
	<b>September 30, 2018</b>	September 30, 2017	<b>September 30, 2018</b>	September 30, 2017
	\$	\$	\$	\$
<b>Income (loss) and comprehensive net loss:</b>				
Algal oil	-	(25,492)	-	(37,860)
Corporate	<b>(200,261)</b>	(284,559)	<b>(682,353)</b>	(1,101,818)
Omega-3 tablets and gel-caps	<b>279</b>	(13,915)	<b>(2,739)</b>	(21,196)
Dissolved CO <sub>2</sub> plant production	<b>(45,311)</b>	-	<b>(104,007)</b>	-
	<b>(245,293)</b>	(323,966)	<b>(789,099)</b>	(1,160,873)

<b>9 months ended</b>	9 months ended	
	<b>September 30, 2018</b>	September 30, 2017
	\$	\$
<b>Cash provided from (used for) operations:</b>		
Algal oil	-	(1,814)
Corporate	<b>(544,083)</b>	(874,116)
Omega-3 tablets and gel-caps	<b>(2,739)</b>	14,850
Dissolved CO <sub>2</sub> plant production	<b>(104,007)</b>	-
	<b>(650,829)</b>	(861,080)

**Geographic segments**

CO2 GRO operates in two geographic segments being Canada and the United States. As the Company is still ostensibly pre-revenue and in its development stage, most operations have been performed in Canada.



**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

<b>As at</b>	<b>September 30,</b>		<b>December 31,</b>	
	<b>2018</b>		<b>2017</b>	
	\$		\$	
<b>Identifiable assets:</b>				
Canada	<b>802,524</b>		603,416	
United States	<b>1,264</b>		3,354	
	<b>803,788</b>		606,770	
	3 months ended		9 months ended	
	<b>September</b>	September	<b>September</b>	September
	<b>30, 2018</b>	30, 2017	<b>30, 2018</b>	30, 2017
	\$		\$	
<b>Loss and comprehensive net loss:</b>				
Canada	<b>(239,944)</b>	(312,968)	<b>(785,204)</b>	(1,145,066)
United States	<b>(5,349)</b>	(10,998)	<b>(3,895)</b>	(15,807)
	<b>(245,293)</b>		(323,966)	
			<b>September</b>	September
<b>9 months ended</b>			<b>30, 2018</b>	30, 2017
			\$	
<b>Cash used for operations:</b>				
Canada			<b>(646,934)</b>	(845,272)
United States			<b>(3,895)</b>	(15,808)
			<b>(650,829)</b>	

**15. Significant contracts and commitments**

The Company previously obtained a licence (the "Licence") from Neptune Technologies & Bioresources Inc. to sell its shrimp oil globally. Pursuant to the Licence, the Company has an annual obligation to pay a minimum fee of US\$250,000 which continues until the licence expires on December 16, 2024 or terminates (in which case a pro-rata payment equal to the annual amount multiplied by the number of months that have elapsed since the prior October 1<sup>st</sup>). Included in trade payable and accrued liabilities is \$407,638 (2017-\$407,638) owing to the licensor. Effective December 31, 2017 the Company has returned the Licence and no additional amounts are due thereunder.

**16. Subsequent events**

- i) In October 2018, the Company repaid the secured loan (note 9), including accrued interest of \$2,192.

**CO2 GRO Inc.**  
(formerly, BlueOcean NutraSciences Inc.)  
**Notes to the Unaudited Interim Consolidated Financial Statements**  
(expressed in Canadian dollars)

**As at and for the Three and Nine Months Ended September 30, 2018 and 2017**

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- ii) In October and November 2018, the Company issued a total of 28,170 common shares with a fair value of \$4,000, for management services provided by the Company's CFO.
- iii) During October 2018, 7,314,597 warrants with exercise prices between \$0.115 and \$0.20, expiring in October 2018, were exercised raising proceeds of \$1,431,379.

