DIXIE BRANDS INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018 (UNAUDITED)

(Expressed in United States Dollars)

NOTICE TO READER

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 the auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

DIXIE BRANDS INC. AND SUBSIDIARIES

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DIXIE BRANDS INC. AND SUBSIDIARIES

Condensed Consolidated Interim Statements of Financial Position
As at June 30, 2019 and December 31, 2018 (unaudited)

		June 30, 2019	December 31, 2018
ASSETS			
Cash		$ 2,280,082	$ 18,361,113
Accounts Receivable, net		2,363,550	2,266,733
Deferred Contract Costs		608,465	-
Inventories	*Note 4*	1,731,512	950,938
Prepaid Expenses		993,732	411,295
Total Current Assets		**7,977,341**	**21,990,079**
Related Party Advances and Notes Receivable, net	*Note 10*	1,733,347	1,274,444
Property and Equipment, net	*Note 5*	934,191	959,374
Intangible Assets, net	*Note 6*	547,362	675,275
TOTAL ASSETS		**$ 11,192,241**	**$ 24,899,172**
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
LIABILITIES			
Accounts Payable		$ 3,320,106	$ 1,099,298
Accrued Payroll		311,815	276,426
Other Accrued Liabilities	*Note 3*	7,073,980	2,574,699
Prepaid License Fees	*Note 3*	-	4,000,000
Notes Payable, Current Portion	*Note 7*	-	775,000
Total Current Liabilities		**10,705,901**	**8,725,423**
Derivative Liabilities	*Note 8*	131,700	238,100
Total Liabilities		**10,837,601**	**8,963,523**
STOCKHOLDERS' EQUITY (DEFICIT)			
Share Capital		40,954,621	40,226,961
Contributed Surplus		5,311,208	8,506,705
Common Shares to be Issued		250,000	250,000
Accumulated Deficit		(44,674,803)	(31,310,910)
Non-Controlling Interest	*Note 11*	(1,486,386)	(1,737,107)
Total Stockholders' Equity (Deficit)		**354,640**	**15,935,649**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		**$ 11,192,241**	**$ 24,899,172**

Nature of Operations (Note 1)
Commitments and Contingencies (Note 15)

Approved on Behalf of the Board on August 28, 2019

"Charles Smith" (Signed)
Director

"Vincent 'Tripp' Keber III" (Signed)
Director

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

DIXIE BRANDS INC. AND SUBSIDIARIES

Condensed Consolidated Interim Statements of Operations

For the Three and Six Months Ended June 30, 2019 and 2018 (unaudited)

		Three months ended June 30,		Six months ended June 30,	
		2019	**2018**	**2019**	**2018**
Revenues		$ 2,995,310	$ 817,558	$ 5,213,485	$ 1,755,130
Cost of Goods Sold		1,955,246	434,388	3,113,054	895,532
Gross Profit		1,040,064	383,170	2,100,431	859,598
Expenses:					
General and Administrative	*Note 13*	5,243,124	1,761,072	11,620,685	2,663,289
Sales and Marketing		2,115,897	126,054	3,421,134	192,973
Depreciation and Amortization		105,334	56,612	165,063	78,123
Total Expenses		**7,464,355**	**1,943,738**	**15,206,882**	**2,934,385**
Loss From Operations		**(6,424,291)**	**(1,560,568)**	**(13,106,451)**	**(2,074,787)**
Other Expense:					
Interest Expense	*Note 3 and 7*	753,277	210,121	753,277	496,786
Change in Fair Value of Derivative Liabilities	*Note 8*	(170,900)	(500,000)	(106,400)	(498,232)
Other		(87,049)	-	(160,017)	15,302
Total Other Expense		**495,328**	**(289,879)**	**486,860**	**13,856**
Net Loss Before Non-Controlling Interest		**(6,919,619)**	**(1,270,689)**	**(13,593,311)**	**(2,088,643)**
Non Controlling Interest	*Note 11*	**(150,062)**	**(83,495)**	**(229,418)**	**(93,729)**
Net Loss Attributable to the Company		**$ (6,769,557)**	**$ (1,187,194)**	**$ (13,363,893)**	**$ (1,994,914)**
Earnings (Loss) Per Share - Basic and Diluted	*Note 12*	**$ (0.06)**	**$ (0.03)**	**$ (0.11)**	**$ (0.04)**
Attributable to Dixie Brands Inc		$ (0.06)	$ (0.03)	$ (0.11)	$ (0.04)
Attributable to Non-Controlling Interest		$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted-Average Shares Outstanding - Basic and Diluted	*Note 12*	**125,685,214**	**44,786,461**	**125,375,442**	**47,017,296**

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

DIXIE BRANDS INC. AND SUBSIDIARIES

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity (Deficit)
For the Six Months Ended June 30, 2019 and 2018 (unaudited)

	Atributable to the shareholders of the Company									
	Share Capital								Non-	TOTAL
	Common Shares #	Common Shares $	Shares to be issued #	Shares to be issued $	Preferred Shares #	Preferred Shares $	Contributed Surplus	Accumulated Deficit	Controlling Interest	SHAREHOLDERS' EQUITY
BALANCE AS OF DECEMBER 31, 2017	43,685,463	$ 8,959,408					$ 34,280	$ (10,727,852)	$ (478,369)	$ (2,212,533)
Adjustments Related to the Adoption of IFRS 9								(290,000)		(290,000)
Net Loss								(1,994,914)	(93,729)	(2,088,643)
Series B Issuance					1,090,247	4,000,000				4,000,000
Issuance of Warrants							393,952			393,952
Incentive Share Compensation	7,280	34,968					-			34,968
Stock Award	1,116,460	137,769								137,769
Stock Option							23,027			23,027
BALANCE AS OF JUNE 30, 2018	44,809,203	9,132,145	-	-	1,090,247	4,000,000	451,259	(13,012,766)	(572,098)	(1,459)
Net Loss								(18,298,144)	(851,564)	(19,149,708)
Series B Conversion	33,986,740	4,000,000			(1,090,247)	(4,000,000)				-
Series C Issuance	25,905,175	14,378,457					5,255,031			19,633,487
Academy Common Shares on Reverse Take-Over	6,640,300	6,640,301					94,456			6,734,757
Exercise of ACA Stock Options	75,000	70,842					(70,842)			
Cancellation of Common Shares	- 474,075	(550,000)					-			(550,000)
Issuance to Shareholders of Academy - Common	339,838	300,000	283,202	250,000			-			550,000
DBFN Convertible Debt	3,085,870	2,059,199					850,945		(313,445)	2,596,699
Convertible Debt - Debt Discount	1,613,130	1,424,025					(14,319)			1,409,706
Exercise of Warrants	6,205,505	1,232,638					(406,194)			826,444
Incentive Share Compensation	2,666,335	1,539,322					-			1,539,322
Stock Award	250	31								31
Stock Option							2,346,369			2,346,369
BALANCE AS OF DECEMBER 31, 2018	124,853,271	40,226,961	283,202	250,000	-	-	8,506,705	(31,310,910)	(1,737,107)	15,935,649
Net Loss								(13,363,893)	(229,418)	(13,593,311)
Exercise of ACA Stock Options	25,000	23,614					(23,614)			-
Exercise of Elben Capital Stock Options	150,000	133,733					(40,733)			93,000
Stock Award	781,250	570,313					-			570,313
Stock Option							4,835,591			4,835,591
Therabis Change in NCI							(480,139)		480,139	-
Purchase of Therabis							(7,486,602)			(7,486,602)
BALANCE AS OF JUNE 30, 2019	125,809,521	$ 40,954,621	283,202	$ 250,000	-	$ -	$ 5,311,208	$ (44,674,803)	$ (1,486,386)	$ 354,640

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

DIXIE BRANDS INC. AND SUBSIDIARIES
Condensed Consolidated Interim Statements of Cash Flows
For the Six Months Ended June 30, 2019 and 2018 (unaudited)

	Six months ended June 30, 2019	2018
OPERATING ACTIVITIES		
Net Loss	$ (13,593,311)	$ (2,088,643)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Depreciation and Amortization	292,976	180,037
Amortization of Debt Discount	-	152,595
Change in Fair Value of Derivative Liabilities	(106,400)	(498,232)
Incentive Share-Based Payment	570,313	32,919
Warrants	-	400,569
Stock Incentive Expense	4,835,591	-
Changes in:		
Accounts Receivable	(96,817)	(1,093,466)
Deferred Contract Asset	(608,465)	-
Lease Receivable	-	11,496
Inventories	(780,574)	101,566
Prepaid Expenses	(582,437)	33,965
Accounts Payable	2,220,808	(91,826)
Accrued Payroll	35,389	54,238
Deferred Revenue	-	4,000,000
Other Accrued Liabilities	(2,187,321)	(339,785)
NET CASH (USED IN) PROVIDED BY OPERATING ACTIVITIES	(10,000,248)	855,433
INVESTING ACTIVITIES		
Purchases of Property and Equipment	(221,660)	(354,612)
Loss on Disposal of Property and Equipment	81,780	14,344
Additions to Related Party Advances and Notes Receivable	(782,682)	(12,115)
Payments Received on Notes Receivable	323,779	200,328
Change in Credit Loss Reserve	-	(20,000)
Investment in Affiliate	(4,800,000)	-
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES	(5,398,783)	(172,055)
FINANCING ACTIVITIES		
Share Issuance	-	4,000,000
Proceeds from Issuance of Notes Payable	-	250,000
Proceeds from Exercised Stock Options	93,000	
Payments on Notes Payable	(775,000)	(2,595,000)
Payments on Equipment Lease	-	(18,699)
CASH (USED IN) FROM FINANCING ACTIVITIES	(682,000)	1,636,301
NET (DECREASE) INCREASE IN CASH	(16,081,031)	2,319,679
CASH, BEGINNING OF PERIOD	18,361,113	43,852
CASH, END OF PERIOD	$ 2,280,082	$ 2,363,531
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash Paid for Interest	$ 102,173	$ 150,898
Cash Paid for Taxes	$ -	$ -

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

1. NATURE OF OPERATIONS

Dixie Brands Inc. ("DBI" or the "Company"), formerly known as Academy Explorations Limited ("Academy"), was incorporated under the Business Corporations Act (British Columbia) on July 20, 1970. The Company's Subordinate Voting Shares ("SVS") are listed on the Canadian Securities Exchange under the symbol "DIXI.U", and the Frankfurt stock exchange under "0QV". The head office and principal address of the Company is 4990 Oakland Street, Denver, Colorado 80239. The Company's registered and records office address is 3400 One First Canadian Place, Toronto, Ontario M5X 1B4. The Company operates through its wholly-owned subsidiary, Dixie Brands (USA), Inc, a Delaware corporation ("OpCo"). DBI has five other subsidiaries: (i) Therabis, LLC ("Therabis") (85% ownership); (ii) Aceso Wellness, LLC ("Aceso") (100% ownership); (iii) DB Finance, LLC ("DBFN") (92% ownership) and (iv) DB Products Nevada, LLC ("DBPN") (70% ownership) (v) DB Michigan, LLC ("DBMI") (100% ownership).

Dixie Brands, Inc., a Delaware corporation ("USA Inc."), and Academy entered into a definitive agreement (the "Amalgamation Agreement") by and among Academy, Dixie Brands Acquisition, Inc. ("Amalco"), and USA Inc. in respect of the Amalgamation (as defined below). Pursuant to the Amalgamation Agreement, on November 27, 2018, Academy agreed to acquire all the issued and outstanding common stock in the capital of USA Inc. in exchange for SVS of Academy by way of a "three-cornered" amalgamation (the "Amalgamation").

The Amalgamation resulted in USA Inc. merging with AmalCo and becoming OpCo and OpCo becoming a wholly-owned subsidiary of DBI.

References herein to the "Company" prior to November 27, 2018 means the USA Inc.

DBI owns the intellectual property, product branding, formulations, proprietary ingredients, consulting expertise, and preparation methods related to a variety of marijuana infused products, referenced herein as the "Dixie Product Line". DBI has relationships with entities in Colorado, California, Nevada, Oklahoma, Maryland and Michigan who are locally licensed to manufacture cannabis products, including the Dixie Product Line. DBI designs and distributes packaging, ingredients, and non-cannabis consumer goods.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

These unaudited condensed consolidated interim financial statements ("interim financial statements") have been prepared in accordance with IAS 34 Interim Financial Reporting and should be read in conjunction with the Company's last annual financial statements as at and for the year ended December 31, 2018 ("last annual financial statements"). They do not include all of the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Company's financial position and performance since the last annual financial statements.

These interim financial statements were approved and authorized for issue by the Board of Directors of the Company on August 28, 2019.

Basis of Measurement

These interim financial statements have been prepared on a historical cost basis except for derivative financial instruments, which have been measured at fair value.

Functional Currency

The Company and its affiliates' functional currency, as determined by management, is the United States ("U.S.") dollar. These condensed consolidated interim financial statements are presented in U.S. dollars.

Fair Value Measurements

Certain of the Company's assets and liabilities are measured at fair value. In estimating fair value, the Company uses market-observable data to the extent it is available.

Basis of Consolidation

Subsidiaries are entities over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are fully consolidated from the date on which control is acquired by the Company and they are deconsolidated from the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company using consistent accounting policies. All inter-company balances, revenues and expenses and earnings and losses resulting from inter-company transactions are eliminated on consolidation.

Non-controlling interest in the net assets of consolidated subsidiaries are a separate component of the Company's equity. Non-controlling interests consist of the non-controlling interests on the date of the original acquisition plus the non-controlling interests' share of changes in equity since the date of acquisition. Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

The accompanying consolidated financial statements include the accounts of the following entities, DBI, Aceso, Therabis, DBFN, DBPN, USA Inc and DBMI.

Significant Accounting Judgments Estimates and Assumptions

The preparation of the Company's condensed consolidated interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. 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 future periods if the review affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are described below.

Estimated Credit Loss Provision

The Company performs impairment testing for accounts receivable in accordance with IFRS 9. The Expected Credit Loss (“ECL”) model requires considerable judgement, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognize ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12-month expected credit losses or 2) lifetime expected credit losses. The Company measures provision for ECLs at an amount equal to lifetime ECLs.

Estimated Useful Lives and Depreciation of Property and Equipment

Depreciation of property and equipment is dependent upon estimates of useful lives which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Estimated Useful Lives and Amortization of Intangible Assets

Amortization of intangible assets is recorded on a straight-line basis over their estimated useful lives, which do not exceed the contractual period, if any. Intangible assets that have indefinite useful lives are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

Derivative Liabilities

The Company uses the fair-value method of accounting for derivative liabilities and such liabilities are re-measured at each reporting date with changes in fair value recorded in the period incurred. The fair value is estimated using a Monte Carlo simulation model. Critical estimates and assumptions used in the model are discussed in Note 8.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. It is possible, however, that at some future date, an additional liability could result from audits by taxing authorities. If the final outcome of these tax related matters is different from the amounts that are initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

IRC Section 280E

As the Company derives revenue from third parties in the cannabis industry and taking into account the potential impact of ongoing US tax cases that interpret the application of IRC Section 280E, the Company may be subject to the limits of IRC Section 280E under which the Company is only allowed to deduct expenses directly related to the cost of producing the products or cost of production. This results in permanent differences between ordinary and necessary business expenses deemed unallowable under IRC Section 280E. The Company does not believe it is subject to the 280E. However, similar to all ancillary companies in the cannabis sector, there is a general risk that the regulators may consider application of Section 280E.

Non-controlling Interest

Non-controlling interest represents equity interests owned by parties that are not shareholders of the ultimate parent. Non-controlling interest is be initially measured either at fair value or at the noncontrolling interest's proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement is made on a transaction-by-transaction basis. The share of net assets attributable to non-controlling interests is presented as a component of equity. Their share of net income or loss is recognized directly in equity. Changes in the parent company's ownership interest that do not result in a loss of control are accounted for as equity transactions.

Adoption of New Accounting Standards

The following accounting standard came into effect commencing in the Company's 2019 first quarter:

The Company adopted IFRS 16 Leases on January 1, 2019, which introduces a new approach to lease accounting. The Company adopted the standard using the modified retrospective approach, which does not require restatement of prior period financial information, as it recognizes the cumulative impact on the opening balance sheet and applies the standard prospectively. Accordingly, the comparative information in these condensed consolidated interim financial statements is not restated.

At the inception of a contract, the Company assesses whether the contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. This policy has been applied to contracts entered into, or modified, on or after January 1, 2019.

Effective January 1, 2019, the IFRS 16 transition date, the Company elected to use the following practical expedients under the modified retrospective transition approach:

- Leases with lease terms of less than twelve months (short-term leases) and leases of low-value assets (less than $5,000) (low-value leases) that have been identified at transition, were not recognized in the consolidated statement of financial position;
- Right-of-use assets on transition were measured at the amount equal to the lease liabilities at transition, adjusted by the amount of any prepaid or accrued lease payments;
- For certain leases having associated initial direct costs, the Company, at initial measurement on transition, excluded these direct costs from the measurement of the right-of-use assets; and
- Any provision for onerous lease contracts previously recognized at the date of adoption of IFRS 16, has been applied to the associated right-of-use asset recognized upon transition.

Where the Company is a lessee, a right-of-use asset representing the right to use the underlying asset with a corresponding lease liability is recognized when the leased asset becomes available for use by the Company. The right-of-use asset is recognized at cost and is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset and the lease term on a straight-line basis. The cost of the right-of-use asset is based on the following;

- the amount of initial recognition of related lease liability;
- adjusted by any lease payments made on or before inception of the lease;
- increased by any initial direct costs incurred; and
- decreased by lease incentives received and any costs to dismantle the leased asset.

The lease term includes consideration of an option to extend or terminate if the Company is reasonably certain to exercise that option. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

Lease liabilities are initially recognized at the present value of the lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. In the situation where the implicit interest rate in the lease is not readily determined, the Company uses judgement to estimate the incremental borrowing rate for discounting the lease payments. The Company's incremental borrowing rate generally reflects the interest rate that the Company would have to pay to borrow a similar amount at a similar term and with a similar security. The Company estimates the lease term by considering the facts and circumstances that create an economic incentive to exercise an extension or termination option. Certain qualitative and quantitative assumptions are used when evaluating these incentives.

Subsequent to recognition, lease liabilities are measured at amortized cost using the effective interest rate method. Lease liabilities are remeasured when there is a change in future lease payments arising mainly from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, renewal or termination option. The payments related to short-term leases or low-value leases are recognized and included within selling, general and administrative costs over the lease term in the condensed consolidated interim statement of operations.

The Company's condensed consolidated interim financial statements were not impacted by the adoption of IFRS 16 Leases in relation to lessor accounting. Lessors will continue with the dual classification model for recognized leases with the resultant accounting remaining unchanged from IAS 17 Leases.

The Company's condensed consolidated interim financial statements were not materially impacted by the adoption of IFRS 16 Leases in relation to lessee accounting.

Going Concern

The accompanying condensed consolidated interim financial statements of the Company have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business.

3. SIGNIFICANT TRANSACTIONS

On April 4, 2019, the Company entered into a Manufacturing License Agreement with Globus Holdings, whereby Dixie Brands' portfolio of products will be manufactured, sold and distributed across the state of Oklahoma. The companies will have a selection of products available for sale in Oklahoma provisioning centers by December 2019.

On March 12, 2019, the Company signed a joint venture agreement with Khiron Life Sciences Corp. ("Khiron"), a vertically integrated cannabis leader with core operations in Latin America. With the execution of this agreement, a new company called Dixie Khiron JV Corp. has been established with 50% owned by each of the Company and Khiron. The purpose of the joint venture is to manufacture and distribute products in the Latin American market. Both parties are paying costs on behalf of the joint venture, Dixie's payments related to activities is $70,117 as of June 30, 2019.

On March 5, 2019, the Company entered into a Packaging and Supply Agreement with Choice Labs, whereby Dixie Brands' portfolio of products will be manufactured, sold and distributed across the state of Michigan. The companies had a selection of products available for sale in Michigan provisioning centers by late March 2019.

On February 19, 2019, the Company paid $3,250,000 to Auxly as a result of "elixirs", "mints" and "chocolates" not being permitted under the Cannabis Act in Canada by December 31, 2018. On March 12, 2019 the Company amended the initial agreement with Auxly to exclude the exclusive rights in Mexico. The Company paid Auxly $375,000 on March 12, 2019 which represented 50% of the total payment due as part of the amendment. The remaining $375,000 deferred license revenue is included in other accrued liabilities on June 30, 2019.

On January 29, 2019, the Company's subordinate voting shares were listed and traded on the Frankfurt Stock Exchange under the trading symbol 0QV. Operated by Deutsche Börse AG, the Frankfurt Stock Exchange (known in Germany as Frankfurter Wertpapierbörse or FWB®) is one of the world's largest trading centers for securities, and the largest of Germany's seven stock exchanges. This listing will facilitate the process of trading in Dixie shares by investors in Europe and internationally.

On January 2, 2019, the Company purchased an additional 25% of its subsidiary Therabis, LLC, or 25,000 units, for a total purchase price of $7,422,827, plus expenses not to exceed $63,774. The initial closing payment was in the amount of $3,922,827 with a deferred closing payment in the amount of $3,500,000. The deferred closing cost has not been paid as of June 30, 2019 and on April 4, 2019 began to accrue interest at 3% per month for January through March 31, 2019 and at 4.167% per month April 1, 2019 through June 30, 2019, with an interest payable balance of $752,535 as of June 30, 2019. With this purchase, Dixie Brands holds an 85% ownership in Therabis, LLC. In addition, to the initial closing payment, the outstanding balance of the Promissory Notes of $877,173, of which principal totals $775,000 and interest totals $102,173 was paid.

4. INVENTORIES

Inventories consist of the following:

	June 30, 2019	December 31, 2018
Raw Materials:		
Materials	$ 626,257	$ 255,850
Ingredients	279,629	460,391
Total Raw Materials	905,886	716,241
Finished Goods	825,626	234,697
Total Inventories	$ 1,731,512	$ 950,938

5. PROPERTY AND EQUIPMENT

Property, plant and equipment consist of the following:

	Furniture and Fixtures	Equipment	Computer Equipment	Leasehold Improvements	Leased Equipment	Total
Cost:						
December 31, 2018	$ 174,934	$ 445,367	$ 107,143	$ 508,378	$ 404,633	$ 1,640,455
Additions	-	139,515	10,700	-	71,445	221,660
Disposals	-	81,781	-	-	-	81,781
June 30, 2019	174,934	503,101	117,843	508,378	476,078	1,780,334
Accumulated Depreciations:						
December 31, 2018	92,898	184,064	49,694	226,225	128,200	681,081
Depreciation	16,577	38,768	13,982	59,042	36,694	165,063
June 30, 2019	$ 109,475	$ 222,832	$ 63,676	$ 285,267	$ 164,894	$ 846,144
Carrying Amounts:						
December 31, 2018	$ 82,036	$ 261,303	$ 57,449	$ 282,153	$ 276,433	$ 959,374
June 30, 2019	$ 65,459	$ 280,269	$ 54,167	$ 223,112	$ 311,184	$ 934,191

6. INTANGIBLE ASSETS

Intangible assets consist of the following:

	Balance at January 1, 2018	Purchases	Disposals	Amortization Expense	Balance at December 31, 2018
Formula	$ 37,500	$ -	$ (28,500)	$ 9,000	$ -
License Agreement	568,570	297,491	-	190,786	675,275
Total Intangible Assets	$ 606,070	$ 297,491	$ (28,500)	$ 199,786	$ 675,275

	Balance at December 31, 2018	Purchases	Disposals	Amortization Expense	Balance at June 30, 2019
License Agreement	$ 675,275	$ -	$ -	$ 127,913	$ 547,362
Total Intangible Assets	$ 675,275	$ -	$ -	$ 127,913	$ 547,362

7. NOTES PAYABLE

Notes payable consist of the following:

	June 30, 2019	December 31, 2018
Unsecured promissory note dated September 8, 2017, which matured on July 13, 2018; payment in full was due on the maturity date of note, interest at rate of 8% per annum, paid quarterly. Payment in full was paid on January 2, 2019 which included principal, interest, and penalties. See Note 3.	$ -	$ 250,000
Unsecured promissory note dated September 8, 2017, which matured on July 13, 2018; payment in full was due on the maturity date of note, interest at rate of 8% per annum, paid at maturity date. Payment in full was paid on January 2, 2019 which included principal, interest, and penalties. See Note 3.	-	275,000
Unsecured promissory note dated May 14, 2018, with a matrutity of May 14, 2019; payment in full is due on maturity date of note, interest at rate of 12% per annum, paid quarterly. Payment in full was paid on January 2, 2019 which included principal, interest, and penalties. See Note 3.	-	250,000
Total Notes Payable	-	775,000
Less: Discounts	-	-
Less: Current Portion of Notes Payable	-	775,000
Notes Payable, Net of Current Portion	$ -	$ -

8. DERIVATIVE LIABILITIES

During the year ended December 31, 2018, the Company entered into the manufacturing agreement with one of its customers, Cypress Manufacturing Company ("Cypress"). Included in this manufacturing agreement, Cypress will be granted stock options ("Incentive Options Award") by the Company to purchase voting common stock as an incentive for meeting mutually agreed upon revenue targets, pursuant to the Company's Employee Stock Option Plan. Since the number of options to be granted is unknown, the instrument did not meet the "fixed for fixed" criteria under IAS 32 - Financial Instruments: Presentation ("IAS 32"). As such, the conversion option was classified as a derivative liability and accounted for at fair value through profit and loss ("FVTPL"). Key assumptions used in the valuation include an expected term of two years from the inception date. The fair value of the conversion option ("derivative liability") was valued at $282,400 on inception date (August 1, 2018), $238,100 on December 31, 2018, and revalued to $131,700 on June 30, 2019 using Monte Carlo simulations, with the following assumptions:

	Inception	December 31, 2018	June 30, 2019
Risk-free Rate	2.60%	2.59%	1.61%
Expected Dividend Yield	0%	0%	0%
Expected Term (in years)	1.50	1.08	.75
Volatility	70%	74%	68%

The total change in the fair value of the derivative liabilities for the six months ending June 30, 2019 is $106,400. Total change for all the derivative liabilities for the year ended December 31, 2018 is $542,532.

9. SHAREHOLDERS' EQUITY

Stock Options

A summary of the status of the stock options outstanding follows:

	Stock Options	Weighted average exercise price
	#	$
Balance, as at December 31, 2017	-	-
Issued (1)	15,362,265	0.66
Exercised (2)	(75,000)	(0.08)
Balance, as at December 31, 2018	**15,287,265**	**0.66**
Issued (3)	5,200,000	0.67
Exercised (4)	(175,000)	(0.54)
Balance, as at June 30, 2019	**20,312,265**	**0.66**

(1) Each stock option entitles the holder to purchase one common share.
Included in 15,362,265 stock options, 100,000 Academy stock options are exercisable at C$0.08

(2) 75,000 Academy stock options were exercised on December 14, 2018.

(3) Each stock option entitles the holder to purchase one common share.
Included in 5,200,000 stock options, 3,300,000 were issued to employees that are exercisable at a weighted average exercise price of $0.68, 1,900,000 were issue to third party consultants that are exercisable at $0.65. Options are valued using the Black-Scholes model with the expected life of the options, the risk-free rate and volatility from the date of the contract for the options.

(4) 25,000 Academy stock options were exercised on January 24, 2019. 150,000 Elben Capital stock options were exercised on May 30, 2019.

Share Purchase Warrants

Each whole warrant entitles the holder to purchase one common share of the Company. A summary of the status of the warrants outstanding as follows:

	Warrants classified as equity	Weighted average exercise price
	#	$
Balance, as at December 31, 2017	**2,243,966**	**1.42**
Issued	31,350,438	1.36
Exercised	(6,205,505)	1.36
Cancelled	(965,712)	1.36
Balance, as at December 31, 2018	**26,423,187**	**1.37**
Balance, as at June 30, 2019	**26,423,187**	**1.37**

Non-Participating Voting Shares

Before the reverse takeover (RTO), the Company issued 500,000 Non-Participating Voting Shares to management. These Non-Participating Shares have no economic value or rights to dividends. They were first issued in the form of management options, exercisable at $20 per share and were later automatically exercised to shares upon the RTO. Each Non-Participating Voting share entitles the holder to one hundred votes and each Subordinated Voting Share entitles the holder to one vote, voting together as a single class.

10. RELATED PARTY TRANSACTIONS

Transactions with related parties are entered into in the normal course of business and are measured at the amount established and agreed to by the parties.

Left Bank LLC d/b/a Dixie Elixirs & Edibles ("Left Bank")

One Director of the Company is the sole owner of Left Bank.

The Company purchased the intellectual properties (Note 6) from Left Bank in 2015 for $1,000,000.

The Company leases the facility for DBI from Left Bank under a sub-lease agreement that expired in November 2018. Currently the Company leases the building under a month to month agreement. Annual rent is not to exceed $209,907. Total rent expense paid to Left bank for the six months ended June 30, 2019 and 2018 is $116,253 and $104,954, respectively. Left Bank holds inventory on behalf of the Company at the facility for a total amount of $103,312 at June 30, 2019 and $111,253 at December 31, 2018.

In addition to the above arrangements between the Company and Left Bank, DBI incurred shared expenses with Left Bank for accounting services provided by DBI accounting team and consultants for $60,000 and $63,000, respectively, for the six months ended June 30, 2019 and 2018. The Company also incurred various other shared expenses with Left Bank for $131,094 and $45,976 for the six months ended June 30, 2019 and 2018, respectively.

In addition to the above arrangements between the Company and Left Bank, Left Bank incurred shared expenses with DBI for facility maintenance and research and development services provided by Left Bank employees for $175,254 and $0, respectively, for the six months ended June 30, 2019 and 2018.

Purchases and sales between Left Bank and DBI are recorded in accounts payable or accounts receivable. The six months ended June 30, 2019 the Company earned $3,238,100 of packaging revenue. DBI also incurred $2,018,171 of cost of goods sold reimbursements. During the six months ended June 30, 2018, the Company earned $392,396 of packaging revenue and $56,624 of raw materials and ingredients resale revenue.

At June 30, 2019 and December 31, 2018, the Company had $3,428,170 and $2,793,198, respectively of accounts receivable from Left Bank.

Silver State Wellness

Silver State Wellness owns 30% of DBPN. In October 2016, DBPN issued $675,000 under a note receivable bearing interest at 12% from Silver State Wellness. DBPN had non-interest-bearing advances receivable from Silver State Wellness for $656,887 as at June 30, 2019 and December 31, 2018.

DBPN has equity contributions receivable of $228,263 as at June 30, 2019 and December 31, 2018 from Silver State Wellness. At June 30, 2019 and December 31, 2018, the Company had $447,559 and $1,107,741, respectively of accounts receivable from Silver State Wellness including $23,709 of affiliate packaging revenue and $0 of materials and ingredients resale revenue. The Company also incurred $74,743 of COGS reimbursement due to Silver State Wellness based on the licensing agreement.

DBI has $10,006 worth of accounts receivable from Silver State Wellness as at June 30, 2019 and December 31, 2018.

Rose Capital Fund

Rose Capital Fund owned 25% of Therabis as of December 31, 2018. On January 2, 2019 DBI purchased Rose Capital Fund's 25% share of Therabis (Note 3).

Auxly

Two former Directors of the Company are officers of Auxly. During the previous year the Company entered into a licensing agreement with Auxly and received a prepayment of $4,000,000. During the six months ended June 30, 2019, $3,250,000 had been returned to Auxly (see Note 3).

Related party advances and notes receivable:

Related party advances and notes receivable consist of the following:

	June 30, 2019	December 31, 2018
Left Bank	$ 1,638,653	$ 1,755,886
Silver State Wellness	1,331,887	1,331,887
Total Related Party Notes Receivable	2,970,540	3,087,773
Related Party Advances	673,291	97,155
Less: Fair Value Adjustments on Notes Receivable	429,919	429,919
Less: Allowance on Related Party Advances	1,480,565	1,480,565
Total Related Party Advances and Notes Receivable	$ 1,733,347	$ 1,274,444

DBI holds two notes receivable from Left Bank. The first note for $633,333 and the second note is for $1,005,320. During the prior year, both notes receivables were extended to June 2022. The notes accrue interest at 2% per annum and are payable at maturity in June 2022. Interest on these notes is not significant as at June 30, 2019 and December 31, 2018.

Compensation of key management personnel:

The Company's key management personnel have the authority and responsibility for planning, directing and controlling the activities of the Company and consists of the Company's executive management team and management directors.

	June 30, 2019	June 30, 2018
Management Compensation	$ 261,500	$ 125,000
Stock Incentives	1,271,955	66,800
	$ 1,533,455	$ 191,800

11. NON-CONTROLLING INTEREST

The Company has non-controlling interest attributable to the non-controlling interest. The following table summarizes the comprehensive income attributable to the non-controlling shareholders for the year.

Net Assets of NCI, January 1, 2018	$	(478,369)
Net Loss Attributable to NCI		(945,293)
Adjustment to NCI due to DBFN Debt Conversion		(313,445)
Net Assets of NCI, December 31, 2018		(1,737,107)
Net Loss Attributable to NCI		(229,418)
Adjustment to NCI due to Acquisition of Therabis Equity		480,139
Net Assets of NCI, June 30, 2019	$	(1,486,386)

12. EARNINGS (LOSS) PER SHARE

The following is a reconciliation for the calculation of basic and diluted earnings (loss) per share for the periods ended June 30, 2019 and 2018.

	Six months ended June 30,	
	2019	**2018**
Net Loss	$(13,363,893)	$ (1,994,914)
Weighted-Average Number of Shares and Units Outstanding	125,375,442	47,017,296
Earnings (Loss) Per Share - Basic and Diluted	$ (0.11)	$ (0.04)
Attributable to Dixie Brands Inc	$ (0.11)	$ (0.04)
Attributable to Non-Controlling Interest	$ (0.00)	$ (0.00)

13. GENERAL AND ADMINISTRATIVE EXPENSES

For the six months ended June 30, 2019 and 2018, general and administrative expenses consisted of the following:

	June 30, 2019	June 30, 2018
Stock Incentives / Share-Based Compensation	$ 4,397,198	$ 32,919
Professional Fees	3,356,780	686,537
Salaries and Benefits	2,320,840	928,391
Legal	464,116	250,536
Other General and Administrative	329,780	194,615
Travel and Entertainment	303,476	66,921
Rent	146,427	109,826
Insurance	119,835	67,619
Bad Debt	88,273	134,457
Office Expense	44,974	32,954
Lobbying Expense	33,040	105,000
Employee Benefits	15,946	53,514
	$ 11,620,685	$ 2,663,289

14. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company has adopted IFRS 9 - Financial Instruments ("IFRS 9"), which replaced IAS 39 - Financial Instruments: Recognition and Measurement. The revised guidance changed the classification and measurement of financial assets and liabilities. 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 three primary measurement categories for financial assets: measured at amortized cost, FVTPL and fair value through other comprehensive income. The Company's financial assets are measured at amortized cost or FVTPL.

The Company determines classification of financial assets at initial recognition. The Company's accounting policy in respect to its financial instruments is as follows:

(i) Financial assets are classified and measured at FVTPL unless they meet the following criteria for amortized cost:

- The Company plans to hold the financial assets in order to collect contractual cash flows; and
- Payments received on the financial assets are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial liabilities - non-derivative financial liabilities are measured at amortized cost unless they have been designated as FVTPL. Derivative liabilities are initially measured at FVTPL, with subsequent changes in fair market value recognized in the Consolidated Statements of Operations.

(iii) Compound financial instruments - the component parts of compound instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability is measured separately using an estimated market rate for a similar liability without an equity component and the residual is allocated to the conversion option. The liability component is subsequently recognized on an amortized cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is recognized and included in equity and is not subsequently re-measured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to share capital. Transaction costs are divided between the liability and equity components in proportion to their values.

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs used to make the measurements. The hierarchy is summarized as follows:

- Level 1 quoted prices (unadjusted) that are in active markets for identical assets or liabilities
- Level 2 inputs that are observable for the asset or liability, either directly (prices) for similar assets or liabilities in active markets or indirectly (derived from prices) for identical assets or liabilities in markets with insufficient volume or infrequent transactions
- Level 3 inputs for assets or liabilities that are not based upon observable market data

The Company classifies its financial instruments as follows:

Financial Instrument	**Classification**	**Fair Value Hierarchy**
Cash	Amortized cost	N/A
Accounts receivables	Amortized cost	N/A
Accounts payable and accrued payroll and other liabilities	Amortized cost	N/A
Promissory notes receivable	Amortized cost	N/A
Derivative liabilities	FVTPL	Level 3
Notes payable	Amortized cost	N/A

A summary of activity for level 3 derivative liabilities for the six months ending June 30, 2019 and for the year ending December 31, 2018:

	Conversion Features
Balance as of December 31, 2017	$ 498,232
Change in Fair Value	(260,132)
Balance as of December 31, 2018	238,100
Change in Fair Value	106,400
Balance as of June 30, 2019	$ 131,700

There are no material reclassifications between fair value levels during the six months ended June 30, 2019 or the years ended December 31, 2018 and 2017.

15. COMMITMENTS AND CONTINGENCIES

The Company may, from time to time, be subject to various administrative, regulatory, and other legal proceedings arising in the ordinary course of business. Contingent liabilities associated with legal proceedings are recorded when a liability is probable, and the contingent liability amount can be reasonably estimated.

The Company's operations are subject to a variety of local and state regulations. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations. While management of the Company believes that the Company is in compliance with applicable local and state regulation as at June 30, 2019, medical and adult use cannabis regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties, or restrictions in the future.

16. FINANCIAL RISK MANAGEMENT

Market risk

Strategic and operational risks arise if the Company fails to carry out business operations and/or to raise sufficient equity and/ or debt financing. These strategic opportunities or threats arise from a range of factors that might include changing economic and political circumstances and regulatory approvals and competitor actions. The risk is mitigated by consideration of other potential development opportunities and challenges which management may undertake.

Credit risk

The Company's exposure to non-payment or non-performance by our counterparties is a credit risk. The maximum credit exposure as at June 30, 2019 is the carrying amount of cash, accounts receivable and other receivables and promissory notes receivable. The Company has a significant outstanding balance in accounts receivable over 90 days as of June 30, 2019. The Company mitigates its credit risk on its other receivables and promissory notes receivable through its review of the counterparties and business review. The Company considers a variety of factors when determining interest rates for notes receivable, including the creditworthiness of the counterparty, market interest rates prevailing at the note's origination and duration and terms of the note. Notes that are overdue are assessed for impairment.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's cash holdings. As at June 30, 2019, the Company's financial liabilities consist of accounts payable and accrued liabilities, which have contractual maturity dates within one-year. The Company manages its liquidity risk by reviewing its capital requirements on an ongoing basis. Based on the Company's ability to raise funding through debt or equity, management believes it has the ability to fund operations and expansion plans.

Asset forfeiture risk

Because the cannabis industry remains illegal under U.S. federal law, any property owned by participants that conduct business with affiliates in the cannabis industry, which either are used in the course of conducting such business, or are the proceeds of such business, could be subject to seizure by law enforcement and subsequent civil asset forfeiture. Even if the owner of the property are never charged with a crime, the property in question could still be seized and subject to an administrative proceeding by which, with minimal due process, it could be subject to forfeiture.

Banking risk

Notwithstanding that a majority of states have legalized medical marijuana, there has been no change in U.S. federal banking laws related to the deposit and holding of funds derived from activities related to the cannabis industry. Given that U.S. federal law provides that the production and possession of cannabis is illegal, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the cannabis industry. Consequently, businesses involved in the cannabis industry often have difficulty accessing the U.S. banking system and traditional financing sources. The inability to open bank accounts with certain institutions may make it difficult to operate ordinary businesses.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates.

Capital structure risk management

The Company considers its capital structure to include debt financing, contributed capital, accumulated deficit, non-controlling interests and any other component of stockholders' equity. The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and adjusts it as appropriate given changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new units, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no changes to the Company's capital management approach during the period ended June 30, 2019.

17. SUBSEQUENT EVENTS

On August 28, 2019 Dixie received $1,000,000 of cash in the form of an unsecured, non-dilutive loan (the "Loan") bearing annual simple interest at 12% from a new strategic funding partner. The Loan is contemplated to be the first part of a broader financing plan, as the Company is in discussions with this partner relating to the same.