Red White & Bloom Brands Inc.

Management Discussion and Analysis

For the three and nine months ended September 30, 2024, and restated 2023

Dated, November 29, 2024

CSE: RWB

NOTICE TO READER

This notice accompanies the enclosed restated Management's Discussion and Analysis ("MD&A") which restates the Management Discussion and Analysis for Red White and Bloom Brands, Inc. for the period ended September 30, 2023, filed on November 29, 2024.

In conjunction with the audit of the consolidated financial statements for the year ended December 31, 2023, by the Company's auditor, Williams & Partners Chartered Professional Accountants, LLP, the Company restated its audited consolidated financial statements for the year ended December 31, 2022 (the "2022 Restatement"). A summary of the related adjustments has been outlined in note 33 *Restatement of Financial Results* of the Company's audited consolidated financial statements for the year ended December 31, 2023, and 2022 (the "2023 Audited Financial Statements") which can be found on www.sedarplus.ca ("Sedar+"). The adjustments relate to the accounting treatment of foreign currency translation on select non-monetary assets held by the Company (notably property, plant and equipment, intangible assets, right-of-use assets and goodwill). The 2022 restated comparative financial results contained 2023 Annual Financial Statements, should be considered to replace the audited consolidated financial statements for the year ended December 31, 2022, previously filed on May 15, 2023 (the "2022 Financial Statements").

As a consequence of the 2022 Restatement, the Company has restated its financial results for the comparative period within its condensed interim consolidated financial statements for the period ended September 30, 2023. All references to these periods reflect the adjustments made due to the restatement. A summary of the related adjustments has been outlined in note 32 *Restatement of Financial Results* in the condensed interim consolidated financial statements for the period ended September 30, 2024, and 2023 which can be found on Sedar+. Only information directly relating to these restatements has been updated in this MD&A.

The amendments to the MD&A for three and nine months ended September 30, 2023, consist of the following:

- Changes to the Company's foreign currency denominated non-monetary assets from translation to Canadian dollars at the current rate to translation to Canadian dollars at the historical rate. Non-monetary assets effected by such change include property, plant and equipment, intangible assets, right of use assets, and goodwill.

Other than the above referenced restatements, there are no other material changes to the MD&A for the three and nine months ended September 30, 2024 and restated 2023 filed November 29, 2024.

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

The following Management Discussion and Analysis ("MD&A") may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect Company management's expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", “projected”, "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", or "will be taken", or "occur”, or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Certain forward-looking statements in this MD&A include, but are not limited to, the following:

- the performance of the Company’s business and operations.
- the expected timing and projected cost or synergies realized from the Company’s business objectives and initiatives including its expansion plans; both organic and acquisitive.
- the business strategies of the Company.
- the impact of the introduction of new branded cannabis product offerings.
- the impact of ongoing and prospective cost savings initiatives.
- the impact of laws and regulations maintained by various levels of government (existing, proposed, or amended) including but not limited to those impacting operating licenses to conduct business activities in relevant jurisdictions within the cannabis industry.
- expectations regarding production quality and proven capacity including the Company’s performance at its cultivation and processing facilities.
- expectations regarding relevant cannabis market conditions, including regulatory, specific to jurisdictions in which the Company legally operates or intends to operate in.
- the competitive conditions of the cannabis industry in the United States, Canada and internationally.
- the state of banking regulations in the United States as it relates to the cannabis industry.
- the rescheduling of cannabis under the Controlled Substances Act as overseen by the US Drug Enforcement Agency.
- the intention of the Company to complete any offering of securities (in any form) or debt (in any form) issued by the Company.

There can be no assurance that the aforementioned conditions as well as other factors will not affect the accuracy of forward-looking statements made by the Company regarding the anticipated performance of its business. Such factors include, but are not limited to, the Company's ability to obtain financing from external resources in whatever form, the general impact of capital and commercial market conditions that may impact the Company and its consumers, the yield from marijuana growing operations, product demand in channels to market that the Company currently services or intends to service in future periods as part of its business initiatives, changes in prices of key manufacturing inputs such as raw materials and services outsourced by the Company to facilitate the production of finished goods, the impact of competition in jurisdictions which the Company operates or is targeting to operate in, and relevant government regulations including the those that garner the potential reclassification or de-scheduling of cannabis as a Schedule 1 narcotic under the US federal Controlled Substances Act.

Readers are encouraged to reference the Company's public filings, overseen by Canadian securities regulators, which can be accessed Sedar+.

NON-IFRS AND SUPPLEMENTARY FINANCIAL OR OPERATING MEASURES

The Company currently references non-IFRS and supplementary financial or operating measures, including, but not limited to, EBITDA and Adjusted EBITDA. These measures do not have a standardized definition prescribed by IFRS and are most likely not comparable to similar measures presented by other public company issuers including those operating in the cannabis industry. Non-IFRS measures provide investors with additional insights into the Company’s financial and operating performance which may not be garnered from traditional IFRS measures. The management of the Company, including its key decision makers, use non-IFRS measures in assessing the Company’s financial and operating performance.

EBITDA, as defined by the Company, means earnings before interest, income taxes, depreciation, and amortization. The Company calculates Adjusted EBITDA as EBITDA less , share based compensation, gains or losses on evaluation of financial instruments, gains or losses on asset disposals, gains or losses on settlement or extinguishment of debt, gains or losses on investments, gains or losses on discontinued operations, foreign exchange adjusted to eliminate charges associated with intercompany balances required to be realized through profit and loss by IFRS standards, expected credit losses and bad debt expense, acquisition costs, business transaction costs, carrying costs associated with dormant tangible assets , and non-recurring expenses such as non-recurring termination costs, legal costs, compensation tied to restructuring of operations, penalties and late fees.

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of Red White & Bloom Brands Inc. (the "Company" or "RWB") is intended to assist the reader in better understanding the operations and key financial results as of the date of this MD&A and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes thereto for the three (2024-Q3) and nine months ended September 30, 2024 ("2024-YTD"), and the comparative restated three ("2023-Q3") and nine months ended September 30, 2023 ("2023-YTD"), collectively referred to as the "Financial Statements", and the audited consolidated financial statements and notes thereto for the fiscal year ended December 31, 2023 ("2023-YE" or the "2023 Audited Financial Statements"). The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") for all periods presented. The information in this MD&A is current as of November 29, 2024.

This MD&A has been reviewed by the Company's Audit Committee and approved by its Board of Directors as of November 29, 2024.

All tables amounts referred to in this MD&A are expressed in thousands of Canadian dollars, whereas all other amounts are expressed in millions of Canadian dollars, except as indicated otherwise. All references to the Company contained in the MD&A include references to all of its subsidiaries, as applicable. The Financial Statements and MD&A are filed on Sedar+.

COMPANY OVERVIEW AND STRATEGY

Company Overview

Red White & Bloom Brands Inc. was incorporated on March 12, 1980 pursuant to the Business Corporations Act, British Columbia. The shares of the Company are traded on the Canadian Stock Exchange under the trading symbol "RWB"[i]. The Company's head office and registered office is located at 1890 - 1075 West Georgia Street, Vancouver, British Columbia, V6E 3C9.

As of September 30, 2024, the Company's principal operations are (1) the distribution of branded and non-branded cannabis products, both adult-use and medical use, direct to legally licensed retailers, (2) retail operations selling branded and non-branded cannabis products, both adult-use and medical use, (3) captive cultivation, processing, packaging, and procurement operations that support the captive distribution, retail, and licensing operations, and (4) licensing of the Platinum and Platinum Vape brands to arm's length distributors. The Company's operations are conducted in the legal US states of Michigan, Florida, and California with third party licensing arrangements in the US states of Missouri and Ohio. With the recent acquisition of select entities of the former Aleafia Group of companies (the "Aleafia Acquisition") [ii], the Company has expanded the reach of its Platinum portfolio of brands into the Canadian market through Aleafia's established adult-use distribution and medical retail channels in which Aleafia's products are sold through in addition to gaining access to the established and trusted cannabis brands of Emblem and DIVVY available in a number of customer-oriented formats.

[i] Reader is referred to Recent Developments for detail on the status of the Company's listing on OTC Markets
[ii] Reader is referred to the Acquisitions section for detail on the Aleafia Transaction.

Company Strategy

The Company is committed to driving the domestic and international growth of its distribution and retail operations, through organic and acquisitive means, primarily leveraging its premium Platinum and Platinum Vape brands (“Platinum” or “PV”) as well as its House of Platinum, Cannabis brand name and retail banners employed in the state of Florida and its Emblem and DIVVY brands in Canada. The Company also continues to expand its footprint, leveraging brand equity through arm’s length, asset-light licensing agreements into strategic markets in the United States and establishing a key vertically integrated footprint in the strategic Canadian cannabis market through the Aleafia Acquisition[ii] . The family of the Company’s brands is associated with the highest quality cannabis offerings in the jurisdictions currently represented in the United States, Canada, and internationally. The Company’s cannabis product offerings, both branded and non-branded, are the preferred choice of experienced cannabis consumers who can rely on best-in-class attributes, garnered through regimented procurement, production, and quality standards maintained by the Company.

Platinum product lines include a wide range of disposable and reusable vape pens, cartridges, and pods available in a variety of strain-specific flavors and effects. In addition, Platinum products also include carefully crafted, cannabis infused, palate driven, edible creations including, but not limited to, gummy coins based on traditional flavors and packaged bulk flower and various pre-rolls formats.

DESCRIPTION OF THE BUSINESS

Distribution

The Company is deeply committed to the production, sale, and distribution of both adult-use and medical cannabis products to licensed retailers across Michigan. Our licensed operations are strategically based in a state-of-the-art, multi-function, facility in Warren, Michigan, while our corporate activities are managed from our head office in Southfield. In Michigan, our primary focus is the distribution of our renowned Platinum and PV branded premium cannabis products, catering to both adult-use and medical-use markets. As of the date of this MD&A, the Company proudly serves over 300 licensed adult-use and medical cannabis retailers throughout the state, reinforcing our position as a leading supplier of high-quality cannabis offerings in Michigan’s developing, first-mover cannabis market.

The Company also distributes a full line of Platinum and PV branded cannabis products, amongst others, in the first-mover state of California leveraging local, best-in-class, contract manufacturing, warehousing, distribution capacity, and sales expertise. The Company’s primary business in California is the distribution of branded adult-use cannabis product offerings to legally licensed California adult-use cannabis retailers.

With the closing of the Aleafia Acquisition on January 12, 2024, the Company has significantly broadened its reach in Canada, expanding the sale and distribution of both adult-use and medical-use cannabis products to licensed retailers and loyal patients, across the federally legal Canadian cannabis marketplace. Our Canadian footprint includes two state-of-the-art, licensed cannabis cultivation, production, including extraction, and processing facilities in Ontario including one of Canada's largest outdoor cannabis cultivation operations, located in Port Perry, Ontario. These facilities not only enhance our operational capabilities but also strengthen our position as a leading provider of high-quality cannabis products in one of the world’s most dynamic cannabis markets.

Licensing

The Company also contracts with arm's length, high-value licensed distribution partners in targeted legal U.S. states through procurement and sale of Platinum or PV branded non-THC inputs (packaging, hardware, terpenes) and licensing arrangements which grants our partners a right to manufacture, market, and distribute Platinum or PV branded products to licensed retailers within their defined territories. Platinum products currently represented by licensed distributors focus on PV branded vape cartridges and PV branded disposable vapes. These procurement and licensing arrangements support expansion of the Platinum brand footprint in states which the Company strategically chooses not to maintain more costly physical licensed operations, given the established presence of vertically integrated distribution partners, and also helps the Company diversify its revenue and net income streams, while continuing to capitalize on the Platinum and PV brands already well-established reputation.

Retail

As at the date of this MD&A, the Company is licensed to operate medical-use dispensaries in the state of Florida. The Company currently operates a total of four (4) medical-use dispensaries in the state of Florida, a processing and packaging facility located in Sanderson, Florida, and a cultivation facility in Apopka, Florida situated on 4.7 acres of land. The Sanderson facility includes fifteen (15) acres of land which houses processing and extraction operations, and a 4,000 square foot freestanding building utilized for edibles manufacturing, ongoing product development and administration. All outputs produced by the Apopka facility are committed to the Sanderson facility for final processing. The Sanderson facility produces branded product offerings sold exclusively through the Company's captive retail locations situated throughout the state of Florida under the *House of Platinum, Cannabis retail banner*. The Company leases a total of nine (9) medical-use dispensaries throughout the state, four (4) of which are in operation as of the date of this MD&A, and the remaining five (5) locations scheduled to open throughout the first quarter of 2025. The active retail locations currently operate under the OMMU approved "*House of Platinum, Cannabis"* retail banner.

As of the date of the MD&A, the Company has substantially completed construction on two profile medical-use dispensaries located in South Miami Beach, Florida and Orange Park, Florida and anticipates activating these operations early in the first quarter of fiscal 2025 contingent on any remaining regulatory and fixturing timelines to be satisfied. Activation of leased retail locations in the growing communities of Hollywood, North Miami, and Brandon are forecasted to be activated through the first quarter of 2025, contingent on regulatory and fixturing timelines for each location. The Company is continuing to aggressively pursue its plan to fixture and activate less costly "white-box" medical-use dispensaries in strategic markets within the state of Florida.

As at the date of this MD&A, the Company is licensed, within the state of Michigan, to operate both adult-use and/or medical use cannabis dispensaries, and an indoor cultivation facility located in Marquette, Michigan. The Company also owns a municipally licensed ten-acre outdoor cultivation facility in Au Gres, Michigan which is currently dormant, and several other (dormant) real estate properties located throughout the state of Michigan which are available for potential cultivation and retail cannabis operations. The Company is continuing to assess strategic options to monetize dormant Michigan resident retail and cultivation assets that are not in use. As a result of the Company's 2023-year end impairment analysis, management assessed the carrying value of all tangible and intangible assets held by the Company in the state of Michigan; specifically, those held by the Company's subsidiary, Pharmaco, Inc. These assets included dormant cultivation facilities and unoccupied buildings that were acquired as part of the Pharmaco, Inc. acquisition in February 2022. As a result of the analysis, $26.9 million in licenses relating to the medical use retail operations in Michigan were impaired along with $34 million of property, plant and equipment with the majority. At the end of fiscal year 2023, the Company also impaired goodwill relating to Pharmaco, Inc. amounting to $24.3 million. Details of these impairments can be found in the 2023 Audited Financial Statements found on Sedar+.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

The following sets out the Company's total licensed cannabis retail locations within the United States as of September 30, 2024.

Jurisdiction	Licensed, Active Cannabis Retail Stores	Cannabis Retail Stores available to be Activated	Total Available Retail Locations
Florida	4	5	9
Michigan	8	4	12

As of January 12, 2024, following the closing of the Aleafia Acquisition, the Company enhanced its Canadian operations by adding a prominent medical retail storefront serving approximately 13,000 patients nationwide. The Company is recognized for its wide range of high-quality cannabis products, including cultivar-specific oils and capsules, and has recently expanded its offerings to include Platinum branded edibles, vapes, topicals, and minor cannabinoid soft gels. Patients can access these products at their convenience, with home delivery available. Supported by a dedicated patient care team with over 25 years of combined experience, the Company provides comprehensive support, education, and personalized treatment plans through a network of specialized physicians and nurse practitioners, continuously aligning its product development with evolving patient needs.

The table below provides an overview of the Company's subsidiaries and their respective ownership as of the date of this MD&A:

Subsidiary	Source Currency	Jurisdiction	% Ownership As at 31-Mar-24	% Ownership As at 31-Dec-23
Continuing Operations				
Red White & Bloom Brands Inc. (Parent)	**CAD**	**British Columbia, Canada**	**100%**	**100%**
[i]RWB (PV) Canada, Inc.	CAD	Alberta and Ontario, Canada	100%	-
RWB Licensing Inc.	CAD	British Columbia, Canada	100%	100%
[ii]Aleafia Inc.	CAD	Ontario, Canada	100%	-
[ii]Aleafia Farms Inc.	CAD	Ontario, Canada	100%	-
[ii] Aleafia Retail Inc.	CAD	Ontario, Canada	100%	-
[ii] Canabo Medical Corporation	CAD	Ontario, Canada	100%	-
[ii] Emblem Cannabis Corporation	CAD	Ontario, Canada	100%	-
[ii, iii] Emblem Lands LP	CAD	Ontario, Canada	100%	-
[ii] Emblem Lands GP	CAD	Ontario, Canada	100%	-
[ii, iii] Growwise Health Ltd.	CAD	Ontario, Canada	100%	-
MichiCann Medical Inc.	CAD	Ontario, Canada	100%	100%
PV CBD, LLC	USD	California, United States	100%	100%
[iv]RWB California, Inc.	USD	California, United States	100%	-
RWB Platinum Vape Inc.	USD	California, United States	100%	100%
RWB Florida, LLC	USD	Florida, United States	77%	77%
Red White & Bloom Florida, Inc.	USD	Florida, United States	77%	77%
Pharmaco, Inc.	USD	Michigan, United States	100%	-
RWB Michigan LLC	USD	Michigan, United States	100%	100%
RWB (PV) Licensing, LLC	USD	Nevada, United States	100%	-
Discontinued Operations				
Vista Prime Management, LLC	USD	California, United States	100%	100%
[v]Vista Prime 3, Inc.	USD	California, United States	100%	100%
[v]Vista Prime 2, Inc.	USD	California, United States	100%	100%
Mid-American Growers, Inc.	USD	Delaware, United States	100%	100%
RLTY USA Corp.	USD	Delaware, United States	100%	100%
RWB Illinois, Inc.	USD	Delaware, United States	100%	100%
Real World Business Integration, LLC	USD	Illinois, United States	100%	100%
[vi]GC Ventures 2, LLC	USD	Michigan, United States	100%	100%

[i] Incorporated March 7, 2023
[ii] Acquired January 12, 2024 (Refer to Acquisitions)
[iii] Incorporated April 29, 2024
[iv] Incorporated February 7, 2023
[v] Dissolved November 6, 2024
[vi] Dissolved November 19, 2024

OUTLOOK

The Company remains committed to its strategic growth initiatives, focusing on expanding its market presence, optimizing operations, and enhancing its product offerings across key jurisdictions. As we look ahead, several key priorities will shape our path forward:

- **Expanding Canadian Market Presence:** Following the strategic Aleafia Acquisition[i], the Company is well-positioned to strengthen its footprint in Canada as a premier licensed producer. This acquisition provides a platform for increased market penetration and a broader reach to Canadian consumers, enhancing our competitive position in this important market and also positions the Company to capitalize on North American commercial opportunities if and when the US legalization mandate is fulfilled. The acquisition also provides opportunities for cross-collaboration and synergies across a number of functions including research and development, procurement, cross-selling through established channels, and administration.
- **Growth in Licensing Opportunities**: With the Aleafia Acquisition now complete, the Company's growth in its licensing segment, in concert with premium, vertically integrated partners, can target not only US markets such as Missouri and the newly legalized Ohio, where the Company has already established a stronghold, but also in Canada and international markets where Canadian licensed producers have already established a foothold. The Company will continue to focus on expanding its Licensing revenue streams by forming new partnerships with licensed producers in the aforementioned emerging markets. This strategy allows the Company to enter new regions without significant capital commitments, accelerating growth of revenues and profitability and maximizing shareholder value.
- **Expansion in Florida:** With the pending activation of five (5) new medical-use dispensaries in the state of Florida, the Company is poised to significantly enhance its presence in this key market; one of the largest in the United States. This expansion underscores our commitment to strengthening our retail footprint and continuing to meet our valued customers' needs across the state of Florida.
- **Enhancing Capabilities in Florida:** The expansion of our regulated processing and manufacturing capabilities in Florida, including new extraction and edibles manufacturing operations, will enable the Company to broaden its product portfolio and meet increasing consumer demand in key product categories. These strategic operational enhancements will further solidify our market position and support our growth objectives.
- **Optimizing Operations in California:** By leveraging key, third-party, supply chain, sales and marketing competencies in California, the Company has streamlined costs and improved its speed to market for its distribution operations. These efficiencies are expected to enhance profitability and support the continued expansion of our product lines in this influential, first-mover market.

The Company continues its efforts to extend the availability of the *Platinum, Platinum Vape*, and *House of Platinum, Cannabis* branded product lines in each jurisdiction in which it operates. The Company has expanded its focus on both Live Resin and Live Rosin vape offerings, premium curated edible offerings, including but not limited to, branded gummy coins, as well as disposable vape products under various hardware platforms.

By virtue of the Aleafia Acquisition, the Company has also launched Platinum branded vape cartridges and disposable vape products as well as gummy coins and various flower and pre-roll formats, in the federally legal Canadian cannabis market, complementing well-established, curated cannabis offerings under the Emblem and DIVVY brands. Products are made available to licensed retailers across Canada through well-established, provincially regulated distributors as well as direct to patients through an established medical subscription network.

As of the date of the MD&A, the Company remains focused on leveraging its strategic advantages, expanding its market reach, and optimizing its operations to deliver sustained growth and profitability.

[i] Refer to Acquisitions

RECENT DEVELOPMENTS

Status as an US Exchange Act Registrant and US Trading in our Common Stock

In September 2023, the U.S. Securities and Exchange Commission (SEC) initiated proceedings to de-register the Company's common stock under Section 12(j) of the Securities Exchange Act of 1934 due to past filing deficiencies by prior management. The Company does not currently trade on exchanges requiring SEC registration and does not intend to seek such listings in the near term. Given the SEC's stance against allowing a right to cure after de-registration proceedings have commenced, the Company chose to settle and agree to the de-registration rather than engage in costly and uncertain litigation. Following this decision, the Company intends to re-file a registration statement on Form 20-F to reinstate its securities registration.

On account of the settlement, the SEC order suspending trading became effective on November 7, 2023, preventing U.S. resident shareholders from trading on the OTCQX, which had already been suspended in March 2023.

On March 18, 2024, the Company and its former auditors finalized a settlement addressing key matters preventing the Company from resolving the aforementioned filing deficiencies. Subsequent to the settlement date and as of the date of this report, its former auditors have not complied with the terms of the settlement in the opinion of the Company. The Company is currently assessing its recourse options associated with non-performance under the terms of the documented settlement. Given the state of the matters with its former auditors, and for the benefit of the shareholders being impacted by this matter, the Company has proactively engaged another leading audit firm to complete the aforementioned audit engagements.

As of the date of this report, the Company and its newly engaged auditors have commenced the aforementioned audit engagements and are targeting completion of the scope of work including the accompanying SEC consent requirements, which will lift the Section 12(j) order, by March 31, 2025. The Company will provide its shareholders with timely updates on the status of this engagement as it develops. The Company is also concurrently working to reactivate its OTC marketplace listing. As state prior, once compliance issues with the SEC and OTC have been resolved, the Company plans to seek approval to cancel its SEC registration given that it is not required to sustain its status as a foreign private issuer on OTC Markets.

RGR Grid Note Advances[i]

Subsequent to nine months ended September 30, 2024, Royal Group Resources, Limited ("RGR") provided the Company with additional advances under the USD RGR Grid Note and the CAD RGR Grid Note amounting to USD$5.9 million and CAD $2 million, respectively. Proceeds were used to fund working capital requirements.

Stock Option Issuance

On October 3, 2024, the Company granted 1.9 million stock options to employees under its stock option plan at an exercise price of $0.10 per share. The options vest over a term year term commencing October 3, 2025, and have an expiration period of 5 years.

The fair value of the options at the grant date was estimated to be $112 using the Black-Scholes pricing model, based on the following assumptions:

- Expected volatility: 150.63%
- Expected life: 5 years
- Risk-free interest rate: 2.98%
- Dividend yield: $nil

This issuance will result in share-based compensation expense being recognized in future periods as the options vest.

[i] Refer to Debt section of Liquidity and Capital Resources

(In thousands of Canadian Dollars, except number of shares and per share amounts)

ACQUISITIONS

Aleafia Acquisition

On *January 12, 2024*, in conjunction with the proceedings of Aleafia Health Inc. and certain of its subsidiaries (collectively, the "Aleafia Group") under the Companies' Creditors Arrangement Act (the "CCAA Proceedings"), the Company, through its subsidiary, RWB (PV) Canada, Inc. successfully acquired 100% of a new class of common shares of each of Emblem Cannabis Corporation ("ECC"), Canabo Medical Corporation ("CMC"), and Aleafia Retail Inc. ("ARI"), (collectively, the "Purchased Entities"), (the "Aleafia Acquisition"). As a result of the Aleafia Acquisition, the Company became the sole shareholder of the Purchased Entities and their respective subsidiaries.

Total consideration for the Transaction totaled $30.6 million consisting of (1) a release of $24.2 million outstanding and the obligations payable by the Aleafia Group under the AH Note Receivable[i] and the AH DIP Note[i], along with, (2) cash consideration of $6.4 million, funded through a combination of cash on hand held by the Purchase Entities and a drawdown under RWB's CAD RGR Grid Note[i], to be utilized by Aleafia Health Inc. to extinguish outstanding obligations under an existing credit agreement and to fund closing costs and expenses of the Monitor and its legal counsel after the closing date.

The preliminary purchase price allocation for the Aleafia Acquisition is as follows:

	$ '000
AH DIP Note allocated to purchase of shares	7,241
AH Note Receivable allocated to purchase of shares	16,954
Cash consideration	6,370
Total consideration	**30,565**
Identifiable assets (liabilities) acquired	
Cash and equivalents	1,009
Receivables	2,230
Prepaids and deposits	1,722
Inventory	7,000
Biological assets	1,136
Land	11,700
Property, plant and equipment	9,686
Right of use assets	36
Intangible assets	4,681
Investments	2,391
Payables	(2,360)
Taxes payable	(72)
Accrued liabilities	(843)
Other payables	(65)
Lease obligations	(41)
Total identifiable net assets	**38,210**
Excess consideration over net identifiable assets	**(7,645)**
Total consideration	**30,565**

[i] Refer to Debt section of Liquidity and Capital Resources

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Fair values of investments, intangible assets and goodwill have been evaluated by a third-party valuation specialist as of the 2023 fiscal year end. Fair values of the aforementioned assets as well as inventory, biological assets, property, plant and equipment may be subject to change during the allowable measurement period in accordance with IFRS 3.45. In accordance with IFRS 3.45, the allowable measurement period cannot exceed one year post acquisition date, and no adjustments are permitted after one year except to correct an error, should one occur, in accordance with IAS 8. [IFRS 3.50]. Any subsequent adjustments made by Management relating to the purchase price allocation for the Aleafia Acquisition must comply with IFRS 3.45.

Total acquisition costs expensed by the Company's relating to the Aleafia Acquisition amounted to $0.7 million. $0.2 million was expensed during 2024-YTD and $0.5 million was expensed during 2023-YE.

Revenue of the Purchased Entities post-acquisition for the 2024-Q3 and 2024-YTD amounted to $5.4 million and $13.0 million, respectively. Net loss was nominal, and $3.1 million, respectively. If the Aleafia Acquisition had closed on January 1, 2024, the Company estimates it would have recorded consolidated revenues of $66.8 million and a consolidated net loss of $20.1 million for the nine months ended September 30, 2024, resulting in an increase in revenue of $0.5 million and an increase in net loss of $0.5 million for nine months ended September 30, 2024, including the impact of a bargain purchase amounting to $7.6 million recorded by the Company to gain on investments.

DISCONTINUED OPERATIONS

Discontinued operations of the Company's wholly owned subsidiaries include Mid-American Growers, Inc., Real World Business Integration, LLC, Vista Prime Management, LLC, GC Ventures 2, LLC, Vista Prime 3, Inc, Royalty USA Corp, and RWB Illinois, Inc.

Components of residual gain (loss) from discontinued operations for 2024-Q3 and 2024-YTD, and 2023-Q3 and 2023-YTD are as follows:

	2024-Q3	2023-Q2 restated	Variance	2024-YTD	2023-YTD restated	Variance
	$	$	$	$	$	$
Revenue	-	-	-	-	782	(782)
Cost of Sales	-	-	-	-	463	(463)
Gross profit	**-**	-	-	**-**	**319**	**(319)**
Total operating expenses	137	298	(161)	353	2,951	(2,598)
Profit (Loss) from operations	**(137)**	**(298)**	**161**	**(353)**	**(2,633)**	**2,280**
Total other expense (income)	10	9	1	257	183	74
Net profit (loss) before taxes from discontinued operations	(146)	(307)	160	(610)	(2,816)	2,206
Current income tax expense	-	-	-	-	(740)	740
Deferred income tax (recovery) expense	-	-	-	-	-	-
Net profit (loss) from discontinued operations	**(146)**	**(307)**	**160**	**(610)**	**(2,076)**	**1,466**
Net profit (loss) per share, basic and diluted on discontinued	**(0.00)**	**(0.00)**	**0.00**	**(0.00)**	**(0.01)**	**0.00**

(In thousands of Canadian Dollars, except number of shares and per share amounts)

FINANCIAL HIGHLIGHTS

Consolidated Highlights

The following summarizes results from operations for 2024-Q3 and 2024-YTD, and 2023-Q3 and 2023-YTD.

	2024-Q3	2023-Q3 restated	Variance	2024-YTD	2023-YTD restated	Variance
	$	$	$	$	$	$
Revenue	21,714	20,127	1,587	66,287	68,307	(2,020)
Cost of goods sold, before fair value adjustments	14,706	12,274	2,432	45,115	44,496	619
Gross profit before fair value adjustments	**7,008**	**7,853**	**(845)**	**21,172**	**23,811**	**(2,639)**
Gross profit before fair value adjustments (%)	32%	39%	-7%	32%	35%	-3%
Unrealized changes in fair value of biological assets	(186)	267	(453)	(99)	(1,471)	1,372
Realized fair value amounts included in inventory sold	3,466	(1,548)	5,014	3,428	(1,538)	4,966
Gross Profit	**10,288**	**6,572**	**3,716**	**24,501**	**20,802**	**3,699**
Gross profit (%)	47%	33%	15%	37%	30%	7%
General and administration	8,661	6,169	2,492	25,728	20,446	5,282
Marketing expenses	1,229	287	942	3,684	1,331	2,353
Share-based compensation	59	149	(90)	165	607	(442)
Depreciation and amortization	1,327	866	461	3,071	2,905	166
Bad debt expense	861	688	173	3,079	956	2,123
Total operating expenses	**12,137**	**8,159**	**3,978**	**35,727**	**26,245**	**9,482**
Loss from operations before other expenses or income	**(1,849)**	**(1,587)**	**(262)**	**(11,226)**	**(5,443)**	**(5,783)**
Total other (income) expenses	9,556	4,654	4,902	14,260	16,727	(2,467)
Loss before income taxes	**(11,405)**	**(6,240)**	**(5,164)**	**(25,486)**	**(22,170)**	**(3,316)**
Current income tax expense	8,130	(1)	8,131	4,361	(2,116)	6,477
Deferred income tax recovery	535	-	535	2,109	1,696	413
Net loss from continuing operations	**(2,740)**	**(6,242)**	**3,502**	**(19,016)**	**(22,590)**	**3,574**
Profit (loss) from discontinued operations	(146)	(298)	152	(610)	(2,815)	2,205
Loss for the quarter	**(2,886)**	**(6,540)**	**3,654**	**(19,626)**	**(25,405)**	**5,779**
EBITDA	385	1,142	(757)	7,488	373	7,115
Adjusted EBITDA	3,847	4,817	(970)	9,587	3,700	5,887

- Revenues were $21.7 million for 2024-Q3, a $1.6 million increase from 2023-Q3 revenues of $20.1 million. Revenues for 2024-YTD were $66.3 million, reflecting a $2.0 million decrease from 2023-YTD revenues of $68.3 million.
- Gross profit, before fair value adjustments, was $7.0 million for 2024-Q3, a $0.8 million decrease from 2023-Q3 gross profit before fair value adjustments of $7.9 million. Gross profit before fair value adjustments for 2024-YTD was $21.2 million, a $2.6 million decrease from 2023-YTD gross profit before fair value adjustments of $23.8 million.
- Gross profit, after fair value adjustments, was $10.3 million for 2024-Q3, an increase of $3.7 million from 2023-Q3 gross profit after fair value adjustments of $6.6 million. Gross profit after fair value adjustments for 2024-YTD was $24.5 million, compared to 2023-YTD gross profit after fair value adjustments of $20.8 million, marking an increase of $3.7 million.
- Operating expenses were $12.1 million for 2024-Q3, an increase of $4.0 million compared to 2023-Q3 operating expenses of $8.2 million. Operating expenses for 2024-YTD were $35.7 million, an increase of $9.5 million compared to 2023-YTD operating expenses of $26.2 million.
- Losses from operations before other expenses were $1.8 million for 2024-Q3, a $0.3 million increase from 2023-Q3 losses from operations before other expenses of $1.6 million. Losses from operations before other expenses for 2024-YTD were $11.2 million, a $5.8 million increase from 2023-YTD losses from operations before other expenses of $5.4 million.
- EBITDA was $0.4 million for 2024-Q3, a decrease of $0.8 million from 2023-Q3 EBITDA of $1.1 million. Adjusted EBITDA was $3.8 million for 2024-Q3, a decrease of $1.0 million compared to 2023-Q3 Adjusted EBITDA of $4.8 million. For 2024-YTD, EBITDA was $7.5 million, an increase of $7.1 million compared to 2023-YTD EBITDA of $0.4 million. Adjusted EBITDA for 2024-YTD was $9.6 million, an increase of $5.9 million compared to 2023-YTD Adjusted EBITDA of $3.7 million.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

RESULTS OF OPERATIONS

The Company's reportable segments, organized based on channels to end-user markets serviced by the Company, are as follows:

(1) ***Corporate segment*** includes the publicly traded parent company which operates as a cost center for related public reporting and administrative costs amongst other captive functions that benefit its subsidiaries.

(2) ***Distribution segment*** includes subsidiaries that are licensed to cultivate, manufacture, process and/or distribute Company branded and non-branded cannabis and non-cannabis products directly to licensed retailers in the legal U.S. states of Michigan and California, and throughout Canada and internationally. [i].

(3) ***Licensing segment*** includes subsidiaries that own intellectual property associated with the Company's PV and Platinum trademarks and brands, that are engaged in the sale of non-THC branded products which are incorporated in licensed Company cannabis product offerings. The Company also contracts with distributor partners in legal states to license the use of its premium brands in the above noted branded, non-THC inputs as well as market branded product offerings within their territory.

(4) ***Retail segment*** sells both Company and third party branded and non-branded cannabis products and accessories to the adult-use and medical use markets in the legal U.S. states of Florida and Michigan, and across Canada.

(5) All other non-reporting operations to a fifth segment; '***Other***'.

Segmented revenues to gross profit, for 2024-Q3 and 2023-Q3, are as follows:

2024-Q3	Corporate	Distribution	Licensing	Retail	Consolidated
	$	$	$	$	$
Revenue					
Sales revenue	-	17,995	162	3,557	21,714
Cost of goods sold before fair value adjustments	-	12,140	2	2,564	14,706
Gross profit before fair value adjustments	-	5,855	160	993	7,008
Unrealized gains (losses) in fair value of biological assets	-	**1,728**	-	**(1,914)**	(186)
Realized fair value gains (losses) included in inventory sold	-	396	-	3,070	3,466
Gross profit after fair market value adjustments	**-**	**7,979**	**160**	**2,149**	**10,288**
% of consolidated revenue	0%	83%	1%	16%	100%
% of consolidated cost of goods sold before fair value adjustments	0%	83%	0%	17%	100%
Gross profit before fair value adjustments (%)	0%	33%	0%	28%	32%
Gross profit (%)	0%	44%	0%	60%	47%
2023-Q3 restated	**Corporate**	**Distribution**	**Licensing**	**Retail**	**Consolidated**
Revenue					
Sales revenue	-	13,852	386	5,889	20,127
Cost of goods sold before fair value adjustments	-	9,418	138	2,718	12,274
Gross profit before fair value adjustments	-	4,434	248	3,171	7,853
Unrealized gains (losses) in fair value of biological assets	-	-	-	**267**	267
Realized fair value gains (losses) included in inventory sold	-	-	-	(1,548)	(1,548)
Gross profit after fair market value adjustments	**-**	**4,434**	**248**	**1,890**	**6,572**
% of consolidated revenue	0%	69%	2%	29%	100%
% of consolidated cost of goods sold before fair value adjustments	0%	77%	1%	22%	100%
Gross profit before fair value adjustments (%)	0%	32%	0%	54%	39%
Gross profit (%)	0%	32%	0%	32%	33%
Variance	**Corporate**	**Distribution**	**Licensing**	**Retail**	**Consolidated**
Change in revenue	-	4,143	(224)	(2,332)	1,587
Change in cost of goods sold before fair value adjustment	-	2,722	(136)	(154)	2,432
Change in gross profit before fair value adjustment	-	1,421	(88)	(2,178)	(845)
Change in gross profit after fair market value adjustments	-	3,545	(88)	259	3,716

[i] Refer to note 7 in Financial Statements

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Segmented revenues to gross profit, for 2024-YTD and 2023-YTD are as follows:

2024-YTD	Corporate	Distribution	Licensing	Retail	Consolidated
	$	$	$	$	$
Revenue					
Sales revenue	-	52,044	431	13,812	66,287
Cost of goods sold before fair value adjustments	-	32,585	161	12,369	45,115
Gross profit before fair value adjustments	-	19,459	270	1,443	21,172
Unrealized gains (losses) in fair value of biological assets	-	**1,808**	-	**(1,907)**	(99)
Realized fair value gains (losses) included in inventory sold	-	1,485	-	1,943	3,428
Gross profit after fair market value adjustments	-	**22,752**	**270**	**1,479**	**24,501**
% of consolidated revenue	0%	79%	1%	21%	100%
% of consolidated cost of goods sold before fair value adjustments	0%	72%	0%	27%	100%
Gross profit before fair value adjustments (%)	0%	37%	63%	10%	32%
Gross profit (%)	0%	44%	63%	11%	37%
2023-YTD restated	Corporate	Distribution	Licensing	Retail	Consolidated
Revenue					
Sales revenue	-	48,547	2,695	17,065	68,307
Cost of goods sold before fair value adjustments	-	32,727	873	10,896	44,496
Gross profit before fair value adjustments	-	15,820	1,822	6,169	23,811
Unrealized gains (losses) in fair value of biological assets	-	-	-	**(1,471)**	(1,471)
Realized fair value gains (losses) included in inventory sold	-	-	-	(1,538)	(1,538)
Gross profit after fair market value adjustments	-	**15,820**	**1,822**	**3,160**	**20,802**
% of consolidated revenue	0%	76%	9%	15%	100%
% of consolidated cost of goods sold before fair value adjustments	0%	74%	2%	24%	100%
Gross profit before fair value adjustments (%)	0%	33%	0%	36%	35%
Gross profit (%)	0%	33%	0%	19%	30%
Variance	Corporate	Distribution	Licensing	Retail	Consolidated
Change in revenue	-	3,497	(2,264)	(3,253)	(2,020)
Change in cost of goods sold before fair value adjustment	-	(142)	(712)	1,473	619
Change in gross profit before fair value adjustment	-	3,639	(1,552)	(4,726)	(2,639)
Change in gross profit after fair market value adjustments	-	6,932	(1,552)	(1,681)	3,699

Revenue

The Company's three main revenue streams are (1) Distribution, (2) Licensing and (3) Retail.

- **Distribution Revenue**: Revenue from sales to customers through the Company's distribution channel is recognized, net of promotional discounts, estimated returns, and sales or excise taxes, when control of the goods has transferred to the customer. Where the Company arranges the shipping of goods, revenue is recognized on the date the goods are shipped from the Company's warehouse or third-party distribution partners. Where the customer arranges for the pickup of finished goods, revenue is recognized at the time the goods are transferred to the customer's carrier. Costs of shipping orders to customers, as applicable, are included as an expense in the cost of goods sold.

- **Licensing Revenue**: Revenue from sales to distributors of non-THC, branded inputs and through licensing of its brand to third party distribution partners.

- **Retail Revenue**: Revenue from sales through the Company's various retail or dispensary channels is revenue that is generally recognized, net of promotional discounts, and sales taxes, on the date the goods are sold to the consumer.

Sales of products are in cash or credit, in the case of retail revenues, or for otherwise agreed-upon credit terms, in the case of distribution and licensing revenues. The Company's payment terms for distribution customers vary by location and customer and are tailored in accordance with the Company's strategic objectives in each of its respective markets. The Company offers promotional discounts on its products at point of sale (Retail). The Company does not offer a warranty on its products in any channel.

Revenue for 2024-Q3

- ***Consolidated revenue for 2024-Q3*** amounted to $21.7 million, a $1.6 million increase compared to $20.1 million for 2023-Q3. The overall increase in revenue is primarily attributed to significant growth in the Distribution segment, which offset declines in Licensing and Retail segments. Further analysis of revenues reported for 2024-Q3 is provided in the discussion of the respective operating segments results below (Distribution, Licensing and Retail).

- ***Distribution revenue for 2024-Q3*** was $18.0 million, compared to $13.9 million for 2023-Q3, marking an increase of $4.1 million. This growth is primarily driven by increased distribution revenue from the Purchased Entities acquired through the Aleafia Acquisition, contributing approximately $3.3 million, or 18%, of the quarter's total distribution revenue. Additionally, the rise in revenues is supported by increased distribution activities within the Company's Michigan operations, where it continues to supply licensed adult-use and medical cannabis retailers across the state.

- ***Licensing revenue for 2024-Q3*** amounted to $0.2 million, a decrease from $0.4 million in 2023-Q3. This decline primarily reflects the timing and flow of orders through our segment partners, which can fluctuate based on a variety of factors, including market demand, and the strategic alignment of product offerings. These variations in order timing and flow can lead to quarter-over-quarter revenue changes. The Company continues to work closely with its segment partners to optimize order cycles and align future revenue streams with market opportunities.

- ***Retail revenue for 2024-Q3*** was $3.6 million, a decrease of $2.3 million compared to $5.9 million for 2023-Q3. This decline was partially mitigated by a $1.7 million increase in retail revenue generated by the Purchased Entities following the Aleafia Acquisition[i]. This gain was offset by a reduction in retail sales within the Company's Michigan operations, where the Company continues to assess the viability of select retail operations in response to increased market saturation and pricing compression.

Revenue for 2024-YTD

- ***Consolidated revenue for 2024-YTD*** amounted to $66.3 million, a $2.0 million decrease compared to $68.3 million for 2023-YTD. Further analysis of revenues reported for 2024-YTD is provided in the discussion of the respective operating segments results below (Distribution, Licensing and Retail).

- ***Distribution revenue for 2024-YTD*** was $52.0 million, an increase of $3.5 million from $48.5 million for 2023-YTD. This growth is primarily driven by the additional $6.7 million in revenues generated by the Purchased Entities following the Aleafia Acquisition[i.]. The increase was offset by reduction in distribution sales in the state of Michigan.

- ***Licensing revenue for 2024-YTD*** amounted to $0.4 million, a $2.3 million decrease compared to $2.7 million in 2023-YTD. This decline primarily reflects the timing and flow of orders through our segment partners as previously discussed. The fluctuations in order timing and volume can significantly impact licensing revenue. The Company is actively collaborating with its segment partners to optimize order cycles, aiming to stabilize and enhance future revenue streams.

- ***Retail revenue for 2024-YTD*** was $13.8 million, a decrease of $3.3 million compared to $17.1 million for 2023-YTD. The Company realized a $4.8 million increase in Retail revenue earned by the Purchased Entities acquired as part of the Aleafia Acquisition[i]. The increase was offset by a decrease in Retail sales in the Company's retail operations in the state of Michigan. The decrease in Michigan retail sales reflects market conditions and competitive price compression within the state.

Despite competitive pricing pressures across all of its active markets, the Company continues to proactively adapt the mix of its premium branded product offerings based on the maturing customer tastes defined by licensed retailers and key consumers within its key markets which now include Canada and international jurisdictions such as the emerging German cannabis market. This product focus is the basis for building ultimate consumer awareness and loyalty to the Company's Platinum and other branded product lines.

[i] See Acquisitions

Cost of goods sold

Cost of goods sold for 2024-Q3

- ***Consolidated cost of goods sold before fair value adjustments for 2024-Q1*** $14.7 million, a $2.4 million increase compared to $12.3 million for 2023-Q3. This increase reflects the impact of ongoing adjustments in operational costs as the company continues to scale its operations.
- ***Distribution cost of goods sold before fair value adjustments for 2024-Q3*** was $12.1 million, an increase of $2.7 million compared to $9.4 million for 2023-Q3. The increase can be primarily attributed to the impact of our Canadian operations as they continued to normalize inventory levels post-acquisition.
- ***Licensing cost of goods sold before fair value adjustments for 2024-Q3*** amounted to $nil, compared to $0.1 million in gross profit for 2023-Q3.
- ***Retail cost of goods sold before fair value adjustments for 2024-Q3*** was $2.6 million, an increase of $0.7 million compared to $2.0 million for 2023-Q3. The increase is due to $1.3 million in Retail costs of goods sold before fair market value adjustments resulting from the Aleafia Acquisition[i] offset by nominal increases in the Company's Retail cost of goods sold before fair value adjustments in its Florida operations.

Cost of goods sold for 2024-YTD

- ***Consolidated cost of goods sold before fair value adjustments for 2024-YTD*** was $45.1 million, a $0.6 million increase compared to $44.5 million for 2023-YTD.
- ***Distribution cost of goods sold before fair value adjustments for 2024-YTD*** was $32.6 million, a decrease of $0.1 million compared to $32.7 million for 2023-YTD.
- ***Licensing cost of goods sold before fair value adjustments for 2024-YTD*** amounted to $0.2 million in 2024-YTD, a $0.5 million decrease compared to $0.7 million in 2023-YTD.
- ***Retail cost of goods sold before fair value adjustments for 2024-YTD*** was $12.4 million, an increase of $1.5 million compared to $10.9 million in 2023-YTD. The net increase is mainly due to $2.6 million in Retail costs of goods sold before fair market value adjustments resulting from the Aleafia Acquisition[i] offset by decreases in the Company's Retail cost of goods sold before fair value adjustments in its Florida operations.

Gross profit before fair market value adjustments

Gross profit before fair market value adjustments for 2024-Q3

- ***Consolidated gross profit before fair value adjustments for 2024-Q3*** totaled $7.0 million, a $0.9 million decrease when compared to a consolidated gross profit before fair value adjustments of $7.9 million for 2023-Q3. The consolidated decrease is due to changes in gross profit before fair market value adjustment in the Distribution, Licensing and Retail channels as described below.
- ***Distribution gross profit before fair value adjustments for 2024-Q3*** totaled $5.9 million, an increase of $1.4 million when compared to a gross profit before fair value adjustments of $4.4 million for 2023-Q3. The increase in Distribution gross profit margin before fair value adjustments is primarily due to the impact of new product introductions in Canada.
- ***Licensing gross profit before fair value adjustments for 2024-Q3*** amounted to $0.2 million, compared to $0.4 million in gross profit for 2023-Q3.

[i] See Acquisitions

(In thousands of Canadian Dollars, except number of shares and per share amounts)

- ***Retail gross profit before fair value adjustments for 2024-Q3*** was $2.1 million, a decrease of $1.0 million when compared to a gross profit before fair value adjustments of $3.2 million for 2023-Q3. The decrease was driven by the impact of of the continuing rationalization of the Compnay's retail operations in the state of Michigan.

Gross profit before fair market value adjustments for 2024-YTD

- ***Consolidated gross profit before fair value adjustments for 2024-YTD*** totaled $21.2 million, a $2.6 million decrease when compared to $23.8 million for 2023-YTD. The consolidated decrease is due to changes in gross profit before fair market value adjustment in the Distribution, Licensing and Retail channels as described below.
- ***Distribution gross profit before fair value adjustments for 2024-YTD*** totaled $19.5 million, an increase of $3.6 million when compared to $15.8 million for 2023-YTD. The increase in Distribution gross profit margin before fair value adjustments is due to primarily to the factors indicated above.
- ***Licensing gross profit before fair value adjustments for 2024-YTD*** amounted to $ $0.3 million, compared to $1.8 million in 2023-YTD.
- ***Retail gross profit before fair value adjustments for 2024-YTD*** was $1.5 million, a decrease of $4.7 million compared to $6.2 million for 2023-YTD. The decrease was driven by the impact of the continuing rationalization of the Compnay's retail operations in the state of Michigan.

OPERATING EXPENSES

The Company incurs ongoing expenses, cash and non-cash, to operate its Distribution, Licensing and Retail operations, along with various costs related to its public company standing.

Operating Expenses for 2024-Q3 and 2023-Q3 are as follows:

2024-Q3	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	**$**	**$**	**$**	**$**	**$**
General and administration	1,726	3,886	52	2,950	47	8,661
Marketing expenses	11	1,090	13	115	-	1,229
Share-based compensation	59	-	-	-	-	59
Depreciation and amortization	-	113	-	1,214	-	1,327
Bad debt expense	-	861	-	-	-	861
Total operating Expenses	**1,796**	**5,949**	**65**	**4,279**	**47**	**12,137**
2023-Q3 restated	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
General and administration	1,317	2,420	125	2,307	-	6,169
Marketing expenses	24	341	53	(131)	-	287
Share-based compensation	149	-	-	-	-	149
Depreciation and amortization	-	164	-	702	-	866
Bad debt expense	-	688	-	-	-	688
Total operating expenses	**1,490**	**3,613**	**178**	**2,878**	**-**	**8,159**
Variances	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	**$**	**$**	**$**	**$**	$
Change in General and administration	409	1,465	(73)	643	47	2,492
Change in marketing expenses	(13)	749	(40)	246	-	942
Change in share-based compensation	(90)	-	-	-	-	(90)
Change in depreciation and amortization	-	(51)	-	512	-	461
Change in in bad debt expense	-	173	-	-	-	173
Change in total operating expenses	**306**	**2,336**	**(113)**	**1,401**	**47**	**3,978**

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Operating Expenses for 2024-YTD and 2023-YTD are as follows:

2024-YTD	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
General and administration	5,187	7,263	265	12,965	47	25,728
Marketing expenses	21	2,148	232	1,283	-	3,684
Share-based compensation	165	-	-	-	-	165
Depreciation and amortization	-	357	-	2,714	-	3,071
Bad debt expense	-	2,941	139	-	-	3,079
Total operating Expenses	**5,373**	**12,709**	**636**	**16,962**	**47**	**35,727**
2023-YTD restated	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
General and administration	4,211	5,466	209	10,560	-	20,446
Marketing expenses	9	1,065	59	198	-	1,331
Share-based compensation	607	-	-	-	-	607
Depreciation and amortization	-	425	-	2,480	-	2,905
Bad debt expense	-	956	-	-	-	956
Total operating expenses	**4,827**	**7,912**	**268**	**13,238**	**-**	**26,245**
Variances	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Change in General and administration	976	1,797	56	2,405	47	5,282
Change in marketing expenses	12	1,083	173	1,085	-	2,353
Change in share-based compensation	(442)	-	-	-	-	(442)
Change in depreciation and amortization	-	(68)	-	234	-	166
Change in in bad debt expense	-	1,985	139	-	-	2,123
Change in total operating expenses	**546**	**4,797**	**368**	**3,724**	**47**	**9,435**

Consolidated operating expenses for 2024-Q3 and 2024-YTD totaled $12.1 million and $35.7 million, an increase of $4.0 million and $9.5 million respectively when compared to consolidated operating expenses of $8.2 million and $26.2 million for 2023-Q3 and 2023-YTD. The overall increase is due to changes in operating expenses as follows.

General and administrative expenses (“G&A”)

General and Administrative (“G&A”) expenses encompass a range of costs essential to the operation and management of the Company that are not directly tied to the production or indirect costs of production. These expenses include burdened headcount costs, which cover salaries and related employee expenses for personnel whose roles are not allocated to specific production activities. Additionally, G&A expenses cover facility-related costs, such as rent and utilities, and expenses associated with maintaining dedicated security personnel at our retail locations. The Company also incurs regional cannabis licensing fees necessary for maintaining compliance across various jurisdictions. Furthermore, professional and advisory fees, including legal, accounting, and consulting services, form a significant part of G&A expenses, alongside insurance premiums to mitigate operational risks. Finally, corporate costs associated with the overarching oversight and strategic management of the Company's operations are also included within G&A expenses.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

The following table summarizes G&A expenses incurred by the Company for 2024-Q3 and 2024-YTD, and 2023-Q3 and 2023-YTD:

	2024-Q3	2023-Q3 *restated*	Variance	2024-YTD	2023-YTD *restated*	Variance
	$	$	$	$	$	$
Salaries and wages	4,764	3,878	886	14,473	10,475	3,998
Facilities expense	253	323	(70)	1,677	2,108	(431)
Professional fees	1,632	896	736	4,749	3,505	1,244
Office and administrative fees	791	377	414	1,943	1,352	591
Travel expense	122	126	(4)	357	346	11
Licenses and permits	128	10	118	350	264	86
Insurance	534	511	23	1,383	1,219	164
Penalty and late fees	438	49	389	797	1,178	(381)
Total general and administrative expenses	**8,661**	**6,169**	**2,491**	**25,728**	**20,446**	**5,281**

General and Administrative for 2024-Q3

Total G&A expenses for 2024-Q3 were $8.7 million, an increase of $2.5 million compared to $6.2 million for 2023-Q3. The net increase is the result of changes in the various categories below.

- ***Salaries and wages for 2024-Q3*** amounted to $4.8 million, an increase of $0.9 million when compared to $3.9 million for 2023-Q3. The increase can be primarily attributed to additional salaries and wages incurred as a result of the Aleafia Acquisition[i].

- ***Facilities expenses for 2024-Q3*** totaled $0.3 million, a decrease of $0.1 million compared to $0.3 million for 2023-Q3. This reduction reflects ongoing efforts to rationalize facility-related costs through the Company's ongoing cost reduction initiatives.

- ***Professional fees for 2024-Q3*** totaled $1.6 million, reflecting a $0.7 million increase when compared to $0.9 million in 2023-Q3. The increase was primarily driven by a $0.3 million increase in audit fees associated with the SEC re-registration process in the United States [i], tax preparation fees by $0.2 million related to the Aleafia Acquisition[i.].

- ***Office and administrative fees for 2024-Q3*** totaled $0.8 million, representing a $0.4 million increase compared to $0.4 million for 2023-Q3. This increase is primarily attributed to a $0.3 million increase in costs related to the Aleafia Acquisition[i].

- ***Licenses and permits costs for 2024-Q3*** were $0.1 million within the quarter, an increase of $0.1 million compared to $nil reported for the 2023-Q3.

- ***Insurance for 2024-Q3*** was $0.5 million, consistent with $0.5 million reported for 2023-Q3.

- ***Penalty and late fees for 2024-Q3*** were $0.4 million, an increase of $0.4 million compared to $nil in 2023-Q3 related to Florida operations.

[i] See Acquisitions

General and Administrative for 2024-YTD

Total G&A expenses for 2024-YTD were $25.7 million, a $5.3 million increase compared to $20.4 million for 2023-YTD. The net increase is the result of changes in various categories as detailed below.

- ***Salaries and wages in 2024-YTD,*** totaled $14.5 million, reflecting a $4.0 million increase when compared to $10.5 million for 2023-YTD. This increase is primarily due to the increase in burdened headcount driven by the Aleafia Acquisition[i].
- ***Facilities expenses in 2024-YTD*** totaled $ $1.7 million, a decrease of $0.4 million when compared to $2.1 million for 2023-YTD. This reduction is primarily attributed to cost savings realized within the Company's retail operations in the state of Michigan.
- ***Professional fees for 2024-YTD*** totaled $4.7 million, an increase of $1.2 million compared to $3.5 million in 2023-YTD. As mentioned above, this rise is primarily related to $0.8 million in costs associated with the SEC re-registration process, $0.3 million increase in consulting fees and $0.3 million increase in legal fees tied to the Company's ongoing corporate initiatives offset by reductions in indemnity fees in the prior period.
- ***Office and administrative fees for 2024-YTD*** totaled $1.9 million, an increase of $0.6 million compared to $1.4 million for 2023-YTD. This increase is attributed to additional costs incurred as a result of the Aleafia Acquisition[i].
- ***Licenses and permits costs incurred in 2024-YTD*** were $ $0.4 million, an increase of $0.1 million compared to $0.3 million for 2023-YTD.
- ***Insurance in 2024-YTD*** was $1.4 million, representing a $0.2 million increase compared to $1.2 million for 2023-YTD. This increase is directly attributable to additional insurance requirements necessitated by the Aleafia Acquisition[i].
- ***Penalty and late fees for 2024-YTD*** were $0.8 million, a decrease of $0.4 million compared to $1.2 million in 2023-YTD.

Bad Debt Expense

Expected credit loss and bad debt expense *for* 2024-Q3 was $0.9 million, a $0.2 million increase compared to $0.7 million for 2023-Q3 due primarily to the realignment of expense policies across the Company and management of key customer accounts' working capital requirements as the Company continues to expand its presence in key markets.

Expected credit loss and bad debt expense *for* 2024-YTD was $3.1 million, a $2.1 million increase compared to $1.0 million for 2023-YTD. The increase is primarily due to aligns a $2.1 million growth in the Company's receivables over the same comparative periods, reflecting an expanded receivables base that necessitates higher provisions in accordance with updated accounting and risk assessment practices. This adjustment aligns with the Company's commitment to maintaining prudent financial reporting and risk management practices.

[i] See Acquisitions

(In thousands of Canadian Dollars, except number of shares and per share amounts)

OTHER EXPENSES (INCOME)

Other expenses (income) for 2024-Q3 and 2024-Q3 are as follows:

2024-Q3	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Interest earned on promissory notes	-	(280)	-	-	(60)	(340)
Other income	(29)	449	-	(308)	(2)	110
Finance expense	165	69	-	32	1	267
Interest on credit facilities	629	-	-	-	-	629
Interest on convertible notes	1,059	-	-	1,056	-	2,115
Accreted interest on convertible notes	311	-	-	-	-	311
Accreted interest on promissory notes	82	-	-	-	-	82
Interest on promissory notes	5,711	-	-	1,063	95	6,869
Acquisition costs	-	(15)	24	-	-	9
Business transaction costs	60	48	-	139	-	247
Accreted interest, leases	-	54	-	622	-	676
Loss on disposal of assets	-	-	-	(3,756)	-	(3,756)
Gain on valuation of financial instruments	(626)	-	-	-	-	(626)
Loss on debt extinguishment	-	-	-	-	-	-
(Gain) or loss on settlement of debt	-	-	-	640	-	640
Foreign exchange	2,299	20	(5)	10	-	2,323
Total other expenses (income)	**9,661**	**345**	**19**	**(502)**	**33**	**9,556**
2023-Q3 restated	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Interest earned on promissory notes	(1,619)	-	-	(22)	-	(1,641)
Other income	(5)	(5)	-	10	-	-
Finance expense	212	3	-	74	-	289
Interest on credit facilities	556	-	-	-	-	556
Interest on convertible notes	794	-	-	635	-	1,429
Accreted interest on convertible notes	422	-	-	722	-	1,144
Accreted interest on promissory notes	1,491	-	-	2,874	-	4,365
Interest on promissory notes	-	-	-	-	-	-
Acquisition costs	-	-	-	-	-	-
Business transaction costs	523	-	-	-	-	523
Accreted interest, leases	-	44	-	629	-	673
Loss on disposal of assets	-	-	-	1	-	1
Gain on valuation of financial instruments	(255)	-	-	(1)	-	(256)
Loss on debt extinguishment	-	-	-	-	-	-
Foreign exchange	(2,431)	-	1	-	-	(2,430)
Total other expenses (income)	**(312)**	**42**	**1**	**4,922**	**-**	**4,654**
Variances	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Change in Interest earned on promissory notes	1,619	(280)	-	22	(60)	1,301
Change in Other income	(24)	454	-	(318)	(2)	110
Change in Finance expense	(47)	66	-	(42)	1	(22)
Change in Interest on credit facilities	73	-	-	-	-	73
Change in Interest on convertible notes	265	-	-	421	-	686
Change in Accreted interest on convertible notes	(111)	-	-	(722)	-	(833)
Change in Accreted interest on promissory notes	(1,409)	-	-	(2,874)	-	(4,283)
Change in Interest on promissory notes	5,711	-	-	1,063	95	6,869
Change in Acquisition costs	-	(15)	24	-	-	9
Change in Business transaction costs	(463)	48	-	139	-	(276)
Change in Accreted interest, leases	-	10	-	(7)	-	3
Change in Loss on disposal of assets	-	-	-	(3,757)	-	(3,757)
Change in Gain on valuation of financial instruments	(371)	-	-	1	-	(370)
Change in Loss on debt extinguishment	-	-	-	-	-	-
Change in Impairment of goodwill	-	-	-	-	-	-
Change in Foreign exchange	4,730	20	(6)	10	-	4,753
Change in total other expenses (income)	**9,973**	**303**	**18**	**(6,064)**	**34**	**4,264**

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Other expenses (income) for 2024-YTD and 2023-YTD are as follows:

2024-YTD	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Interest earned on promissory notes	(209)	(280)	-	-	(89)	(578)
Other income	(1,323)	1,618	201	(515)	11	(8)
Finance expense	278	75	0	67	122	543
Interest on credit facilities	1,818	-	-	-	-	1,818
Interest on convertible notes	2,781	-	-	2,433	-	5,214
Accreted interest on convertible notes	1,135	-	-	1,506	-	2,641
Accreted interest on promissory notes	248	-	-	-	-	248
Interest on promissory notes	15,339	-	-	3,134	124	18,597
Acquisition costs	-	(0)	175	-	-	175
Business transaction costs	81	54	-	165	-	300
Accreted interest, leases	-	159	-	1,871	-	2,030
Loss on disposal of assets	-	(8)	-	(3,520)	-	(3,529)
Gain on valuation of financial instruments	(691)	-	-	-	-	(691)
Loss on debt extinguishment	100	-	-	-	-	100
(Gain) or loss on settlement of debt	-	-	-	(121)	-	(121)
Gain loss on investments	(7,645)	-	-	-	-	(7,645)
Foreign exchange	(4,884)	29	7	15	-	(4,834)
Total other expenses (income)	**7,028**	**1,647**	**383**	**5,034**	**168**	**14,260**
2023-YTD restated	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Interest earned on promissory notes	(1,741)	-	-	-	-	(1,741)
Other income	(206)	(5)	-	(74)	-	(285)
Finance expense	496	4	-	19	-	519
Interest on credit facilities	1,611	-	-	-	-	1,611
Interest on convertible notes	2,365	-	-	3,057	-	5,422
Accreted interest on convertible notes	1,226	-	-	2,052	-	3,278
Accreted interest on promissory notes	8,472	-	-	2,874	-	11,346
Interest on promissory notes	-	-	-	-	-	-
Acquisition costs	-	-	-	-	-	-
Business transaction costs	523	-	-	-	-	523
Accreted interest, leases	-	133	-	1,885	-	2,018
Loss on disposal of assets	-	-	-	1	-	1
Gain on valuation of financial instruments	(1,296)	-	-	(1,244)	-	(2,540)
Loss on debt extinguishment	-	-	-	-	-	-
(Gain) or loss on settlement of debt	-	-	-	-	-	-
Gain loss on investments	-	-	-	-	-	-
Foreign exchange	(3,427)	-	1	-	-	(3,426)
Total other expenses (income)	**8,023**	**132**	**1**	**8,570**	**-**	**16,727**
Variances	Corporate	Distribution	Licensing	Retail	Other	Consolidated
	$	$	$	$	$	$
Change in Interest earned on promissory notes	1,532	(280)	-	-	(89)	1,163
Change in Other income	(1,117)	1,623	201	(441)	11	277
Change in Finance expense	(218)	71	0	48	122	23
Change in Interest on credit facilities	207	-	-	-	-	207
Change in Interest on convertible notes	416	-	-	(624)	-	(208)
Change in Accreted interest on convertible notes	(91)	-	-	(546)	-	(637)
Change in Accreted interest on promissory notes	(8,224)	-	-	(2,874)	-	(11,098)
Change in Interest on promissory notes	15,339	-	-	3,134	124	18,597
Change in Acquisition costs	-	(0)	175	-	-	175
Change in Business transaction costs	(442)	54	-	165	-	(223)
Change in Accreted interest, leases	-	26	-	(14)	-	12
Change in Loss on disposal of assets	-	(8)	-	(3,521)	-	(3,529)
Change in Gain on valuation of financial instruments	605	-	-	1,244	-	1,849
Change in Loss on debt extinguishment	100	-	-	-	-	100
Change in (Gain) or loss on settlement of debt	-	-	-	(121)	-	(121)
Change in Gain loss on investments	(7,645)	-	-	-	-	(7,645)
Change in Foreign exchange	(1,457)	29	6	15	-	(1,407)
Change in total other expenses (income)	**(995)**	**1,515**	**382**	**(3,535)**	**168**	**(2,465)**

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Consolidated other expenses and revenues for 2024-Q3 were $9.6 million, a $4.3 million increase from $4.6 million in other expenses recorded for 2023-Q3. This increase was primarily driven by a $6.9 million rise in interest expense, which resulted from $42.0 million in additional funding secured through the USD and CAD RGR Grid Notes, as well as interest incurred on the issuance of the $5.75 million ELL Note (refer to the "Debt" section for details). Additionally, there was a $1.3 million reduction in interest revenue due to the extinguishment of the AH Note and AH DIP Note, which were used as consideration for the Aleafia Acquisition. Foreign exchange movements further contributed $4.8 million to the increase in other expenses. These increases were partially offset by a $3.8 million gain on the sale of non-core, tangible assets held by the Company's Michigan subsidiary, and a $4.3 million reduction in accreted interest related to the Company's various outstanding promissory notes as a result of the expiration of several of its convertible and promissory notes (refer to Debt section). The overall increase reflects the combined impact of strategic financial decisions, foreign exchange fluctuations, and the ongoing optimization of the Company's balance sheet to support its growth initiatives.

Consolidated other expenses and revenues for 2024-YTD were $14.2 million, a $2.5 million decrease from $16.7 million in other expenses for 2023-Q3. The most significant impact was a $18.6 million increase in interest on promissory notes due to additional funding secured to support growth and acquisition initiatives by way of funding through the USD and CAD RGR Grid Notes as mentioned above. This was partially offset by an $11.1 million decrease in accreted interest on promissory notes, reflecting the expiry of several of its convertible and promissory notes (refer to Debt section) in addition to a $3.5 million reduction in loss on disposal of assets, largely attributed to the sale of non-core, tangible assets held by the Company's Michigan subsidiary.

EBITDA AND ADJUSTED EBITDA

Below is a reconciliation net loss and Adjusted EBITDA for 2024-Q3 and 2024-YTD, and 2023-Q3 and 2023-YTD:

	2024-Q3	2023-Q3	Variance	2024-YTD	2023-YTD	Variance
Net Income (Loss) for the Period	**(2,886)**	**(6,540)**	**3,654**	**(19,626)**	**(25,405)**	**5,779**
Depreciation and amortization	1,327	866	461	3,071	2,905	166
Interest income	(340)	(1,641)	1,301	(578)	(1,741)	1,163
Accreted interest, leases	676	673	3	2,030	2,018	12
Current income tax expense/(recovery)	(8,130)	1	(8,131)	(4,361)	2,116	(6,477)
Deferred income tax expense/(recovery)	(535)	-	(535)	(2,109)	(1,696)	(413)
Finance expenses	267	289	(22)	543	519	24
Interest on credit facilities	629	556	73	1,818	1,611	207
Interest on convertible notes	2,115	1,429	686	5,214	5,422	(208)
Accreted interest on convertible notes	311	1,144	(833)	2,641	3,278	(637)
Accreted interest on promissory notes	82	-	82	248	-	248
Interest on promissory notes	6,869	4,365	2,504	18,597	11,346	7,251
EBITDA	**385**	**1,142**	**(757)**	**7,488**	**373**	**7,115**
Bad debt expense	861	688	173	3,079	956	2,123
Acquisition costs	9	-	9	175	-	175
Business transaction costs	247	523	(276)	300	523	(223)
(Gain) loss on evaluation of financial instruments	(626)	(256)	(370)	(691)	(2,540)	1,849
(Gain) Loss on disposal of assets	(3,756)	1	(3,757)	(3,529)	1	(3,530)
Termination costs	198	67	131	812	408	404
Foreign exchange	4,615	2,156	2,459	6,670	(336)	7,006
Loss on debt extinguishment	-	-	-	100	-	100
Gain on investment	-	-	-	(7,645)	-	(7,645)
Other expenses (income)	110	-	110	(8)	(285)	277
Share based compensation	59	149	(90)	165	607	(442)
(Gain) or loss on settlement of debt	640	-	640	(121)	-	(121)
Non-recurring expenses	959	49	910	2,182	1,178	1,004
(Gain) loss on discontinued operations	146	298	(152)	610	2,815	(2,205)
Adjusted EBITDA	**3,847**	**4,817**	**(970)**	**9,587**	**3,700**	**5,887**

This item is a non-IFRS measure. The reader is referred to Non-IFRS and Supplementary Financial or Operating Measures on page 3 of this MD&A for further details and reconciliation to the Company's IFRS measures.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

STATEMENT OF FINANCIAL POSITION

Assets

As at 2024-YTD, and 2023-YE, the Company held the following assets:

As at	2024-YTD	2023-YE *Restated*	Variance
	$	**$**	**$**
Assets			
Current assets			
Cash and cash equivalents	4,233	2,251	1,982
Accounts receivable	22,947	20,370	2,577
Notes receivable	6,923	24,705	(17,782)
Prepaid expenses	2,990	894	2,096
Deposits	10,709	7,329	3,380
Inventory	30,638	15,247	15,391
Biological assets	10,039	4,215	5,824
Other assets	1,578	869	709
Total current assets	**90,057**	**75,880**	**14,177**
Non-current assets			
Property, plant and equipment, net	54,713	33,329	21,384
Intangible assets, net	93,612	87,252	6,360
Right-of-use assets, net	15,518	17,564	(2,046)
Long-term notes receivable	3,000	-	3,000
Investments	2,391	-	2,391
Goodwill	11,880	11,880	-
Total non-current assets	**181,114**	**150,025**	**31,089**
Total assets	**271,171**	**225,905**	**45,266**

As at 2024-YTD, the Company had total assets of $271.1 million, an increase of $45.3 million compared to $225.9 million at 2023-YE.

- ***Cash and equivalents as at 2024-YTD*** was $4.2 million, an increase of $2.0 million when compared to $2.3 million as at 2023-YE. The increase was primarily driven by operational cash inflows and advances in relation to the USD and CAD RGR Grid Notes. These cash inflows were offset by operational outflows, including a $8.4 million increase in inventory (excluding $7 million inventory acquired as a result of the Aleafia Acquisition) as the Company built up stock to meet anticipated demand and an increase of $11.7 million in property, plant, and equipment (excluding property, plant and equipment acquired as a result of the Aleafia Acquisition) contributed to cash outflows related to strategic investments.
- ***Accounts receivable as at 2024-YTD*** were $22.9 million, an increase of $2.6 million compared to $20.4 million as at 2023-YE. The increase in receivables is largely a result of higher sales being produced for 2024-Q3 within the Company's Michigan and Canadian operations, coupled by extended terms provided to select strategic customers. The Company extends credit to select distributors to support targeted working capital and/or commercial initiatives designed to increase market share. The Company has offset its accounts receivable balance with a provision for expected credit losses totaling $7.6 million (2023-YE; $4.8 million) to account for expected credit losses in accordance with the prescribed IFRS 9 methodology utilized by the Company.

- ***Short-term and long-term notes receivable as at 2024-YTD*** was $9.9 million, compared to $24.7 million at 2023-YE. The $14.8 million decrease is the result of $32.2 million of the combined the AH Note Receivable and the AH DIP Note balance being used (see *Acquisitions*) as consideration for the newly issued common shares of select legal entities acquired as part of the Aleafia Acquisition. The decrease is offset by the issuance of a $3.0 million secured note receivable with One Plant Retail Corporation ("OPRC") and the issuance of the USD PD Note Receivable to note to a Michigan cultivation operation (see *Notes Receivable* section for more details).

- ***Prepaids expenses at 2024-YTD*** were $3.0 million, an increase of $2.1 million compared to $0.9 million at 2023-YE. The increase is attributed to a $1.8 million prepaid resulting from the Company's regulatory licensing requirements with the OMMU for operations in the state of Florida, $0.4 million of prepaid expenses acquired with the Aleafia Acquisition and $0.4 million in other prepaid expenses incurred during the period.

- ***Deposits at 2024-YTD*** were $10.7 million, an increase of $3.4 million compared to $7.3 million at 2023-YE. The increase is primarily the result of a $3.4 million increase provided to secure a crop commitment, and other advance payments to vendors to secure working capital, in the form of raw materials inventory, for the Company's Michigan operations. $1.1 million of the increase is attributed to vendor deposits for delivered products and services across the rest of the Company.

- ***Inventory as at 2024-YTD*** was $30.6 million, reflecting an increase of $15.4 million compared to $15.2 million at 2023-YE. This growth is primarily due to the $13.1 million in gross inventory acquired through the Aleafia Acquisition[i], netting inventory of $7.0 million in inventory after provisions for write-downs at time of acquisition. Additionally, there was a $9.6 million increase in work-in-process inventories and a $4.1 million increase in raw materials, reflecting the Company's higher production levels and inventory buildup to support anticipated demand, demonstrating the alignment of operational activities with growth strategies. These increases were partially offset by a $3.0 million reduction in finished goods driven by sales activity. The Company anticipates that its investment in inventory, particularly biomass included in work-in-process inventories and other cannabis derived raw material inputs, will positively impact future quarters by reducing risks associated with order fill rates in both its Distribution and Retail segments (at the point of sale) and by supporting the introduction of new products into selected retail markets. Furthermore, the Company has proactively mitigated risks related to potential volatility in manufacturing input costs through its existing procurement arrangement for biomass and other cannabis derived raw material inputs.

- ***Biological assets as at 2024-YTD*** was $10.0 million, an increase of $5.8 million when compared to $4.2 million as at 2023-YE. The increase is primarily related to the addition of biological assets associated with the Aleafia cultivation operations located in Port Perry, Ontario; one of the largest outdoor cultivation operations in Canada. Additional details on the assumptions utilized to account for biological assets for 2023-YE can be found in note 14 of the Company's most recently filed Annual Financial Statements published at SEDAR+.

- ***Investments as at 2024-YTD*** were $2.4 million, a 100% increase from 2023-YE deriving from an investment in One Plant Retail Corporation ("OPRC"), a legal entity in which the Company retains a 9.9% minority investment in post the Aleafia Acquisition[i].

- ***Property, plant and equipment as at 2024-YTD*** was $54.7 million, an increase of $21.4 million compared to $33.3 million at 2023-YE. This growth was primarily driven by $21.4 million in property, plant, and equipment acquired through the Aleafia Acquisition. Other contributing factors included an additional $5.1 million in capital investments in machinery and equipment, and $2.1 million in construction in progress for leaseholds associated with the Company's medical dispensary locations in Florida. These increases were partially offset by $4.3 million in depreciation and $3.6 million in asset disposals during the period.

[i] See Aleafia Acquisition

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Liabilities

A summary of the Company's liabilities as at 2024-YTD, and as at 2023-YE is as follows:

As at	2024-YTD	2023-YE	Variance
	$	$	$
Current liabilities			
Accounts payable and accrued liabilities	46,752	42,126	4,626
Short-term notes payable	207,594	146,900	60,694
Short-term credit facility	21,204	19,430	1,774
Short-term convertible notes	82,684	73,724	8,960
Short-term Derivative liabilities	-	673	(673)
Short-term lease obligations	674	655	19
Income taxes payable	17,352	21,008	(3,656)
Other current liabilities	1,547	3,645	(2,098)
Total current liabilities	**377,807**	**308,161**	**69,646**
Non-current liabilities			
Long-term lease obligations	21,175	21,423	(248)
Long-term notes payable	5,641	-	5,641
Deferred tax liability	25,334	26,708	(1,374)
Other non-current liabilities	142	-	142
Total non-current liabilities	**52,292**	**48,131**	**4,161**
Total liabilities	**430,099**	**356,292**	**73,807**

As at 2024-YTD, the Company had total liabilities of $430.1 million, an increase of $73.8 million as compared to $356.3 million as at 2023-YE. The net increase in total liabilities was primarily due to (1) a net increase in accounts payable, accrued liabilities, and income taxes payable, (2) an increase in notes payable due to the issuance of new notes, primarily the USD RGR Grid Note and the CAD RGR Grid Note, along with the issuance of the CAD$5.8M ELL Note(see below)[i], (3) an increase in convertible debenture and credit facility liabilities due to accrued interest, offset by decreases in deferred income tax liability and other current liabilities. Details of these changes are described below.

- ***Accounts payable and accrued liabilities as at 2024-YTD*** were $46.7 million, a $4.6 million increase when compared to $42.1 million as at 2023-YE. This increase is attributed to a $3.4 million addition of accounts payable and accrued liabilities associated with entities acquired as a result of the Aleafia Acquisition. The increase also reflects the Company's higher operational activity levels, including expanded production and procurement efforts to support anticipated growth.

- ***Short-term and long-term notes payable as at 2024-YTD*** totaled $213.2 million, a $66.3 million increase as compared to $146.9 million as at 2023-YE. This increase is primarily the result of $42.1 million in additional advances drawn by the Company through the CAD and USD RGR Grid Notes (collectively, the "RGR Grid Notes"). Of these advances, $8.2 million was allocated to closing costs associated with the Aleafia Acquisition, $3.0 million was borrowed to fund a note receivable to OPRC (the "CAD3,000,000 OPRC Note", and $24.5 million was advanced directly to Michigan and Florida operations to facilitate the PD Note Receivable and address working capital requirements. The remaining portion was used to support Canadian operations and corporate expenses. The increase also reflects the issuance of a $5.8 million promissory note (the "CAD $5.8M ELL Note"), $11.7 million in accrued interest charges on notes payable, and $4.1 million in foreign exchange losses related to the revaluation of outstanding notes payable balances as at 2024-YTD. These increases were partially offset by the $4.4 million in combined principal and interest payments made during the period. For references to all notes receivable, refer to the Notes Receivable for more details.

[i] Refer to Debt section of Liquidity and Capital Resources

(In thousands of Canadian Dollars, except number of shares and per share amounts)

- ***Short-term credit facility as at 2024-YTD*** was $21.2 million, a $1.8 million increase when compared to $19.4 million as at 2023-YE. This increase is the result of accrued interest on the credit facility during 2024-YTD [i]. During the period ended September 30, 2024, the relationship between the Company and PWC was terminated as a result of a loan purchase agreement (the "RGR-BFI Loan Purchase Agreement") between RGR and PWC. As a result of the RGR-BFI Purchase Agreement, the Company recovered $45 in amounts owing to PWC for the amendment fee resulting from the January 30, 2023, extension. There were no material changes to the Credit Facility as a result of the RGR-BFI Loan Purchase Agreement. Refer to the Credit Facility note for more details.

- ***Short-term convertible debentures as at 2024-YTD*** was $82.7 million, an increase of $9.0 million when compared to $73.7 million as at 2023-YE. This increase is the result of accrued interest on convertible debentures during 2024-YTD [i].

Shareholders' Equity

As at 2024-YTD, total shareholders' equity was in a deficit of $158.9 million, which includes the impact of non-cash impairments totaling $85,200 realized in 2023 and $214,764 realized in 2022. This represents an increase of $28.5 million compared to a deficit of $130.4 million as at 2023-YE. The decrease in shareholders' equity was due to an increase of $9.1 million in cumulative translation adjustments due to foreign currency translation into the Company's functional currency, a decrease in accumulated deficit of $15.9 million related net losses from continuing and discontinued operations, a decrease of $3.7 million non-controlling interest, offset by a $0.2 million increase in contributed surplus as a result of stock-based compensation.

SUMMARY OF QUARTERLY RESULTS

The net income and/or losses realized by the Company for the last eight quarters (as set out below) include impacts from the changes in fair value of biological assets (realized and unrealized), changes in the fair value of convertible debentures and their associated derivative liabilities, changes in share based compensation derived from the change in the fair value of stock-based incentives issued by the Company derived from the underlying trading shares market price and their associated volatility, and impairments to the fair value of tangible assets, indefinite life intangibles and goodwill recorded the course of the relevant periods set out in the exhibit. Background on these specific changes is set out in section "Results from Operations" in the Company's most recently filed Financial Statements on Sedar+.

The Company's operating results have varied over the past eight quarters due primarily to (1) the competitive nature of the legal cannabis markets in which it maintains operations, (2) the seasonal nature of cannabis markets in which the Company operates, (3) impairment charges related to the adjustment in fair value of investments made by the Company, (4) professional fees tied to public company compliance and executed and ongoing transactions, (5) marketing expenses attributed to brand awareness initiatives that the Company has executed across existing and target legal markets, and (6) debt service and finance expenses (net) attributed to various debt issues and restructurings executed by the Company.

A summary of the quarterly results for the past eight quarters is as follows:

Quarter	Revenue	Cost of Goods Sold	Gross profit before FMV adjustments	Gross profit after FMV adjustments	Net loss	Earnings per share
	$	$	$	$	$	$
30-Sep-24	21,714	14,706	7,008	10,288	(2,886)	(0.00)
30-Jun-24	22,022	15,727	6,295	10,345	(10,653)	(0.02)
31-Mar-24	22,551	14,682	7,869	3,869	(6,089)	(0.01)
31-Dec-23	19,864	12,476	7,388	8,684	(118,108)	(0.24)
30-Sep-23 restated	20,127	12,274	7,853	6,572	(11,191)	(0.02)
30-Jun- 23 restated	21,727	15,179	6,547	5,877	(9,468)	(0.02)
31-Mar-23 restated	26,453	18,100	8,353	1,057	(7,698)	(0.02)
31-Dec-22 restated	15,376	8,898	6,477	6,319	(207,498)	(0.53)

(In thousands of Canadian Dollars, except number of shares and per share amounts)

SUMMARY OF OUTSTANDING SHARE DATA

As at 2024-YTD, the authorized shares of the Company were as follows:

- Unlimited number of common shares without par value with special rights and restrictions.
- An unlimited number of preferred shares without par value with special rights and restrictions, which are non-voting except in specific circumstances related to dividend defaults.

As at 2024-YTD, the Company had the following securities outstanding.

Securities Outstanding as at 2024-YTD	Number of Securities	Weighted Average Exercise/ Conversion Price
Common Shares	470,221,901	N/A
Stock Options	13,691,429	0.37

As at the date of this MD&A, the Company had 470.2 million Common Shares issued and outstanding.

Common Shares

Changes in share capital for 2024-YTD, and 2023-YE, and the balances outstanding is as follows:

Common Shares	Common Shares	Share Capital
	#	**$**
Balance, December 31, 2022	**469,521,901**	342,069
Issuance of shares for settlement agreement	700,000	42
Balance, December 31, 2023	**470,221,901**	342,111
Balance, September 30, 2024	**470,221,901**	342,111

Share Capital transactions during 2024-YTD:

On June 14, 2024, all authorized Series 1 Convertible Preferred shares and Series II Convertible Preferred shares, each without par value in the Company outstanding as at June 14, 2024, of which none were allotted or issued, were eliminated, and the Company's authorized a new share structure of preferred shares. The preferred shares are unlimited, without par value and have following special rights and restrictions. Directors may determine dividend entitlements, redemption terms and conversion rights provided that no Preferred shares of any particular series are issued and outstanding. In the event of liquidation, Preferred Shareholders have priority in receiving their capital plus any accrued dividends before any distribution to Common Shareholders. The Preferred Shareholders do not have voting rights or the right to attend general meetings, except in specific circumstances related to dividend defaults.

On June 14, 2024, the Company's common share articles were amended to include the following special rights and restrictions: In the event of the Company's liquidation or dissolution, Common Shareholders are entitled to share in the remaining assets of the Company after the claims of the Preferred Shareholders and any other classes with priority have been satisfied.

Share Capital transactions during 2023-YE:

On November 7, 2023, in connection with a settlement agreement and mutual release, the Company issued 0.7 million common shares, at a deemed price of $0.06 per share, as final consideration for an asset purchase completed by Pharmaco Inc., a wholly owned subsidiary of the Company[i].

[i] Refer to Debt section of Liquidity and Capital Resources

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Stock Options

The number of stock options and weighted average exercise prices as at 2024-YTD, and 2023-YE are as follows:

	Options	Weighted average exercise price
	#	$
Balance Outstanding, December 31, 2022	**17,783,456**	**0.95**
Issued	[i]1,250,000	0.10
Expired	(2,009,192)	2.07
Forfeited	(63,333)	0.68
Balance Outstanding, December 31, 2023	**16,960,931**	**0.80**
Expired	(3,197,002)	2.70
Forfeited	(102,500)	0.21
Balance Outstanding, September 30, 2024	13,661,429	0.37
Exercisable		
Exercisable as at September 30, 2024	11,855,180	0.40
Exercisable as at December 31, 2023	11,967,182	1.07

Stock Options are measured at fair value at the date of grant and are expensed to share based compensation over the option's vesting period. For the 2024-Q3, the Company had nominal share-based compensation expenses relating to stock options (2023-Q3; $0.1 million). For 2024-YTD, the Company had $0.1 million in share-based compensation expense (2023-YTD; $0.5 million).

The following reflects remaining contractual life for outstanding and exercisable options as at 2024-YTD:

Outstanding				Exercisable	
Expiry date	Exercise price	Options	Remaining contractual life	Options	Remaining contractual life
	$	#	(years)	#	(years)
11-Jan-25	1.00	371,429	0.28	371,429	0.28
1-Apr-25	1.00	125,000	0.50	125,000	0.50
6-Jul-25	1.10	75,000	0.76	75,000	0.76
10-Sep-25	0.66	15,000	0.95	15,000	0.95
1-Oct-25	0.65	3,400,000	1.00	3,400,000	1.00
12-Oct-25	0.65	50,000	1.03	50,000	1.03
18-Nov-25	0.67	150,000	1.13	150,000	1.13
3-Dec-25	0.75	800,000	1.18	800,000	1.18
12-Nov-26	0.63	400,000	2.12	400,000	2.12
26-Nov-26	0.63	75,000	2.16	75,000	2.16
7-Oct-27	0.14	6,500,000	3.02	5,687,500	3.02
7-Oct-27	0.20	200,000	3.02	175,000	3.02
7-Oct-27	0.50	250,000	3.02	218,750	3.02
15-Mar-33	0.10	1,250,000[i]	8.46	312,501	8.46
Total		**13,661,429**	**2.74**	**11,855,180**	**2.26**

[i]Includes amounts issued to an officer of the Company

(In thousands of Canadian Dollars, except number of shares and per share amounts)

RELATED PARTY TRANSACTIONS

Key Management

Key management personnel include those people who have authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of certain executive members of the Company's Board of Directors and corporate officers. Remuneration attributed to key management personnel for 2024-Q3 and 2024-YTD, and 2023-Q3 and 2023-YTD, is as follows:

	2024-Q3	2023-Q3 *Restated*	2024-YTD	2023-YTD *Restated*
	$	**$**	**$**	**$**
Management salaries, bonuses, and other benefits	304	289	913	798
Consulting fees by a company controlled by a director of the company	51	50	153	187
Share-based payments – officers	10	18	30	39
Share-based payments – directors	22	55	65	164
Total	**387**	**412**	**1,161**	**1,188**

Amounts due to/from Related parties

- Included in accounts payable and accrued liabilities is $2.1 million in management salaries, bonuses, and other benefits to be paid out in future periods (December 31, 2023; $1.9 million)
- Included in accounts payable and accrued liabilities is $0.6 million (December 31, 2023; $1.2 million) payable to officers and directors of the Company. Amounts due to related parties have no stated terms of interest and/or repayment and are unsecured.
- The CAD$17,000,000 Convertible CPIL Note[i] is due to an entity related to the President of the Company. The term of the CAD$17,000,000 Convertible CPIL Note is 2 years at an interest rate of 8% per annum. The Company valued the CAD$17,000,000 CPIL Convertible Note using the residual method which resulted in a $14.9 million allocation to long-term convertible debt liability and $2.1 million to convertible debt reserve which is included in contributed surplus on the statement of financial position. The liability portion of the CAD$17,000,000 CPIL Convertible Note will be amortized over the two-year loan term at an effective interest rate of 16.43%.
- The USD$1,093,750 Convertible VMOS Note[i] is due to an entity related to a Director of the Company. The term of the USD$1,093,750 Convertible VMOS Note is three years at an interest rate of 8% per annum. The Company valued the USD$1,093,750 Convertible VMOS Note using the Binomial lattice method based on the Cox-Ross-Rubinstein market model which resulted in a $1 million allocation to long-term convertible debt liability and $0.1 million derivative liability on initial valuation. The liability portion of the USD$1,093,750 Convertible VMOS Note will amortize over the three-year term at an effective interest rate of 10.14%.
- The Company identified other close family members of key management personnel that currently represent lenders to the Company during its review of related party disclosures in accordance with IFRS and the Securities and Exchange Commission. The list of family members in is non exhaustive and does not preclude other family members from being considered as close family members. The list of family members is non-exhaustive and does not preclude other family members from being considered as close family members. The reader is referred to the following continuity schedules of notes payable and convertible debentures payable to the individuals or entities identified.

[i] Refer to Debt section of Liquidity and Capital Resources

Related Party Transactions

Related party transactions during 2024-YTD

- Officers and Directors of the Company hold an aggregate of 37.2 million common shares and 6.5 million stock options. As at 2024-YTD, 4.6 million of these stock options were fully vested.
- The Company expensed a nominal value in stock-based compensation related to stock options held by directors and officers.
- The CAD$5.8M ELL Note (see debt section) is supported by a guarantee provided by DICL, a related party lender. The fee was calculated based on a percentage of the principal of the CAD$5.8M ELL Note as is standard practice within capital markets.
- The reader is referred to the following continuity schedules of notes payable and convertible debentures payable to the individuals or entities identified.

Related party transactions during the 2023-YTD

- On June 6, 2023, the Company appointed a new member to its Board of Directors following the resignation of a member of the board.
- During the 2023-YTD, 1.0 million stock options stock options held by Directors of the Company expired.
- Officers and Directors of the Company hold an aggregate of 37.2 million common shares and 6.5 million stock options. As at 2023-YE, 3.6 million of these stock options were fully vested.
- During 2023-YTD, the Company expensed $0.3 million in stock-based compensation related to stock options held by directors and officers.
- The reader is referred to the following continuity schedules of notes payable and convertible debentures payable to the individuals or entities identified.

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(In thousands of Canadian Dollars, except number of shares and per share amounts)

Related Party Notes Payable Continuity Schedule

A short-term notes payable continuity schedule for related party notes for 2024-Q3 is as follows:

	Balance, 2023-YE restated	Additions	Interest accretion	Interest	Principal payments	Interest payments	Debt modification	Transaction costs	Extinguishment	Gain/(Loss) on extinguishment	FX (gain)/loss	Balance 2024-YTD
	$	$	$	$	$	$	$	$	$	$	$	$
USD$25,885,000 RGR Note	41,454	-	124	5,060	-	-	-	-	-	-	816	47,454
USD$6,349,000 SDIL Note	9,366	-	73	1,091	-	(1,305)	-	-	-	-	205	9,432
USD RGR Grid Note	30,293	-	-	97	-	-	-	50	(30,390)	(50)	-	-
[i]USD RGR Grid Note	-	24,535	-	4,035	-	-	30,390	-	-	-	360	59,320
USD$18,300,000 RGR Note	25,138	-	-	3,133	(27)	-	-	-	-	-	496	28,740
CAD$2,710,000 BJMDSD Note	3,029	-	12	357	-	(138)	-	-	-	-	-	3,260
CAD RGR Grid Note	31,098	-	-	44	-	-	-	50	(31,142)	(50)	-	-
[i] CAD RGR Grid Note	-	19,062	-	4,086	(3,000)	(15)	31,142	-	-	-	-	51,276
Balance, end of period	**140,378**	**43,597**	**209**	**17,904**	**(3,027)**	**(1,458)**	**61,532**	**100**	**(61,532)**	**(100)**	**1,877**	**199,481**

A short-term notes payable continuity schedule for related party notes for 2023-YE is as follows:

	Balance, 2022-YE restated	Additions	Interest accretion	Interest	Principal payments	Interest payments	Debt modification	(Gain)/Loss on debt modification	Transaction costs	Extinguishment	FX - (gain)/Loss	Balance 2023-YE restated
	$	$	$	$	$	$	$	%	$	$	$	$
USD$25,885,000 RGR Note	36,678	-	155	5,870	-	-	-	(265)	(6)	-	(977)	41,455
USD$6,349,000 SDIL Note	8,664	-	87	1,356	-	(360)	-	(150)	(7)	-	(225)	9,365
USD RGR Grid Note	10,765	18,757	-	2,639	(1,293)	-	-	-	-	-	(574)	30,294
USD$18,300,000 RGR Note	-	-	-	949	-	-	24,140	-	-	-	49	25,138
[ii]CAD$2,210,000 BJMD Note	2,227	-	-	31	-	(25)	-	-	-	(2,231)	-	2
[iii]CAD$2,710,000 BJMDSD Note	-	500	13	395	-	(86)	2,231	(21)	(5)	-	-	3,027
CAD RGR Grid Note	-	32,705	-	1,538	(3,146)	-	-	-	-	-	-	31,097
	58,334	**51,962**	**255**	**12,778**	**(4,439)**	**(471)**	**26,371**	**(436)**	**(18)**	**(2,231)**	**(1,727)**	**140,378**

[i] Result of the December 1, 2023 Amendments (Refer to Debt section of Liquidity and Capital Resources)
[ii] Amended February 1, 2023 into the CAD 2,710,000 BJMDSD Note (Refer to Debt section of Liquidity and Capital Resources)
[iii] Result of the the CAD 2,710,000 BJMDSD Note (Refer to Debt section of Liquidity and Capital Resources)

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Related Party Convertible Debenture Continuity Schedule

A continuity schedule for related party convertible debentures for 2024-YTD, and 2023-YE:

	USD$1,093,750 Convertible VMOS Note	USD$5,400,000 Convertible DICL Note	USD$5,400,000 Convertible SDIL Note	CAD$17,000,000 Convertible CPIL Note	Total
	$	$	$	$	$
Carrying Value, January 1, 2023	**1,608**	**7,756**	**7,756**	**15,617**	**32,737**
Interest accrued	118	644	644	1,360	2,766
Interest Accretion	52	176	176	1,053	1,457
Effects of foreign exchange	(39)	(198)	(198)	-	(435)
Carrying Value, December 31, 2023	**1,739**	**8,378**	**8,378**	**18,030**	**36,525**
Interest accrued	136	531	531	1,100	2,298
Interest Accretion	20	153	153	737	1,063
Effects of foreign exchange	35	167	167	-	369
Carrying Value, September 30, 2024	**1,930**	**9,229**	**9,229**	**19,867**	**40,255**

A continuity schedule for derivative liabilities associated with related party convertible debentures for 2024-YTD, and 2023-YE is as follows:

	USD$5,400,000 Convertible DICL Note	USD$5,400,000 Convertible SDIL Note	Total
	$	$	$
Balance, January 1, 2023	**(981)**	**(981)**	**(1,962)**
Gain/loss on FMV adjustments of derivative liability	647	647	1,294
Effects of Foreign exchange	(3)	(2)	(5)
Balance, December 31, 2023	**(337)**	**(337)**	**(674)**
Gain on FMV adjustments of derivative liability	313,070	313,070	626,141
Effects of Foreign exchange	23,584	23,584	47,167
Balance, September 30, 2024	**(981)**	**(981)**	**(1,962)**

See note 20 of the 2023 Audited Financial Statements for corresponding terms and conditions of each of the debt related notes, and valuation methods used for embedded derivatives, along with inputs used in the annual valuations.

Commitments and Contingencies

Claims and Litigation

On August 19, 2022, Greenlane Holdings, LLC filed a lawsuit against Red White & Bloom Brands, Inc.; RWB Platinum Vape, Inc.; Platinum Vape, LLC; and Vista Prime Management, LLC (collectively, the “RWB Entities”) in the Superior Court of California, County of Orange (the “Greenlane Lawsuit”). The RWB entities answered the complaint, generally denying Greenlane’s allegations and claims, on October 7, 2022. On November 16, 2022, the RWB Entities filed a motion to dismiss the Lawsuit on the grounds of inconvenient forum. Shortly thereafter, the parties agreed to voluntarily submit their dispute to binding arbitration before the American Arbitration Association in Florida (the “Arbitration”). The Greenlane Lawsuit is stayed pending the outcome of the Arbitration. An Arbitration hearing had been set for July 19-20, 2023; however, the hearing was continued to a later date pending resolution of a motion by Greenlane to join additional parties in the Arbitration. On November 11, 2023, the Greenlane Lawsuit was formally dismissed by the Superior Court of California, County of Orange, on the request of Greenlane Holdings, LLC, without recourse to the RWB Entities, in consideration for a monetary settlement paid by the Company to Greenlane Holdings, LLC in the amount of US$0.6 million. The Company had not previously accrued for the settlement and has recognized the associated expense in the current year’s net loss.

In the normal course of business, the Company is involved in various legal proceedings, the outcomes of which cannot be determined at this time, and, accordingly, no provision has been recorded in the condensed interim consolidated financial statements. Management believes that the resolutions of these proceedings will not have a material unfavorable effect on the Company's condensed interim consolidated financial statements.

Contingencies

The Company may be contingently liable with respect to claims incidental to the ordinary course of its operations. In the opinion of management, as of the date of the financial statements, and based on management's consultation with legal counsel, the ultimate outcome of any such matters will not have a material adverse effect on the Company. Accordingly, no provision has been made in these condensed interim consolidated financial statements for losses, if any, which might result from the ultimate disposition of these matters should they arise. The Company continues to proactively monitor risks in this regard to ensure it has accounted for any and all material liabilities that may arise.

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, sanctions, restrictions on its operations, or losses of licenses and permits that could result in the Company ceasing operations in that specific state or local jurisdiction. While management believes that the Company is in compliance with presiding municipal and state regulations, cannabis and other 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.

LIQUIDITY AND CAPITAL RESOURCES

Going Concern

The Financial Statements have been prepared on the assumption that the Company will continue as a going concern, meaning that it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of business as they come due. The ability of the Company to continue operations as a going concern is ultimately dependent on increasing revenues, decreasing costs, improving cash flows, having adequate sources of funding from debt facilities (both incumbent and prospective), and other potential capital market resources such as equity financing.

Management continually monitors and evaluates the Company's liquidity by reviewing near term capital requirements, including those created by maturing debt, and ensuring planning and budgeting controls and processes are in place which confirm sufficient resources are available to finance the Company's ongoing operations including burdened payroll, facility costs including lease payments (as applicable), net working capital investment, capital expenditures, and debt service requirements.

The Company's primary sources of liquidity are cash from sales of goods and services to its Retail (direct to consumer) and Distribution (direct to retailer) customers, Licensing revenue (direct to licensee), debt financing and equity financing.

As at 2024-YTD, the Company had no off-balance sheet arrangements (2023-YE; $nil).

The objective when managing the Company's liquidity and capital structure is to maintain sufficient cash to fund working capital needs. As at 2024-YTD, cash and cash equivalents were $4.2 million (2023-YE; $2.3 million) and the Company had a working capital deficit (current assets less current liabilities) of $287.8 million (2023-YE; $232.3 million The deficit is primarily attributable to the maturation of substantially all the Company's long-term debts or their becoming due within the next 12 months as of September 30, 2024. To address this, the Company is actively exploring various financing options, including restructuring existing debt to extend maturities and modify other terms to benefit both the lenders and the Company. Additionally, the Company is considering raising capital through debt and equity markets and pursuing opportunities to monetize assets, both tangible and intangible, as they arise.

During the period ended September 30, 2024, the Company remained actively engaged in negotiations to renew outstanding debt that has otherwise matured as of the date of this report.

The Company continues to actively implement measures to improve cash flow by prioritizing high return operating initiatives and aggressively targeting reductions in operating and administrative costs through streamlined operations and support functions. Management has assessed the going concern assumption by considering all relevant information available for the 12-month period following 2024-YTD and anticipates continued reliance on debt financing in the short term to meet ongoing obligations.

The Company acknowledges that the current capital resources are not sufficient to service its ongoing cash requirements for the next twelve months and, as a result, has secured capital resources to ensure that it can continue to realize its strategic objectives in its respective Distribution, Licensing, and Retail operations, fund corporate overheads, service debt and capitalize on select growth opportunities; both organic and acquisitive.

The Company remains vigilant in monitoring the current economic and financial market conditions and evaluating their impact on the Company's liquidity and future prospects.

These adjustments do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company were unable to sustain itself as a going concern in the normal course of operations. Adjustments of this nature could be material.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Cash flow Highlights

The following is the cash flow from operating, investing, and financing activities by the Company for the periods ended 2024-YTD, and 2023-YTD is as follows:

	2024-YTD	2023-YTD *Restated*	Variance
	$	$	$
Cash provided by operating activities before changes in non-cash working capital	(21,501)	(2,137)	(19,363)
Net change in non-cash working capital items	8,592	(4,464)	13,056
Net cash provided by (used in) operating activities	(12,909)	(6,602)	(6,307)
Net cash used in investing activities	(8,764)	(1,826)	(6,938)
Net cash provided by financing activities	29,040	14,166	14,875

Net cash used by operating activities for 2024-YTD, including the change in non-cash working capital, was $12.0 million, an increase of $6.3 million compared to $2.9 million of net cash used in operating activities for 2023-YTD. Net cash used by operating activities is impacted by the net change in non-cash working capital items and items not involving cash as described below.

Items Not Involving Cash: Non-cash items totaled $8.6 million for 2024-YTD compared to $(4.5) million for 2023-YTD, resulting in a favorable variance of $13.1 million. Key contributors include:

- **Accrued Interest on Notes**: Increased to $18.6 million (2024-YTD) from $11.6 million (2023 YTD), reflecting higher financing costs. This is primarily the result of interest resulting from $42.0 million in additional funding secured through the USD and CAD RGR Grid Notes, as well as interest incurred on the issuance of the $5.75 million ELL Note (refer to the "Debt" section for details).
- **Gain on Investment**: A $7.6 million gain was realized in 2024-YTD, compared to no such gain in 2023-YTD primarily due to the result of a bargain purchase gain realized on the Aleafia Acquisition[i].
- **Depreciation and Gain on Disposal of Capital Assets**: Depreciation of property, plant, and equipment increased from $1.4 million in 2024-YTD from $1.2 million in 2023-YTD. The $0.2 million increase is due to the additional property, plant and equipment acquired as a result of the Aleafia Acquisition. Disposals yielded a gain on disposal of non-core capital assets of $3.6 million, enhancing non-cash adjustments.

Changes in Non-Cash Working Capital Items: Working capital changes were a net inflow of $8.6 million in 2024-YTD compared to an outflow of $(4.5) million in 2023-YTD. Key drivers include:

- **Inventory:** Increased inventory consumption, with a net impact in cash used of $4.6 million for 2024-YTD, an increase of $4.1 million when compared to $0.5 million in 2023-YTD. The increases reflect the Company's higher production levels and inventory build supporting anticipated demand, demonstrating the alignment of operational activities with growth strategies. The Company anticipates that its investment in inventory, particularly biomass included in work-in-process inventories and other cannabis derived raw material inputs, will positively impact future quarters by reducing risks associated with order fill rates in both its Distribution and Retail segments (at the point of sale) and by supporting the introduction of new products into selected retail markets.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

- **Accounts Receivable:** Improved cash collections of $12.4 million when comparing 2024-YTD to the $12.4 million in cash outflow for 2023-YTD, indicating stabilization in collection efforts compared to the prior period.
- **Deposits:** Deposits in 2024-YTD led to a cash outflow of $3.2 million, compared to $2.6 million in 2023-YTD. The $0.6 million increase in cash outflows year-over-year is the result advance payments to vendors to secure working capital, in the form of raw materials inventory, mainly for the Company's Michigan operations and also relate to expanded operations requiring higher security or inventory related deposits.
- **Prepaid Expenses**: $0.4 million was used for prepaid expense for 2024-YTD, a $0.5 million increase in cash used when compared to $0.1 million in cash provided by prepaid expenses for 2023-YTD. This increase in cash used for can be attributed to additional advance spend from the acquired Aleafia entities.
- **Accounts Payable and Accrued Liabilities:** A reduction in accounts payable and accrued liabilities resulted in an outflow of $1.5 million in 2024-YTD, compared to an inflow of $6.0 million in 2023-YTD. The $7.4 million change over the two periods is the result of shorter payment terms with vendors as a result of the Aleafia Acquisition reflecting an on-going effort to strengthen legacy vendor relationships.

Net cash used in investing activities for 2024-YTD was $8.8 million, a $6.9 million decrease when compared to $1.8 million in cash used in investing activities for 2023-YTD. The decrease is the result of issuance of USD PD note receivable for $6.7 million, an increase of $1.1 million in additions of property, plant and equipment offset by $1.0 million investment in Aleafia acquisition in 2024-YTD.

Net cash provided by financing activities for 2024-YTD was $29.0 million, reflecting a variance of $14.9 million when compared to $14.2 million in 2023-YTD. This increase is mainly due to the issuance of a $5.8 million promissory note (the CAD$5.8M ELL Note) and $33.3 million in advances on the CAD and USD RGR Grid Notes in 2024-Q3. In contrast, 2023-Q3 included $14.9 million in short-term note issuances and $6.0 million in amendments to short-term notes payable. Principal payments on short-term notes rose from $1.3 million in 2023-Q3 to $5.6 million in 2024-Q3, an increase of $4.3 million, while interest payments on short-term notes decreased by $1.0 million, from $2.7 million to $1.7 million.

Notes Receivable

As at 2024-YTD and 2023-YE, the Company had the following outstanding notes receivable:

	Date of Issue	Maturity date	Interest	As at 2024-YTD	As at 2023-YE *Restated*
			%	**$**	**$**
AH Note Receivable	2023-06-06	2023-12-24	Prime + 9%	-	16,777
AH DIP Note	2023-07-24	2023-11-23	12.50%	-	7,927
USD PD Credit Facility	2024-05-17	2027-05-31	8.00%	3,020	-
CAD$3M OPRC Note	2024-05-15	2027-05-15	20.00%	6,903	-
Total notes receivable				**9,923**	**24,705**
Short-term				6,923	24,705
Long-term				3,000	-

(In thousands of Canadian Dollars, except number of shares and per share amounts)

The Company's notes receivable for 2024-YTD, and 2023-YE, is as follows:

	$
Balance, January 1, 2023	-
Issuance of AH Note Receivable	14,000
Advances on AH DIP Note	10,811
Coupon Interest	2,068
Amortization of discount	971
Principal Payments	(3,145)
Balance, December 31, 2023	**24,705**
Short-term	24,705
Long-term	-
Balance, January 1, 2024	**24,705**
Additions	17,063
Coupon Interest	518
Amortization of discount	59
Principal payments	(37)
Interest payments	(69)
Aleafia Acquisition (note 7)	(30,565)
Acquisition of Aleafia trademarks and tradenames	(1,679)
Foreign exchange	(72)
Balance, September 30, 2024	**9,923**
Short-term	6,923
Long-term	3,000

During 2024-YTD, the Company accrued interest amounting to $0.2 million (2023-YE; $2.1 million) to other income relating to interest income earned on its note receivables.

AH Note Receivable

On June 6, 2023, the Company and Aleafia entered into a binding letter agreement ("the Aleafia Letter Agreement") whereby the Company agreed to acquire Aleafia and its subsidiaries in a business combination transaction. Concurrent with the execution of the Letter Agreement, the Company was assigned and acquired an arm's length senior secured debt owed by Aleafia to an arm's length lender (the "AH Note Receivable"). The Company acquired the AH Note Receivable at a discounted purchase price of $12.5 million. An advance of $1.5 million was made to Aleafia under the AH Note Receivable subsequent to the assignment and acquisition transaction. The Company and Aleafia mutually agreed to terminate the Letter Agreement on July 14, 2023.

Royal Group Resources Ltd. ("RGR"), an existing creditor of both the Company and Aleafia, provided the Company with a $14 million advance under the Company's existing CAD RGR Grid Note to facilitate the purchase of the AH Note Receivable and the funding of the $1.5 million advance under the AH Note Receivable.

The AH Note Receivable attracted a coupon interest of prime plus 9% per annum and matured on December 24, 2023, and was extended to January 12, 2024. The discount on the purchase price, amounting to $1 million was recognized by the Company over its expected life using the effective interest method and included other income on the condensed interim consolidated statement of profit and loss and other comprehensive profit and loss.

On July 24, 2023, the Company delivered a formal notice of default to Aleafia for failing to maintain the terms prescribed under the AH Note Receivable triggering an additional 5% per annum on the outstanding loan balance per the terms of agreement.

During the period ended September 30, 2024, the Company accrued interest amounting to $0.1 million (December 31, 2023; $1.8 million) and amortized a nominal amount for the discount received on the purchase price (December 31, 2023; $0.1 million) to other income relating to interest income earned on the AH Note Receivable.

On January 12, 2024, as a component of the consideration paid for the Aleafia Acquisition[i], the Company released all remaining amounts outstanding and obligations payable under the AH DIP Note amounting to $16.9 million, rendering the AH DIP Note settled and paid in full.

AH DIP Note

On July 25, 2023, Aleafia announced that it had received an order (the "Initial Order") from the Ontario Superior Court of Justice (Commercial List) (the "Court") under the Companies' Creditors Arrangement Act to facilitate the restructuring of its business and financial affairs ("the Aleafia CCAA Proceedings"). The Initial Order approved debtor-in-possession ("DIP") financing to be provided by the Company to fund the Aleafia CCAA Proceedings and other short-term working capital requirements of up to $6.6 million (the "AH DIP Note"). Interest on the principal outstanding amount from the date each DIP Advance is made is 12.5% per annum, compounded and calculated weekly and added to the principal amount of on the first day of each month. On execution, a commitment fee of $0.2 million was payable by Aleafia representing 3% of the maximum $6.6 million available to be advanced under the terms of the AH DIP Note (the "AH Commitment Fee"). The AH Commitment Fee has been included in Other Income on the condensed interim statement of financial position in the 2023 Audited Financial Statements. The continued availability of the AH DIP Note is conditional upon, among other things, certain conditions under the Aleafia CCAA Proceedings being satisfied. A copy of the AH DIP Note term sheet was filed on Sedar+ on August 17, 2023. Concurrent with approval of the AH DIP Note, The Company secured a commitment from RGR to meet its financing commitment to Aleafia under the AH DIP Note.

On November 3, 2023, a principal repayment of $3.4 million was made by Aleafia. Funding for the principal repayment was secured by Aleafia through the sale of its greenhouse facility located in Grimsby, Ontario (Canada).

On October 31, 2023, the Court granted an ancillary relief order, as part of the Aleafia CCAA Proceedings, approving, among other matters, amendments to the AH DIP Note to increase the financing available to the Aleafia group of companies from $6.6 million to $8.0 million.

During the period ended March 31, 2024, the Company advanced $7.3 million (December 31, 2023; $10.8 million) under the AH DIP Note and received principal repayments of $nil (December 31, 2023; $3.1 million). The Company also recorded a nominal amount in related interest income to other income on the condensed interim consolidated statement of loss and other comprehensive loss in its Financial Statements (December 31, 2023; $0.3 million).

On January 12, 2024, as a $1.7 million reduction to the obligations payable to RWB under the AH DIP Note, the Company acquired Aleafia trademarks and tradenames. Additionally, the Company released the remaining $7.2 million outstanding under the AH DIP Note as part of the consideration paid for the Aleafia Acquisitioni, rendering the AH DIP Note settled and paid in full.

USD PD Note

On May 15, 2024, the Company extended a $8,000 revolving line of credit note to a Michigan cultivation operation bearing interest at 20% per annum as part of a sourcing strategy to reduce costly supply chain constraints. The note matures on May 15, 2027, and allows for borrowing, repayment, and reborrowing of principal up to the maximum limit ($8,000), subject to the Company's approval. Annual repayments are required to reduce the outstanding balance, including interest, to $1,000 by May 15 of each year. The Company maintains a first security interest in substantially all tangible assets of the borrower being the defined collateral. The Company may accelerate repayment of the US PD Note in the event of default.

[i] See Acquisitions

(In thousands of Canadian Dollars, except number of shares and per share amounts)

CAD$3M OPRC Note

On May 17, 2024, the Company entered into a $3.0 million secured note receivable agreement with One Plant Retail Corporation ("OPRC"), a legal entity in which the Company retains a 9.9% minority investment (the "CAD$3,000,000 OPRC Note"). The CAD$3,000,000 OPRC Note matures on May 31, 2027, and bears an interest rate of 8% per annum. Interest payments of accrued interest are payable by OPRC on the first of each month.

Debt

Notes Payable

As at 2024-YTD, and 2023-YE the Company had the following outstanding payable:

	Purpose of Note	Original note value	Date of Issue	Maturity date	Interest	As at 30-Sep-24	As at 31-Dec-23 restated
		$			%	$	$
USD$828,200 - City of San Deigo	Payment plan	828	25-Oct-21	OnDemand	7.00%	735	684
Due to Oakshire	Operations	1,081	various	OnDemand	0.00%	-	1,123
USD $3M Oakshire Note	Capital purchase	4,608	19-Jul-24	28-Feb-25	0.00%	1,967	-
[i] USD$25,885,000 RGR Note	Debt Restructure	25,885	15-Sep-22	12-Sep-24	15.00%	47,454	41,454
USD$2,887,000 TAII Note	Debt Restructure	2,887	15-Sep-22	12-Sep-24	15.00%	4,810	4,303
[i] USD$6,349,000 SDIL Note	Debt Restructure	6,349	15-Sep-22	12-Sep-24	15.00%	9,432	9,366
USD$269,000 SIL Note	Debt Restructure	269	15-Sep-22	12-Sep-24	15.00%	475	412
[i] USD RGR Grid Note	Debt Restructure	7,850	1-Nov-22	12-Sep-24	12.00%	-	30,293
[i, ii] USD RGR Grid Note	Debt Restructure	7,850	1-Jan-24	12-Sep-24	12.00%	59,320	-
[i] USD$18,300,000 RGR Note	Debt Restructure	18,300	29-Dec-23	12-Feb-24	12.9%+[iii]PIK	28,740	25,138
[i] CAD$2,710,000 BJMDSD Note	Debt Restructure	2,210	1-Feb-23	12-Sep-24	15.00%	3,260	3,029
[i] CAD RGR Grid Note	Operations & Aleafia Acquisition	1,000	27-Mar-23	12-Sep-24	12.00%	-	31,098
[i, ii] CAD RGR Grid Note	Operations & Aleafia Acquisition	1,000	1-Jan-24	12-Sep-24	12.00%	51,276	-
CAD$5.8M ELL Note	Working capital & general corporate	5,750	4-Jun-24	1-Jul-29	6.72%	5,767	-
Balance, end of period						**213,235**	**146,900**

Notes payable transactions during 2024-YTD:

a) RGR Grid Note Amendments

On January 1, 2024, the Company and RGR executed agreements to amend the CAD RGR Grid Note and the USD$ RGR Grid Note. Under the terms of the amendments, effective January 1, 2024, the Company agreed to pay the unpaid principal and accrued interest related to the respective notes, on the original maturity date; September 12, 2024. Interest is to calculate on a compounded monthly basis at 12% per annum, in arrears and on the date of any prepayment or repayment. All other terms and conditions remain unchanged. The amendments were subjected to review under IFRS 9 and as a result, both the CAD$ RGR Grid Note and the USD$ RGR Grid Note were extinguished resulting in $0.1 million loss on extinguishment related to the RGR Grid Note Amendments.

[i] Related party lender
[ii] Result of January 1, 2024, amendment of previous loan
[iii] Details of PIK interest in following notes

b) CAD$5.8M ELL Note

On June 4, 2024, the Company completed a mortgage financing with a third-party Canadian lender in the amount of $5.8 million (the "CAD$5.8M ELL Note") secured by a property owned by the Company. Proceeds from the financing will be used for working capital and general corporate purposes. The CAD$5.8M ELL Note matures on July 1, 2029, and has a sixty (60) month term, amortizing over three hundred (300) months at an interest rate of 6.72% per annum. Computershare acts as agent, nominee and custodian in administering the note. The CAD$5.8M ELL Note is supported by a guarantee provided by De Zen Investments Canada Limited ("DICL"), a related party lender.

c) USD $3M Oakshire Note

On July 19, 2024, under the terms of the Oakshire Settlement (see "Debt Settlements" below), the Company entered into a promissory note for $3,357 (the "USD $3M Oakshire Note"). The USD $3M Oakshire Note does not accrue interest under normal terms and is due in full on February 28, 2025. Payments are structured in installments, with specific deadlines outlined in the Oakshire Settlement Agreement. If payments are not made as scheduled, an 18% default interest rate will apply, and the total outstanding balance will become immediately due. The USD $3M Oakshire Note is secured by specific tangible assets held by the Company.

Notes payable transactions during 2023-YE:

a) The CAD$2,210,000 BJDM Note Amendment

On February 1, 2023, the Company amended the secured CAD$2,210,000 BJDM Note to update the principal from $2.2 million to $2.7 million, with all other terms and conditions remaining the same. The amendment was subjected to review under IFRS 9 and as a result, the CAD$2,210,000 BJDM Note was extinguished resulting in $nil gain or loss on extinguishment. $0.5 million in additional funding was received by the Company on amendment and the loan was renamed from the "CAD$2,210,000 BJDM Note" to the "CAD$2,710,000 BJDMSD Note."

b) USD RGR Grid Note

On March 10, 2023, the Company entered into a secured note payable amending the agreement with RGR to document US dollar advances made by RGR to the Company (the "USD RGR Grid Note"). The USD RGR Grid Note initially provides for an amendment to an existing USD$5.9 million note and an additional $2.0 million in funding, for a change in principle with all other terms and conditions remaining the same. The USD RGR Grid Note bears an interest rate of 12% per annum with interest payments due on the last day of each month and all future advances to be documented as part of the USD RGR Grid Note.

d) CAD RGR Grid Note

On March 27, 2023, the Company entered into a secured note payable agreement with RGR to document Canadian dollar advances made by RGR to the Company (the "CAD RGR Grid Note"), maturing on September 12, 2024; secured by a first priority security interest in, and pledge of the equity ownership interest of the Company's subsidiary; RWB Michigan, LLC. The CAD RGR Grid Note will bear interest at an aggregate rate of 12% per annum with interest payments due on the last day of each month.

c) VRT Note Purchase Agreement

The USD$18,300,000 VRT Note included an administrative fee of US$0.2 million and a non-refundable origination discount of US$0.5 million. The USD$18,300,000 VRT Note is secured by select assets of the Florida operations. Interest is calculated as the greater of a minimum 12.90% base interest rate or 7.40% plus prime. Base interest is payable monthly, with principal and interest above base due on February 12, 2024.

On December 29, 2023, VRT and RGR entered into an assignment agreement (the "VRT Note Purchase Agreement") in relation to the USD$18,300,000 VRT Note. The VRT Note Purchase Agreement resulted in the assignment, from VRT to RGR, of 100% of VRT's interest in the rights and obligations as set out in the USD$18,300,000 VRT Note and a renaming of the note to the "USD$18,300,000 RGR Note".

All terms and conditions of the USD$18,300,000 RGR Note remain the same as initially set out in the USD $18,300,000 VRT Note. The USD$18,300,000 RGR Note remains to be secured by select assets of the Florida operations. Interest continues to be calculated as the greater of a minimum 12.90% base interest rate or 7.40% plus prime. Base interest is payable monthly, with principal and interest above base due on February 12, 2024. The change in lenders was insignificant and did not initiate debt modification analysis under IFRS 9.

d) The December 31, 2023 Amendments

On December 31, 2023, the Company and the lenders agreed to amend the below listed Notes Payable. Under the terms of the amendments, the Company agreed to pay unpaid principal amounts on September 12, 2024, until the full and final payment of the principal amount becomes due, with accrued PIK interest added to principal effective January 1, 2023. Interest is to calculate on a compounded monthly basis at 15% per annum, and payable on the original maturity date; September 12, 2024, in arrears and on the date of any prepayment or repayment. All other terms and conditions remain unchanged. The amendment was subjected to review under IFRS 9 and as a result, the Company recognized a $0.5 million gain on debt modifications related to the December 31, 2023 Amendments.

The following Notes were included in the December 31, 2023 Amendments:

- CAD$2,710,000 BJMDSD Note
- USD$25,885,000 RGR Note
- USD$6,349,000 SDIL Note
- USD$269,000 SIL Note
- USD$2,887,000 TAII Note

During the 2024-YTD, and 2023-YE, the Company satisfied all financial covenants. Covenants include preservation of corporate existence, compliance with laws, maintenance of taxes payable, maintain of records, maintenance of properties, inspection, insurance coverage, perform obligations, notice of certain events, discharge of all obligations and liabilities.

During the period ended September 30, 2024, the Company remained actively engaged in negotiations to renew outstanding debt that has otherwise matured as of the date of this report. As of the date of this MD&A, the Company has successfully negotiated favorable renewal terms with all of its key lenders and is working collaboratively with the respective lenders towards finalizing applicable definitive agreements by December 31, 2024.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

The continuity of the outstanding short-term notes payable held by the Company for 2024-YTD is as follows.

Name of Loan	Balance 31-Dec-23 **restated**	Additions	Interest Accretion	Interest	Principal Payments	Interest Payments	Debt Modification	Transaction costs	Extinguishment	Gain/(loss) on extinguishment	FX (gain)/loss	Balance 30-Sep-24	Short -term	Long -term
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**		
USD$828,200 City of San Deigo	684	-	-	38	-	-	-	-	-	-	13	735	735	-
Due to Oakshire	1,123	-	-	-	-	-	-	-	(1,123)	-	-	-	-	-
USD $3M Oakshire Note	-	4,608	-	-	(2,588)	-	-	-	-	-	(53)	1,967	1,967	-
[i]USD$25,885,000 RGR Note	41,454	-	124	5,060	-	-	-	-	-	-	816	47,454	47,454	-
USD$2,887,000 TAII Note	4,303	-	35	516	-	(128)	-	-	-	-	84	4,810	4,810	-
[i]USD$6,349,000 SDIL Note	9,366	-	73	1,091	-	(1,305)	-	-	-	-	207	9,432	9,432	-
USD$269,000 SIL Note	412	-	4	50	-	-	-	-	-	-	9	475	475	-
[i]USD RGR Grid Note	30,293	-	-	97	-	-	-	50	(30,390)	(50)	-	-	-	-
[i, ii]USD RGR Grid Note	-	24,535	-	4,035	-	-	30,390	-	-	-	360	59,320	59,320	-
[i, iv]USD$18,300,000 RGR Note	25,138	-	-	3,133	(27)	-	-	-	-	-	496	28,740	28,740	-
[i]CAD$2,710,000 BJMDSD Note	3,029	-	12	357	-	(138)	-	-	-	-	-	3,260	3,260	-
[i]CAD RGR Grid Note	31,098	-	-	44	-	-	-	50	(31,142)	(50)	-	-	-	-
[i, ii]CAD RGR Grid Note	-	19,062	-	4,086	(3,000)	(15)	31,142	-	-	-	-	51,276	51,276	-
CAD$5.8M ELL Note	-	5,750	-	124	(15)	(92)	-	-	-	-	-	5,767	126	5,641
Balance, end of period	**146,900**	**53,955**	**248**	**18,632**	**(5,629)**	**(1,678)**	**61,532**	**100**	**(62,655)**	**(100)**	**1,929**	**213,235**	**207,594**	**5,641**

The continuity of the outstanding short-term notes payable held by the Company for 2023-YE, is as follows.

Name of Loan	Balance 31-Dec-22 *Restated*	Additions	Interest Accretion	Interest	Principal Payments	Interest Payments	Debt Modification	(Gain)/Loss on Debt Modification	Transaction costs	Extinguishment	FX (gain)/loss	Balance 31-Dec-23 restated
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**
USD$828,200 City of San Deigo	687	-	-	46	(32)	-	-	-	-	-	(16)	685
Due to Oakshire	1,150	-	-	-	-	-	-	-	-	-	(27)	1,123
$26,872 Ram loan	5	-	-	-	(5)	-	-	-	-	-	-	-
[i, iii]USD$25,885,000 RGR Note	36,678	-	155	5,870	-	-	-	(265)	(6)	-	(977)	41,455
[iii]USD$2,887,000 TAII Note	3,940	-	42	622	-	(123)	-	(68)	(6)	-	(103)	4,304
[i, iii]USD$6,349,000 SDIL Note	8,664	-	87	1,356	-	(360)	-	(150)	(7)	-	(225)	9,365
[iii]USD$269,000 SIL Note	367	-	5	59	-	-	-	(3)	(7)	-	(10)	411
USD$18,300,000 VRT Note	24,849	-	-	2,996	-	(3,001)	-	-	-	(24,140)	(705)	(1)
[i]CAD RGR Grid Note	10,765	18,757	-	2,639	(1,293)	-	-	-	-	-	(574)	30,294
[I, iv]USD$18,300,000 RGR Note	-	-	-	949	-	-	24,140	-	-	-	49	25,138
[i]CAD$2,210,000 BJMD Note	2,227	-	-	31	-	(25)	-	-	-	(2,231)	-	2
[I, iii]CAD$2,710,000 BJMDSD Note	-	500	13	395	-	(86)	2,231	(21)	(5)	-	-	3,027
[i]CAD RGR Grid Note	-	32,705	-	1,538	(3,146)	-	-	-	-	-	-	31,097
Balance, end of year	**89,332**	**51,962**	**302**	**16,501**	**(4,476)**	**(3,595)**	**26,371**	**(507)**	**(31)**	**(26,371)**	**(2,588)**	**146,900**

[i] Related party
[ii] Result of the RGR Grid Note Amendments
[iii] See December 31, 2023 Amendments
[iv] See VRT Note Purchase Agreement

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Convertible debentures

Below are the terms of each of the convertible notes held by the Company, and assumptions used to value each of the respective embedded convertible features in the Company's outstanding convertible debentures as at 2024-YTD and 2023-YE.

	[i]USD$1,093,750 Convertible VMOS Note	USD$1,562,500 Convertible FCC Note	USD$1,562,500 Convertible IBGL Note	USD$781,250 Convertible AB Note	USD$20,112,015 Convertible M&V Note	[i]USD$5,400,000 Convertible DICL Note	[i]USD$5,400,000 Convertible SDIL Note	[i]CAD$17,000,000 Convertible CPIL Note
Purpose of issuance	Florida Acquisition	Florida Acquisition	Florida Acquisition	Florida Acquisition	Florida Acquisition	Debt restructure	Debt restructure	Debt restructure
Details and terms								
Face Value	USD$1,093,750	USD$1,562,500	USD$1,562,500	USD$781,250	USD$20,112,015	USD$5,400,000	USD$5,400,000	CAD$17,000,000
Original date of issue	2021-04-22	2021-04-22	2021-04-22	2021-04-22	2021-06-04	2021-10-04	2021-10-04	2022-09-15
Amendment date	-	-	-	-	-	2021-11-25 2022-09-15	2021-11-25 2022-09-15	-
Maturity date	2024-04-22	2024-04-22	2024-04-22	2024-04-22	2024-06-04	2024-09-12	2024-09-12	2024-09-12
Interest rate/annum	8%	8%	8%	8%	8%	8%	8%	8%
Additional interest/annum	-	-	-	-	4% in shares	-	-	-
Default rate/annum	5%	5%	5%	5%	8%	10%	10%	8%
Conversion price/share	USD$2.75	USD$2.75	USD$2.75	USD$2.75	USD$2.75	USD$0.15	USD$0.15	CAD$0.20
Interest due	On maturity	On maturity	On maturity	On maturity	On maturity	On maturity	On maturity	On maturity
Security	Unsecured	Unsecured	Unsecured	Unsecured	Secured	Secured	Secured	Secured
Collateral	None	None	None	None	RWB Florida LLC Class A Membership	Shares of RWB Platinum Vape, LLC	Shares of RWB Platinum Vape, LLC	1st priority security interest RWB Michigan, LLC
[ii]Valuation method used for embedded derivatives	Binomial Lattice based on CRR	Binomial Lattice based on CRR	Binomial Lattice based on CRR	Binomial Lattice based on CRR	Binomial Lattice based on CRR	Binomial Lattice based on CRR	Binomial Lattice based on CRR	Residual Method
Derivative liability valuation inputs, December 31, 2023								
Stock price	$0.04	$0.04	$0.04	$0.04	$0.04	$0.04	$0.04	n/a
Term (years)	0.31	0.31	0.31	0.31	0.43	0.7	0.7	2
Volatility	184.40%	184.40%	184.40%	184.40%	173.40%	154.40%	154.40%	n/a
Implied spread	977	977	977	977	977	977	977	n/a
Risk-free rate	5.40%	5.40%	5.40%	5.40%	5.30%	5.10%	5.10%	n/a
Discount/market yield	15.10%	15.10%	15.10%	15.10%	15.10%	14.80%	14.80%	15.07%
Derivative liability valuation inputs, September 30, 2024								
Stock price	-	-	-	-	-	-	-	n/a
Term (years)	-	-	-	-	-	-	-	2
Volatility	-	-	-	-	-	-	-	n/a
Implied spread	-	-	-	-	-	-	-	n/a
Risk-free rate	-	-	-	-	-	-	-	n/a
Discount/market yield	-	-	-	-	-	-	-	15.07%

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL (such as instruments held for trading or derivatives).

[i] Held by a related party
[ii] Binomial lattice methodology based on a Cox-Ross-Rubenstein ("CRR") approach.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

A continuity of convertible debentures held by the Company for 2024-YTD, and 2023-YE, is as follows:

	[i]USD$1,093,750 Convertible VMOS Note	[i]USD$1,562,500 Convertible FCC Note	[i]USD$1,562,500 Convertible IBGL Note	[i]USD$781,250 Convertible AB Note	[i]USD$20,112,015 Convertible M&V Note	USD$5,400,000 Convertible DICL Note	USD$5,400,000 Convertible SDIL Note	CAD$17,000,000 Convertible CPIL Note	Total
	$	**$**	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Carrying Value, January 1, 2023	**1,608**	**2,299**	**2,299**	**1,150**	**26,411**	**7,756**	**7,756**	**15,617**	**64,896**
Additional interest	-	-	-	-	1,247	-	-	-	**1,247**
Additional interest cash payment	-	-	-	-	(1,247)	-	-	-	**(1,247)**
Interest accrued	118	169	169	84	2,451	644	644	1,360	**5,639**
Interest Accretion	52	75	75	37	2,847	176	176	1,053	**4,491**
Effects of foreign exchange	(39)	(58)	(58)	(29)	(722)	(198)	(198)	-	**(1,302)**
Carrying Value, December 31, 2023	**1,739**	**2,485**	**2,485**	**1,242**	**30,987**	**8,378**	**8,378**	**18,030**	**73,724**
Interest accrued	136	194	194	97	2,431	531	531	1,100	5,214
Interest Accretion	20	28	28	14	1,509	153	153	737	2,642
Effects of foreign exchange	35	49	49	25	612	167	167	-	1,104
Carrying Value, September 30, 2024	**1,930**	**2,756**	**2,756**	**1,378**	**35,539**	**9,229**	**9,229**	**19,867**	**82,684**

Pursuant to the terms of the USD$20,112,015 Convertible M&V Note, 4% additional interest on the principal balance, amounting to $1.3 million became due on June 4, 2023: the second anniversary date of the debt instrument (the "Additional Interest"). The Additional Interest was available to be paid by way of the issuance of common shares of the Company to the lender, with the option of the lender to have the Additional Interest settled by way of a cash equivalent. On August 17, 2023, the Company settled the Additional Interest owing to the Lender by way of a cash payment.

During 2023-YE, the Company substantially satisfied all material financial covenants in relation to its convertible debentures. Covenants include preservation of corporate existence, compliance with laws, maintenance of taxes payable, maintenance of records, maintenance of properties, inspection, insurance coverage, perform obligations, and notice of certain events.

During the period ended September 30, 2024, the Company remained actively engaged in negotiations to renew outstanding debt that has otherwise matured as of the date of this report. As of the date of this MD&A, the Company has successfully negotiated favorable renewal terms with all of its key lenders and is working collaboratively with the respective lenders towards finalizing applicable definitive agreements by December 31, 2024.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Derivative Liabilities Relating to Convertible Debentures

The Company revalues its derivative liabilities to fair market value each period in accordance with IFRS 9 Financial Instruments and IAS 32. Fair market value gains and losses are recorded in the consolidated statement of income (loss) and comprehensive income (loss) on the Company's Financial Statements.

The Company's derivative liabilities associated with convertible debentures listed above, as at 2024-YTD, and 2023-YE, and the corresponding fair market value of the Company's derivative liabilities were as follows:

	USD$20,112,015 Convertible M&V Note	USD$5,400,000 Convertible DICL Note	USD$5,400,000 Convertible SDIL Note	Total
Balance, January 1, 2023	**(1,268)**	**(981)**	**(981)**	**(3,230)**
Gain on FMV adjustments of derivative liability	2	647	647	1,296
Gain on Interest liability classified as a derivative liability	1,243	-	-	1,243
Effects of Foreign exchange	24	(3)	(3)	18
Balance, December 31, 2023	**1**	**(337)**	**(337)**	**(673)**
Gain on FMV adjustments of derivative liability	1	313	313	626
Effects of Foreign exchange	(2)	24	24	48
Balance, September 30, 2024	-	-	-	-

Credit Facility

The lender of the Company's credit facility is Bridging Finance, Inc. (the "Credit Facility"). The Credit Facility bears an annual interest rate of 12%, compounded monthly and payable in arrears on the last day of each month. The Credit Facility is secured by general security agreements on mortgages on certain owned real property of Pharmaco Inc. among other security obligations.

On January 30, 2023, the Company and the Lender agreed to revise the maturity date of July 31, 2023, while maintaining all other terms and conditions. The January 30, 2023, extension was subject to an amendment fee of $0.1 million.

On June 14, 2024, the relationship between the Company and PWC was terminated as a result of a loan purchase agreement (the "RGR-BFI Loan Purchase Agreement") between Royal Group Resources, Ltd. ("RGR"), and existing lender related to the Company, and PWC. As a result of the RGR-BFI Purchase Agreement, the Company recovered $45 in amounts owing to PWC for the amendment fee resulting from the January 30, 2023, extension. There were no material changes to the Credit Facility as a result of the RGR-BFI Loan Purchase Agreement.

During the period ended September 30, 2024, the Company and RGR continued to collaboratively engage in negotiations to amend and ultimately renew the Credit Facility which had matured on July 31, 2023. As of the date of this report, the Company has successfully negotiated favorable renewal terms with all of its key lenders and is working collaboratively with the respective lenders towards finalizing applicable definitive agreements by December 31, 2024.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

A continuity of the Company's secured credit facility is as follows:

	$
Balances, December 31, 2022	**17,552**
Amendment Fee	136
Finance charge	1
Accrued interest	2,186
Interest payments	(354)
Amendment fee payment	(91)
Balances, December 31, 2023	**19,430**
Recovery of amendment fees	(44)
Accrued interest	1,818
Balances, September 30, 2024	**21,204**

Debt Settlements

On July 19, 2024, the Company entered into a settlement agreement between with Oakshire Holdings Inc. and its affiliates (the "Oakshire Parties") to resolve a series of financial obligations and claims, including the extinguishment of $1.1 million due under the Due to Oakshire Note (the "Oakshire Settlement Agreement"). Under the terms of the agreement, the Company will pay the Oakshire Parties $3.4 million in scheduled installments. The obligations under the Oakshire Settlement Agreement are secured by tangible assets held by the Company, in concert with the USD $3M Oakshire Note.

On October 30, 2023, in accordance with the policies of the Canadian Securities Exchange, the Company announced that its board of directors has approved the issuance of 700,000 common shares, at a deemed price of $0.06 per share, as final consideration for an asset purchase completed by Pharmaco Inc., a wholly owned subsidiary of the Company (the "Asset Purchase"). All securities issued pursuant to the Asset Purchase are subject to a statutory hold period which will expire on the date that is four months and one day from the date of issuance. None of the securities issued in connection with the Asset Purchase will be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them will be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this MD&A, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair values of other financial instruments, which include accounts receivable, accounts payable and accrued liabilities, loans receivable, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability, directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

In determining the fair value of investments, Level 3 input includes subjective estimates in assessing for indicators of impairment.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Financial instruments that are subject to such risk include cash, accounts receivable and notes receivable. Accounts receivable balances are amounts due by customers purchasing through the Company's distribution channel, who have exhibited a good credit standing and continued good payment history with the Company. Notes are amounts due from third party debtors.

As at 2024-YTD, the Company held an accounts receivable balance of $23.7 million (2023-YE; $20.4 million). Included in this balance is a provision for expected credit losses ("ECL") in the amount of $7.6 million (2023-YE; $4.8 million). The reader is referred to note 9 of the Company's recently filed Financial Statements for details relating to the Company's accounts receivable and ECL provision which can be found on Sedar+.

As at 2024-YTD, the Company held a notes receivable balance of $9.9 million (2023-YE: $24.7 million).

The Company limits its exposure to credit loss on cash and cash equivalents by placing its cash with reputable financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. As at 2024-YTD, the Company had a cash and equivalents balance of $4.2 million (2023-YE; $2.3 million) available to apply against short-term business requirements and current liabilities of $377.8 million (2023-YE; $308.2 million), including short-term lease obligations, short term notes, convertible debentures and a credit facility, and taxes payable and other current liabilities.

The Company continues to pursue available financing options including but not limited to restructuring existing debt to extend maturities (amongst other attributes), raising capital through debt and equity markets, and executing opportunities to monetize captive assets; both tangible and intangible, should they present themselves. The Company also continues to proactively explore and implement ways to improve its cash flow by prioritizing operating initiatives with greater expected returns and also continue to aggressively target reductions in operating and administrative costs by streamlining its operations and support functions.

(In thousands of Canadian Dollars, except number of shares and per share amounts)

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. Interest earned on cash is at nominal interest rates, and therefore the Company does not consider the interest rate risk for cash to be significant.

As at 2024-YTD and 2023-YE, the interest rate on notes payable, credit facilities, and convertible debentures are fixed based on the contracts in place, with the exception of the USD$18,300,000 RGR Note[i] which interest is calculated as the greater of a minimum 12.90% base interest rate or 7.40% plus prime. As such, the Company is exposed to interest rate risk to the extent as stated on these financial assets and liabilities.

Foreign Currency Risk

The Company is exposed to foreign currency risk from fluctuations in foreign exchange rates and the degree of volatility in these rates due to the timing of their accounts payable balances. The risk is mitigated by timely payment of creditors and monitoring of foreign exchange fluctuations by management.

The Company is also exposed to currency risk by having balances and transactions in currencies that are different from its functional currency. The Company operates in foreign jurisdictions, which use the United States Dollar (USD). The Company does not currently use derivative instruments to reduce upward, and downward risk associated with foreign currency fluctuations.

At as 2024-YTD, and 2023-YE, the Company was exposed to the following currency risk:

	As at 30-Sep-24	As at 31-Dec-23 restated
	$	**$**
Financial assets denominated in foreign currencies (USD)	400,744	29,181
Financial liabilities denominated in foreign currencies (USD)	(167,471)	(166,752)
Net exposure	**233,273**	**(137,571)**

A three (3%) and ten (10%) percent increase in the US dollar exchange rate relative to the Canadian dollar would increase the Company’s net loss for 2024-Q3 and 2024-YTD, by $0.6 million and $2.0 million, respectively (2023-Q3 and 2023-YTD; $0.2 million and $0.6 million).

Capital Risk Management

The Company monitors its capital structure and adjusts according to market conditions in an effort to continue to meet its financial and strategic objectives. The Company may manage its capital structure by restructuring existing debt, issued new debt or shares, or repurchasing outstanding shares. The capital structure is reviewed by management and the board of directors on an ongoing basis.

The Company's equity is comprised of share capital, contributed surplus, stock option reserve, convertible debenture reserves, and accumulated deficit. As at 2024-YTD, the Company has a shareholder deficit of $158.9 million (2023-YE; $130.4 million). Included in the shareholders deficit is an accumulated deficit of $507.5 million (2023-YE; $491.5 million). The Company manages capital through its financial and operational forecasting processes.

The Company's capital management objectives, policies and processes have remained unchanged during 2024-YTD. The Company is not subject to any external capital requirements.

[i] Refer to Debt section of Liquidity and Capital Resources

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the condensed interim consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained and are subject to change. The Company's accounting policies and estimates used in the preparation of the condensed interim consolidated financial statements are considered appropriate in these circumstances but are subject to judgments and uncertainties inherent in the financial reporting process. In preparing this MD&A, management has made significant assumptions regarding the circumstances and timing of the transactions contemplated therein, which could result in a material adjustment to the carrying amount of certain assets and liabilities if changes to the assumptions are made. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Financial Statements are consistent with those disclosed in the 2023 Annual Financial Statements.

The information provided in this report, including the Financial Statements, is the responsibility of management. In the preparation of the Financial Statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on reasonable judgments and have been properly reflected in the accompanying Financial Statements.

NEW ACCOUNTING PRONOUNCEMENTS

New and amended accounting standards are effective for the Company for annual periods beginning on or after January 1, 2024, and earlier application is permitted. The Company has not early adopted new or amended standards in preparing these Financial Statements. The Company has not yet determined the impact of these amendments on its Financial Statements. The following are relevant new and amended standards under review by the Company.

Accounting Pronouncements Recently Adopted

Amendments to IAS 1 Presentation of Financial Statements (“IAS 1”)

In January 2020, the IASB issued an amendment to IAS 1, which affects the presentation of liabilities in the statement of financial position and not the amount or timing of their recognition. The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the right to defer settlement by at least 12 months. That classification is unaffected by the likelihood that an entity will exercise its deferral right. The amendments were effective for annual periods beginning on or after January 1, 2023, and are to be applied retrospectively.

In October 2022, the IASB issued another amendment to IAS 1, which affects the classification of liabilities as current or non-current, clarifying requirements for the classification of liabilities as non-current which is effective for annual periods beginning on or after January 1, 2024.

The amendments do not have a material impact on the Financial Statements.

Amendments to Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements ("IAS 7")

On 25 May 2023, the IASB issued Supplier Finance Arrangements to add disclosure requirements, and 'signposts' within existing disclosure requirements, that ask entities to provide qualitative and quantitative information about supplier finance arrangements. The amendments are effective for reporting periods beginning on or after 1 January 2024.

The amendments do not have a material impact on the Financial Statements.

Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

In February 2021, the IASB issued "Definition of Accounting Estimates," which amends IAS 8. The amendment replaces the definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty." The amendment provides clarification to help entities distinguish between accounting policies and accounting estimates. The amendments are effective for annual reporting periods beginning on or after January 1, 2023.

The amendments do not have a material impact on the Financial Statements.

Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction ("IAS 12")

The amendment narrowed the scope of certain recognition exemptions so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognizes deferred tax for all temporary differences related to leases and decommissioning obligations and recognizes the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings (or other component of equity, as appropriate) at that date. The amendment came in effect for annual periods beginning on or after January 1, 2023.

Amendments to IFRS 16, Lease liability in a Sale and Leaseback

The amendment specifies the requirements that a seller-lessee should use in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains that is effective for annual periods beginning on or after January 1, 2024. The Company is currently evaluating the potential impact of these amendments on the Company's Financial Statements. The amendments do not have an impact on the Financial Statements.

Amendments to IAS 1, Non-current Liabilities with Covenants

In October 2022, the IASB issued amendments to IAS 1, which specifies that covenants whose compliance is assessed after the reporting date do not affect the classification of debt as a current or non-current at the reporting date. Instead, the amendment requires disclosure of information about these covenants in the notes to the financial statements. The amendments are effective for annual reporting periods belonging to January 1, 2024, with early adoption permitted.

Standards, Amendments, and Interpretations not yet effective

New and amended accounting standards are effective for the Company for annual periods beginning on or after January 1, 2025, and earlier application is permitted. The Company has not early adopted new or amended standards in preparing these Financial Statements. The Company has not yet determined the impact of these amendments on its Financial Statements. The following are relevant new and amended standards under review by the Company.

Amendments to IAS 21, Lack of Exchangeability

On 15 August 2023, the IASB issued Lack of Exchangeability to provide guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not. The amendments are effective for reporting periods beginning on or after 1 January 2025.

New standard, IFRS 18 Presentation and Disclosures in Financial Statements replacing IAS 1 'Presentation of Financial Statements.'

The IASB has published its new standard IFRS 18 ‘Presentation and Disclosures in Financial Statements' that will replace IAS 1 'Presentation of Financial Statements'. The new standard is the result of the so-called primary financial statements project, aims at improving how entities communicate in their financial statements and will be effective for annual periods beginning on or after 1 January 2027.

OTHER RISKS AND UNCERTAINTIES

For a discussion of other risks and uncertainties, please refer to the MD&A for the year ended December 31, 2023, which can be found on Sedar+.

MANAGEMENT’S REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer ("CEO"), President, and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated Financial Statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this MD&A.

Based on this assessment, conditions have continued to improve, but it was determined that certain weaknesses that did not materially impact the integrity of our disclosures, still existed in internal controls over financial reporting. The existence of these weaknesses is partially compensated for by senior management monitoring of relevant at-risk activities including the monitoring of key performance indicators for its various operating segments. The aforementioned officers, specifically the President and CFO, have and will continue to closely monitor essential operational and financial activities of the Company and also diligently invest in increasing the level of oversight in vital workflows. It is important to note that continuous monitoring of internal controls may also require the Company to hire additional staff or supplement skillsets within its existing ranks to be able to implement a more robust series of internal controls. Management has chosen to disclose the potential risk in its filings and will continue to diligently assess the cost and timelines to implement enhancements to staffing and processes that continue to strengthen its existing internal controls infrastructure.