



THC BIOMED INTL LTD.

Management's Discussion and Analysis

For the Six Months Ended January 31, 2021

(Expressed in Canadian Dollars)

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CAUTION REGARDING FORWARD LOOKING STATEMENTS

This Management Discussion and Analysis ("MD&A") contains certain statements that constitute forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995 or in releases made by legislation as amended from time to time) that involve risks and uncertainties. All statements, other than statements of historical fact, made by the Company that address activities, events, or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by, or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance, or business developments. These statements speak only as of the date they are made and are based on information currently available and on the Company's then current expectations and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance, or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- the availability of financing opportunities, risks associated with economic conditions, dependence on management, and conflicts of interest
- market competition and agricultural advances of competitive products
- the timing and availability of the Company's products, its ability to expand production space, and acceptance of its products by the market
- the ability to successfully market, sell, and distribute the products, and to expand the Company's customer base

Readers are cautioned not to put undue reliance on forward-looking statements. Unless otherwise indicated by us, forward-looking statements in this MD&A describe our expectations as at March 31, 2021 and, accordingly, are subject to change after that date. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions, both general and specific, which give rise to the possibility that actual results or events could differ materially from our expectations expressed in, or implied by, such forward-looking statements and that our business outlook, objectives, plans and strategic priorities may not be achieved. As a result, we cannot guarantee that any forward-looking statements will materialize, and we caution you against relying on any of these forward-looking statements. Forward-looking statements are presented in this MD&A for the purpose of assisting investors and others in understanding our objectives, strategic priorities and business outlook as well as our anticipated operating environment. Readers are cautioned, however, that such information may not be appropriate for other purposes,

The forward-looking statements in this MD&A are subject to, among other things, the following risks:

- the Company's operations are dependent on key technical personnel, and the loss of such personnel could have a significant impact on the Company's ability to conduct its activities
- competition
- currency fluctuations and exchange rates
- the Company's ability to continue as a going concern

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- the Company may not be able to obtain all necessary funding for its operations, on terms satisfactory to the Company or at all
- credit risk
- the Company's dependence on information technology systems
- risks that the Company's software and applications may contain security problems, security vulnerabilities, or defects in design or manufacture, including "bugs" and other problems that could interfere with the intended operation of its software
- risks related to the volatility of customer demand for the Company's products
- risks associated with cybersecurity and privacy violations, in particular given the Company's operations are highly dependent on online technologies and the Company obtains a significant amount of personal information in the course of operations
- duration and impact of COVID-19 on our business plans, objectives and expected operating results

We have made certain economic, market and operational assumptions in preparing the forward-looking statements contained in this MD&A. If our assumptions turn out to be inaccurate, our actual results could be materially different from what we expect.

Important risk factors including, without limitation, competitive, regulatory, economic, financial, operational, technological and other risks could cause actual results or events to differ materially from those expressed in, or implied by, the previously-mentioned forward-looking statements.

We caution readers that the risks described in this MD&A are not the only ones that could affect us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our financial position, financial performance, cash flows, business, or reputation. Except as otherwise indicated by us, forward-looking statements do not reflect the potential impact of any special items or other transactions that may be announced or that may occur after March 31, 2021. We therefore cannot describe the expected impact in a meaningful way, or in the same way we present known risks affecting our business.

COVID-19

The recent outbreak of the novel coronavirus COVID-19, which was declared a pandemic by the World Health Organization on March 11, 2020, has led to adverse impacts on the Canadian and global economies, disruptions of financial markets, and created uncertainty regarding potential impacts to the Company's supply chain and operations. The COVID-19 pandemic has impacted and could further impact the Company's operations and the operations of the Company's suppliers and vendors as a result of quarantines, facility closures, and travel and logistics restrictions. The extent to which the COVID-19 pandemic impacts the Company's business, results of operations, and financial condition will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to the duration, spread, severity, and impact of the COVID-19 pandemic, the effects of the COVID-19 pandemic on the Company's suppliers and vendors, and the remedial actions and stimulus measures adopted by local and federal governments, and to what extent normal economic and operating conditions can resume. The management team is closely following the progression of COVID-19 and its potential impact on the Company. Even after the COVID-19 pandemic has subsided, the Company may experience adverse impacts to its business as a result of any economic recession or depression that has occurred or may occur in the future; therefore, the Company cannot reasonably estimate the impact at this time on our business, liquidity, capital resources and financial results.

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SUMMARY OF QUARTERLY RESULTS

	Quarter Ended		Revenue		Net Income (Loss)		Income (Loss) Per Share
Q2/2021	January 31, 2021	(1)	\$ 1,021,989	\$	(2,921,510)	\$	(0.02)
Q1/2021	October 31, 2020	(1)	\$ 622,025	\$	(692,177)	\$	-
Q4/2020	July 31, 2020	(1)	\$ 990,940	\$	(642,989)	\$	(0.01)
Q3/2020	April 30, 2020	(1)	\$ 896,104	\$	(295,717)	\$	-
Q2/2020	January 31, 2020	(1)	\$ 1,246,625	\$	88,191	\$	-
Q1/2020	October 31, 2019	(1)	\$ 1,044,510	\$	688,925	\$	0.01
Q4/2019	July 31, 2019		\$ 382,096	\$	(4,177,572)	\$	(0.04)
Q3/2019	April 30, 2019		\$ 354,326	\$	(4,905,797)	\$	(0.03)

⁽¹⁾ Includes excise taxes

For the quarter ended January 31, 2021, we produced 185.5 kilograms of dried cannabis and sold 300.3 kilograms at an average net selling price of \$3.00 per gram reflecting overall lower selling prices in the retail market.

Q2 HIGHLIGHTS

- On November 12, 2020, the Company completed the second tranche of a private placement to total \$1,500,000 leaving a balance of \$950,000 remaining. In the second tranche, the Company issued 3,636,363 units ("Units") at a price of \$0.11 per Unit, for total proceeds of \$400,000. Each Unit consists of one common share and one common share purchase warrant. Each Unit warrant entitles the holder to purchase one common share of the Company for a period of 24 months from closing at a price of \$0.15 per share. Commission of 7% cash was paid and 7% broker warrants for 254,545 broker warrants were issued. The broker warrants have the same terms as the Unit warrants. The Company intends to close additional tranches in the near-term.
- Began shipment of *THC Kiss Gummies* for the recreational market in packages of 4 gummies with a total of 10 mg of THC
- Completed the rebranding of the Company's website, logo and packaging
- Fundamental Research Corp. initiated independent investment analysis coverage of the Company

HIGHLIGHTS SUBSEQUENT TO JANUARY 31, 2021

- Received a letter of authorization from the Autorités des Marchés Publics ("AMP"), Quebec's Public Markets Authority providing the authorization as granted by AMP pursuant to Quebec's *Act Respecting Contracting by Public Bodies* and permits THC BioMed to enter into contracts with Quebec's Société québécoise du cannabis ("SQDC"). Pursuant to Quebec's *Cannabis Regulation Act*, only the SQDC may purchase cannabis from a federally licensed cannabis producer and sell it to the public in Quebec. This authorization is just a first step in possibly entering into the Quebec cannabis market for THC BioMed.
- Completed construction of three strata units, increasing edible and beverage production space and adding new facilities for baked goods, and submitted the application to Health Canada requesting clearance to commence production in the newly constructed areas

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- Began production of strawberry and orange flavoured gummies
- Engaged a consultant to carry out an enhancement project on the Company's automated cannabis cylinder machine to improve cannabis cylinder production and add automated packaging to the process. The Company has granted the consultant 500,000 stock options to acquire 500,000 common shares of the Company with an expiry date of March 16, 2023 at \$0.165 per share. 50,000 stock options vest at the date of grant and the balance pursuant to specific milestones being attained.

COMPANY OVERVIEW

This Management's Discussion and Analysis ("MD&A") of the operating results and financial condition of THC BioMed Intl Ltd. (the "Company") for the six months ended January 31, 2021 should be read in conjunction with the condensed interim consolidated financial statements for the six months ended January 31, 2021 and the audited consolidated financial statements for the year ended July 31, 2020, which are prepared in accordance with International Financial Reporting Standards ("IFRS").

THC BioMed Intl Ltd. ("THC" or the "Company") is a publicly traded company with its head office at 1340 St. Paul Street, Kelowna, British Columbia, Canada, V1Y 2E1.

The Company's shares trade on the Canadian Securities Exchange ("CSE") under the symbol THC, on the Over the Counter Best Market ("OTCQX") under the symbol THCBF, and on the Frankfurt Stock Exchange under the symbol TFHC.

These consolidated financial statements include the accounts of THC BioMed Intl Ltd. and its five wholly owned subsidiaries: THC BioMed Ltd., THC BioMedical Ltd., Clone Shipper Ltd., THC2GO Dispensaries Ltd. ("THC2GO"), and THC BioMed Lesotho Ltd. ("THC Lesotho").

The Company's principal business is the production and sale of cannabis through THC BioMed Ltd. which is a small batch Licensed Producer as regulated by the *Cannabis Act* which regulates the production, distribution, and possession of cannabis for both medical and adult recreational access in Canada. THC BioMedical Ltd. was incorporated to acquire a separate license from Health Canada. Clone Shipper Ltd. owns all rights to the Clone Shipper product used to transport live plants. THC2GO was initially incorporated for the retail business; however, Health Canada subsequently ruled that Licensed Producers were prevented from operating retail outlets. THC Lesotho was initially incorporated to seek a business opportunity in Lesotho; however, no business was transacted.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures, and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board of Director's Audit Committee meets with management quarterly to review the financial statements and the MD&A and to discuss other financial, operating, and internal control matters. The reader is encouraged to review the Company's statutory filings on SEDAR at www.sedar.com.

This MD&A is prepared as at March 31, 2021. All dollar figures stated herein are expressed in Canadian dollars unless otherwise noted.

Readers should use the information contained in this report in conjunction with all other disclosure documents including those filed on SEDAR at www.sedar.com.

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STRATEGY FOR THE CANADIAN CANNABIS MARKET

THC BioMed was one of the first companies cultivating and researching cannabis in Canada and has learned and perfected many aspects of how to grow superior cannabis as a consistent, clean product for clients.

THC BioMed was selling clones to licensed medical cannabis patients from December 2016 to November 2019, selling dried cannabis to medical patients since August 2017, and since October 17, 2018 also provides adult-use recreational cannabis to various provinces across the country.

THC BioMed has extensive experience processing, packaging, and shipping live cannabis clones, dried cannabis and edibles. THC BioMed is one of the only Licensed Producers to offer clients live cannabis clones shipped to clients using our specially designed Clone Shipper containers. The Company has also learned how to implement modern packaging techniques that are childproof and allow for long-term storage. To date, THC BioMed has provided clients with thousands of jars of dried cannabis and live cannabis clones, shipped straight to their doors.

THC BioMed currently carries 21 medical cannabis strains, including 5 proprietary strains. Through customer feedback, as well as internal systems and external services, the Company has been able to identify patient trends related to preferred strains and tailor 5 proprietary strains to the needs of the client. Through patient trends, the Company currently provides 6 cannabis strains to medical patients in its medical store.

The Company aims to become a leader in the industry by producing a small batch product of high quality and reliable quantity, concentrating on edibles.

THC Kiss Beverage Shot

The Company will concentrate on producing our cannabis beverage shot, *THC Kiss*. *THC Kiss* was developed by the Company using proprietary extraction methods.

The regulations place a limit of 10 milligrams ("mg") of THC per separate unit for the beverage. Currently *THC Kiss* is packaged in glass bottles and displays the standardized cannabis symbols along with a health warning message. The beverage comes in a guava flavour with more flavours coming soon. Three additional units have been renovated and are currently under review by Health Canada for the production of THC edibles. THC BioMed has added these areas in response due to high demand of its edible products. *THC Kiss* is manufactured in a separate unit at our production facility.

THC Kiss Gummies

THC Kiss Gummies are chewy guava flavoured gummy candies containing 2.5 mg of THC each. Each bag of *THC Kiss Gummies* contains 10 mg of THC with 4 gummies in each package. The cannabis extract used is from the same proprietary extraction system as that used in the *THC Kiss Beverage Shot*. We have also started producing the *THC Kiss Gummies* in strawberry flavour and orange flavour with more flavours coming soon.

THC Kiss Water

The Company has filed the 60-day notice period with Health Canada for our new product, *THC Kiss Water*. *THC Kiss Water* is a refreshing beverage with a slight herbal taste. Each 220 ml beverage contains 3 mg of THC. They will be sold in single cans. The cannabis extract used is from the same proprietary extraction system as that used in the *THC Kiss Beverage Shot*.

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THC Kiss Biscuits

The Company has completed construction of three units to increase its edible production space in order to produce baked goods. The Company is adding *THC Kiss Biscuits* to its edibles line and has submitted an application to Health Canada to begin production in the newly constructed facilities. Each package of *THC Kiss Biscuits* will contain one *THC Kiss Biscuit* and will contain 10 mg of THC. THC BioMed plans to produce the *THC Kiss Biscuits* in multiple flavours as well.

Pure Cannabis Sticks

The Company will continue to produce our *Pure Cannabis Sticks*, pre-rolls that are filtered, paper cylinders filled with our own pure cannabis to be manufactured using our automated production machine. As cannabis consumers navigate the numerous cannabis brands, THC believes that easy-to-use products will gain popularity such as ready to use pre-rolls over traditional flower purchases.

Our automated pre-rolls are packaged in lots of singles with each pre-roll intended for a single-use session containing 0.6 grams of cannabis.

THC BioMed has also engaged a consultant to carry out an enhancement project on the Company's automated cannabis cylinder machine to improve production and add automated packaging to the process.

PRODUCTION

The Company is a small batch Licensed Producer, passionate about using organic and sustainable growing methods without the use of pesticides or exogenous chemicals. Sustainability, social value, and striving to offer an exceptional product are the driving factors that support our fundamental values as a company.

The Company operates in a sophisticated complex of indoor growing space. We cultivate in unique growing areas that allow us to maintain optimal environmental control to allow us to produce a product that is exceptionally consistent. Our team of growers is careful to only select the best nutrients, soil, and lighting and to choose to grow our product naturally in soil using organic methods. We take our time to ensure we don't lose flavour or potency but rather preserve all the terpenes that nature has to offer. We choose from only the best feminized seeds and our growers especially tend to the cannabis from seed to final product. We know that drying and curing cannabis is a critical step in the process. Our buds are hand-trimmed at the perfect time and placed on drying racks to dry and cure for an extended time.

The Company is focused on selling our proprietary strains:

- **THC Sativa Landrace** is a *proprietary landrace* Sativa strain and the dried bud contains high THC between 18% and 24%;
- **THC Indica Landrace** is a *proprietary landrace* Indica strain and the dried bud contains high THC between 18% and 24%;
- **THC Hybrid Landrace** is a *proprietary hybrid* 60/40 sativa-dominant strain and the dried bud contains high THC between 18% and 24%; and
- **CBD Indica Landrace** is a *proprietary Indica dominant* strain and the dried bud contains high CBD at 11%
- **CBD Sativa Landrace** is a *proprietary Sativa dominant* strain and the dried bud contains high CBD at 10%

Medical market

The Company is focused on selling our proprietary strains: THC Sativa Landrace, THC Indica Landrace, THC

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Hybrid Landrace, THC CBD Indica Landrace and THC CBD Sativa Landrace. The rest of the supply for the medical market will be made up of an occasional lot of its 16 other common strains which will be made in smaller batches and provide clients with a larger assortment of strains. Current packaging of dried cannabis is in jars of 3.5 grams and 7 grams. Dried cannabis containing 15 grams and 28 grams are packaged in childproof jars and pouches. Our five proprietary strains are between 18% to 24% THC and 10% to 11% CBD. The other 11 strains consist of both THC and CBD strains ranging from 12% to 25% THC and 0% to 11% CBD.

Recreational market

The Company is focused on providing its proprietary strains to the adult-use recreational market with occasional batches of its common strains. The Company has supply agreements with the Provinces of Ontario, Saskatchewan and British Columbia. The Company has agreed to supply the B.C. Government with 2,390,200 grams of dried cannabis. The recreational offerings include THC's proprietary strains available in 3.5 gram and 7 gram bottles, 28 gram childproof bags, and Pre-Rolls. Pre-rolls contain 0.6 grams of THC and are available in singles and packages of 3 containing 0.5 grams of THC each. The *THC Kiss Beverage Shots* are currently packaged in glass bottles containing 10 mg of THC. *THC Kiss Gummies* are packaged four to a package (2.5 mg each) with total of 10 mg of THC.

MARKETING

THC BioMed has done a complete rebrand of its website, logo and packaging. THC BioMed has hired additional team members to expand its current marketing team so it can continue to develop brand recognition through a strong web presence, participation in industry events, and by providing high-quality products to medical patients and the adult-use recreational market in British Columbia, Saskatchewan and Ontario.



PACKAGING

The federal government has proposed strict regulations regarding advertising, labelling, and packaging cannabis products. Restrictions on cannabis advertising and packaging are similar to what is in place today for

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tobacco. Advertising is restricted to locations where there are no minors with limits on displays and in-store promotion.

Our packaging for the *THC Kiss Beverage Shot* is in 30ml bottles:



Our packaging for dried cannabis in 28 gram, 15 gram, 7 gram, and 3.5 grams comes in is in child proof bottles and pouches:



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Our *Pure Cannabis Sticks* with 0.6 grams of THC are sold in singles:



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Our packaging for the *THC Kiss Gummies* comes four gummies per package for a total of 10 mg of THC:



Our packaging for 0.5 grams per Pre-Roll comes in packages of three for a total of 1.5 grams of THC:



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We use our proprietary *Clone Shipper*TM containers when shipping live clones to our medical cannabis clients:



The *Clone Shipper*TM container is designed to support the health of clones or young live plants and hold them securely for transport purposes. Two LED lights that last over 100 hours keep the plant thriving and growing throughout the shipping process. Our *Clone Shipper*TM container is approved by Health Canada for use in shipping cannabis clones. The *Clone Shipper*TM container is available for sale in bulk wholesale orders and smaller retailer orders.

BIOLOGICAL ASSETS

The Company's biological assets consist of cannabis plant, resin, oil, harvested cannabis flowers prior to completion of the drying, grading and testing processes, and edible concentrate:

	January 31	July 31
	2021	2020
Carrying amount, beginning of period	\$ 3,200,051	\$ 2,454,455
Capitalized costs	1,093,221	656,481
Sales of biological assets	-	(10,619)
Transferred to inventory upon harvest	(1,102,843)	(2,040,143)
Net change in fair value	(2,042,284)	2,139,877
Carrying amount, end of period	\$ 1,148,145	\$ 3,200,051

Biological assets are valued in accordance with IAS 41 – *Agriculture* and are presented at their fair value less costs to sell up to the point of harvest. The fair value measurements for biological assets have been categorized as Level 3 of the fair value hierarchy based on the inputs to the valuation technique used, as there is currently no actively traded commodity market for plants. The fair value was determined using a valuation model to estimate the expected harvest yield per plant applied to the estimated fair value less costs to sell per gram. The significant assumptions applied in determining the fair value of biological assets are as follows:

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- a) wastage of plants based on their various stages;
- b) expected yield by strain of plant of approximately 70 grams per plant based on an average of historical growing results;
- c) percentage of costs incurred to date compared to the estimated total costs to be incurred ("stage of plant growth");
- d) percentage of costs incurred for each stage of plant growth;
- e) average selling price of \$3.98 per gram (July 31, 2020 - \$3.20 per gram); and
- f) average selling costs of \$0.98 per gram (July 31, 2020 - \$0.89 per gram).

The selling price used in the valuation of biological assets is based on the average selling price of cannabis products for the recreational market and medical market. Expected yields for the cannabis plant is also subject to a variety of factors based on the grow room used, space allocated in the grow room, and flowering time. Selling costs include packaging, labelling, shipping, and other costs incurred to sell cannabis products for the recreational and medical market.

The Company periodically assesses the significant assumptions applied in determining the fair value of biological assets based on historical information obtained as well as planned production schedules. When there is a material change in any of the significant assumptions, the fair value of biological assets is adjusted.

Mother plants have an average life of 1 year. Clones for sale have approximately 2 weeks before they outgrow the Clone Shipper container.

The significant unobservable inputs and their range of values are as follows:

Unobservable input	Amount	Sensitivity
Yield per plant – expected number of grams of finished cannabis inventory which is expected to be obtained from each harvested flowering plant. Based on historical results.	70 grams per plant	A slight change in the yield per plant would result in a significant change in fair value.
Yield per plant – expected number of clones which is expected to be obtained from mother plant. Based on historical results.	90 clones per plant	A slight change in the yield per plant would result in a significant change in fair value.
Selling price of dried cannabis and clones for sale	\$3.98 (average selling price of dried cannabis) \$20 (selling price of clones for sale)	A slight change in the estimated selling prices would result in a significant change in fair value.

A sensitivity analysis of the impact of changes to the above significant observable and unobservable inputs used to calculate the fair value of biological assets at January 31, 2021 is as follows:

	20% Decrease	10% Decrease	FV	10% Increase	20% Increase
Fair value of biological assets	\$ 918,516	\$ 1,033,331	\$ 1,148,145	\$ 1,262,960	\$ 1,377,774

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INVENTORY

Inventory is comprised of the following:

	January 31 2021	July 31 2020
Finished goods	\$ 470,451	\$ 911,755
Supplies and consumables	282,014	226,726
Unpackaged cannabis	2,350,127	2,392,984
Carrying amount - inventory	\$ 3,102,592	\$ 3,531,465

Inventory expensed during the six months ended January 31, 2021 was \$1,955,936 (January 31, 2020 - \$1,540,176).

RESULTS OF OPERATIONS

Six months ended January 31, 2021

The Company's net and comprehensive loss for the six months ended January 31, 2021 was \$3,613,687 compared to net and comprehensive income of \$777,116 for the six months ended January 31, 2020.

During the six months ended January 31, 2021, the Company had sales revenue of \$1,644,014 (January 31, 2020 - \$2,291,135) which included excise taxes of \$464,765 (January 31, 2020 - \$493,299). This represents a decrease in sales revenue of 39% period to period. The Company has provided price reductions to the provinces in order to move dried cannabis product which directly impacted sales revenue. We have identified the right price to move dried cannabis product quickly which will help in producing revenue, while we concentrate on our 2.0 edible product line. The Company will concentrate on the sale of edibles for the recreational market going forward.

The revenue figures produced a gross margin loss after fair value adjustments of \$2,354,206 (January 31, 2020 – gain of \$2,620,046). The Company realized fair value changes of biological assets sold during the six months ended January 31, 2021 of \$1,155,671 compared to \$1,445,040 in the comparative period. The Company had an unrealized loss on changes in fair value of biological assets held at January 31, 2021 of \$886,613 compared to an unrealized gain of \$3,314,127 in the comparative period. During the six months ended January 31, 2021, it was determined that 403,587 grams of cannabis trim that was stored for extraction purposes would not be used due to aging as it had lost potency and was destroyed. It had a cost of \$359,192 and a fair value of \$1,291,478. This has negatively impacted our gross margin. The Company also had less biological assets on hand at January 31, 2021 which reflects the cyclical nature of growing operations which impacts the unrealized gain on changes in fair value of biological assets negatively. The Company also reduced the fair value of biological assets and inventory held at January 31, 2021 to reflect price reductions to the provinces and higher selling costs.

Depreciation and amortization for the six months ended January 31, 2021 increased slightly to \$487,649 (January 31, 2020 - \$483,519) with more property and equipment in the current period being depreciated and amortized versus the comparative period.

General and administration expenses overall decreased for the six months ended January 31, 2021 to \$648,838 (January 31, 2020 - \$744,829) in order to assist cash flow. In this category, automobile expenses increased to \$3,690 (January 31, 2020 - \$2,689). Bank charges and interest increased to \$170,282 (January 31, 2020 -

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\$145,333) as a direct result of increased debt to finance operations along with the change in the treatment of leases pursuant to IFRS 16 which treats a portion of the rent as interest. Consulting fees decreased to \$6,808 (January 31, 2020 - \$20,886). Director fees increased to \$50,030 (January 31, 2020 - \$12,256) with the monthly fee increased from \$500 to \$2,000 per director starting March 1, 2020. Insurance increased to \$8,086 (January 31, 2020 - \$5,276) reflecting increased insurance rates compared to the prior period. Investor relations decreased to \$33,790 (January 31, 2020 - \$66,156). Legal and accounting decreased to \$96,406 (January 31, 2020 - \$146,574). Office and sundry decreased to \$38,213 (January 31, 2020 - \$59,559). Payroll and benefits decreased to \$178,424 (January 31, 2020 - \$189,020). Property tax decreased to \$15,655 (January 31, 2020 - \$20,990) as there is less excess capacity at the facility on Acland Street which was previously expensed rather than capitalized for production purposes. Strata fees decreased to \$4,104 (January 31, 2020 - \$6,883) as there is less excess capacity at the facility on Acland Street which was previously expensed rather than capitalized for production purposes. Telephone increased slightly to \$8,689 (January 31, 2020 - \$8,489). Transfer agent and filing fees increased to \$29,091 (January 31, 2020 - \$25,251) resulting from increased share transactions. Travel decreased to \$5,570 (January 31, 2020 - \$35,467) as a direct result of the restrictions put on travel due to the COVID-19 pandemic in the current period.

Sales and marketing increased for the six months ended January 31, 2021 to \$20,346 (January 31, 2020 - \$9,294) with the Company working on the rebranding of its website, logo, and product line.

Share-based compensation decreased for the six months ended January 31, 2021 to \$100,819 (January 31, 2020 - \$602,063) with fewer stock options granted and vested during the current period.

Other income and expense items produced net expenses of \$1,829 compared to net expenses of \$3,225 for the comparative period. In this section, there was a foreign exchange loss of \$2,465 (January 31, 2020 - \$3,922). Interest income increased to \$102 (January 31, 2020 - \$41). Other income amounts decreased to \$534 (January 31, 2020 - \$656).

Three months ended January 31, 2021

The Company's net and comprehensive loss for the three months ended January 31, 2021 was \$2,921,510 compared to net and comprehensive income of \$88,191 for the three months ended January 31, 2020.

During the three months ended January 31, 2021, the Company had sales revenue of \$1,021,989 (January 31, 2020 - \$1,246,625) which included excise taxes of \$303,307 (January 31, 2020 - \$493,299). The Company has provided price reductions to the provinces in order to move dried cannabis product which directly impacted sales revenue. Now that we have identified the right price to move dried cannabis product quickly will help in producing revenue, while we concentrate on our 2.0 edible product line. The Company will concentrate on the sale of edibles for the recreational market going forward.

The revenue figures produced a gross margin loss after fair value adjustments of \$2,267,205 (January 31, 2020 – gain of \$960,162). The Company realized fair value changes of biological assets sold during the three months ended January 31, 2021 of \$577,346 compared to \$1,319,362 in the comparative period. The Company had an unrealized decrease on changes in fair value of biological assets held at January 31, 2021 of \$1,485,291 compared to an increase of \$1,824,045 in the comparative period. The Company had less biological assets on hand at January 31, 2021 which reflects the cyclical nature of growing operations which impacts the unrealized gain on changes in fair value of biological assets negatively. The Company also reduced the fair value of biological assets and inventory held at January 31, 2021 to reflect price reductions to the provinces and higher selling costs.

Depreciation and amortization increased for the three months ended January 31, 2021 to \$245,767 (January 31, 2020 - \$244,853) with more property and equipment in the current period being depreciated and amortized versus the comparative period.

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General and administration expenses overall decreased for the three months ended January 31, 2021 to \$328,842 (January 31, 2020 - \$392,908) in order to assist cash flow. In this category, automobile expenses decreased to \$1,802 (January 31, 2020 - \$1,920). Bank charges and interest increased to \$71,126 (January 31, 2020 - \$78,940) as a direct result of increased debt to finance operations along with the change in the treatment of leases pursuant to IFRS 16 which treats a portion of the rent as interest. Consulting fees decreased to \$6,808 (January 31, 2020 - \$20,886). Director fees increased to \$25,558 (January 31, 2020 - \$6,128) with the monthly fee increased from \$500 to \$2,000 per director starting March 1, 2020. Insurance increased to \$3,729 (January 31, 2020 - \$1,074) reflecting increased insurance rates compared to the prior period. Investor relations decreased to \$22,201 (January 31, 2020 - \$32,499). Legal and accounting decreased to \$36,959 (January 31, 2020 - \$81,527). Office and sundry decreased to \$22,461 (January 31, 2020 - \$34,598). Payroll and benefits increased to \$105,593 (January 31, 2020 - \$92,391) with additional persons hired with the addition of the edibles to production. Property tax decreased to \$7,827 (January 31, 2020 - \$10,490) as there is less excess capacity at the facility on Acland Street which was previously expensed rather than capitalized for production purposes. Strata fees decreased to \$2,052 (January 31, 2020 - \$3,312) as there is less excess capacity at the facility on Acland Street which was previously expensed rather than capitalized for production purposes. Telephone decreased slightly to \$3,725 (January 31, 2020 - \$3,784). Transfer agent and filing fees increased to \$17,030 (January 31, 2020 - \$14,619) resulting from increased share transactions. Travel decreased to \$1,971 (January 31, 2020 - \$10,740) as a direct result of the restrictions put on travel due to the COVID-19 pandemic in the current period.

Sales and marketing increased for the three months ended January 31, 2021 to \$10,374 (January 31, 2020 - \$4,210) with the Company working on the rebranding of its website, logo, and product line.

Share-based compensation decreased for the three months ended January 31, 2021 to \$66,199 (January 31, 2020 - \$228,843) with fewer stock options granted and vested during the current period.

Other income and expense items produced net expenses of \$3,123 compared to net expenses of \$1,146 for the comparative period. In this section, there was a foreign exchange loss of \$3,559 (January 31, 2020 - \$1,741). Interest income increased to \$70 (January 31, 2020 - \$14). Other income amounts decreased to \$366 (January 31, 2020 - \$581).

NON-IFRS EARNINGS MEASURE

The Company has reported "Adjusted EBITDA" as we believe that the disclosure of Adjusted EBITDA allows investors to evaluate the operational and financial performance of the Company's ongoing business, using the same evaluation that management uses, and is therefore a useful indicator of the Company's performance or expected performance of recurring operations. "Adjusted EBITDA" is calculated based on EBITDA, or earnings before interest, income taxes, depreciation and amortization, and further adjusted to exclude share-based compensation, realized and unrealized gains and losses on changes in fair value of biological assets, and items of an unusual nature that do not reflect our ongoing operations. EBITDA and Adjusted EBITDA are commonly reported and widely used by investors and lenders as an indicator of a company's operating performance and ability to incur and service debt and as a valuation metric. EBITDA and Adjusted EBITDA do not have any standardized meaning prescribed by IFRS and, therefore, may not be comparable to similar measures presented by other companies and should not be considered as an alternative to measures of performance prepared in accordance with IFRS.

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	For the three months ended		For the six months ended	
	January 31	January 31	January 31	January 31
	2021	2020	2021	2020
Net and comprehensive income (loss) for the period	\$ (2,921,510)	\$ 88,191	\$ (3,613,687)	\$ 777,116
Add back				
Interest	61,914	92,239	158,095	134,016
Depreciation and amortization	245,767	244,853	487,649	483,519
EBITDA⁽¹⁾ from continuing operations	(2,613,829)	425,283	(2,967,943)	1,394,651
Realized fair value changes in biological assets included in inventory sold	577,346	(1,319,362)	1,155,671	(1,445,040)
Share-based compensation	66,199	228,854	100,819	602,063
Unrealized gain (loss) on changes in fair value of biological assets	1,485,291	(1,824,045)	886,613	(3,314,127)
Adjusted EBITDA⁽¹⁾	\$ (484,993)	\$ (2,489,270)	\$ (824,840)	\$ (2,762,453)

LIQUIDITY

The Company does not have positive cash flow from operations; accordingly, it must rely on equity financing to fund operations.

The Company's cash on hand at January 31, 2021 increased to \$771,102 (July 31, 2020 - \$751,459).

At January 31, 2021, the Company's working capital decreased to \$1,040,104 (July 31, 2020 - \$2,469,574).

The Company's current asset balance of \$5,831,720 (July 31, 2020 - \$8,039,001) is comprised of cash of \$771,102 (July 31, 2020 - \$751,459); amounts receivable of \$446,808 (July 31, 2020 - \$225,264); amounts due from related parties of \$107,859 (July 31, 2020 - \$83,143); biological assets of \$1,148,145 (July 31, 2020 - \$3,200,051); inventory of \$3,102,592 (July 31, 2020 - \$3,531,465); and prepaid expenses and deposits of \$255,214 (July 31, 2020 - \$247,619).

The Company's current liabilities total \$4,791,616 (July 31, 2020 - \$5,569,427) is comprised of accounts payable and accrued liabilities of \$2,870,149 (July 31, 2020 - \$2,546,536); commercial operating loan of \$334,009 (July 31, 2020 - \$462,107); current portion of the mortgages payable of \$595,687 (July 31, 2020 - \$1,565,282); current portion of other long term liabilities being the right-of-use leases of \$162,871 (July 31, 2020 - \$153,011); and convertible debentures payable of \$828,900 (July 31, 2020 - \$842,491).

On October 21, 2020, the Company completed the first tranche of a private placement to total \$1,500,000. In the first tranche, the Company issued 1,363,637 units ("Units") at a price of \$0.11 per Unit, for total proceeds of \$150,000. Each Unit consists of one common share and one common share purchase warrant. Each Unit warrant entitles the holder to purchase one common share of the Company for a period of 24 months from closing at a price of \$0.15 per share. Commission of 7% cash was paid and 7% broker warrants for 95,455 broker warrants were issued. The broker warrants have the same terms as the Unit warrants. The Company intends to close additional tranches in the near-term.

On November 12, 2020, the Company completed the second tranche of a private placement to total \$1,500,000 leaving a balance of \$950,000 remaining. In the second tranche, the Company issued 3,636,363 units ("Units") at a price of \$0.11 per Unit, for total proceeds of \$400,000. Each Unit consists of one common share and one common share purchase warrant. Each Unit warrant entitles the holder to purchase one common share of the Company for a period of 24 months from closing at a price of \$0.15 per share. Commission of 10% cash was paid and 7% broker warrants for 254,545 broker warrants were issued. The broker warrants have the same

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terms as the Unit warrants. The Company intends to close additional tranches in the near-term. As of the date of this MD&A, the Company has insufficient working capital to meet its ongoing financial obligations for the coming year.

PROPOSED TRANSACTIONS

There are no proposed asset or business acquisitions or dispositions, other than those in the ordinary course of business as disclosed herein, before the Board of Directors for consideration.

OFF-BALANCE SHEET ARRANGEMENTS

None.

RELATED PARTY TRANSACTIONS

Key management personnel are those persons having the authority and responsibility for planning, directing, and controlling activities of the entity, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board of Directors. Compensation provided to key management personnel is as follows:

	January 31 2021	January 31 2020
Director fees	\$ 47,000	\$ 12,000
Interest	-	2,511
Rent	67,600	67,600
Salaries and benefits	150,000	123,308
Share-based compensation	12,766	87,093
	\$ 277,366	\$ 292,512

The Company initially signed a month-to-month lease for premises from its Chief Executive Officer and Chief Financial Officer. The lease began on August 1, 2016 with monthly payments of \$2,600 plus Goods and Services Tax along with 75% of all operating costs. Effective June 17, 2018, the lease was amended to a fixed term expiring August 31, 2019 with the right to renew the lease under the same terms for four three-year terms for \$3,467 per month plus Goods and Services Tax along with 100% of all operating costs. The lease was renewed for another three-year term. A security deposit of \$3,467 was also paid.

The Company signed a month-to-month lease for premises from its Chief Financial Officer. The lease began on July 10, 2017 with monthly payments of \$2,600 plus Goods and Services Tax along with all operating costs. Effective June 17, 2018, the lease was amended to a fixed term expiring August 31, 2019, with the right to renew the lease under the same terms for four three-year terms for \$2,600 per month plus Goods and Services Tax along with 100% of all operating costs. The lease was renewed for another three-year term. A security deposit of \$2,600 was also paid.

The Company initially signed a month-to-month lease for premises from its Chief Executive Officer and Chief Financial Officer. The lease began on October 2, 2017 with monthly payments of \$2,600 plus Goods and Services Tax along with all operating costs. Effective June 17, 2018, the lease was amended to a fixed term expiring September 30, 2019 with the right to renew the lease under the same terms for four three-year terms for \$2,600 per month plus Goods and Services Tax along with 100% of all operating costs. The lease was renewed for another three-year term. A security deposit of \$2,600 was also paid.

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The Company initially signed a month-to-month lease for premises from its Chief Executive Officer and Chief Financial Officer. The lease began on January 12, 2017 with monthly payments of \$2,600 plus Goods and Services Tax along with all operating costs. Effective June 17, 2018, the lease was amended to a fixed term expiring August 31, 2019 with the right to renew the lease under the same terms for four three-year terms for \$2,600 per month plus Goods and Services Tax along with 100% of all operating costs. The lease was renewed for another three-year term. A security deposit of \$2,600 was also paid.

On January 13, 2020, the Company issued 5,333,333 Units of a non-brokerage private placement to John Miller, the President and CEO, in exchange for bona fide debt owing by the Company in the amount of \$800,000. Each Unit consists of one common share and one common share purchase warrant. Each Warrant entitles the holder to purchase one Common Share of the Company for a period of 24 months from closing at a price of \$0.18 per share for the first three months, at \$0.25 during the following three months, at \$0.50 for the three months following that, and at \$0.80 during the final fifteen months. Warrants were valued at \$Nil using the residual value method. No finder's fees were paid.

At January 31, 2021, the Chief Executive Officer owes \$103,534 (July 31, 2020 - \$70,761) to the Company and the Chief Financial Officer owes \$4,325 (July 31, 2020 - \$12,492).

Close family members of the Chief Executive Officer were paid salaries in the amount of \$50,004 (January 31, 2020 - \$63,308) for the six months ended January 31, 2021.

Amounts due to or from related parties are unsecured, do not bear interest, and are classified as a current asset or liability due to their nature and expected time of repayment.

CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors or officers, or may be associated with other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (BC) ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value of financial assets and liabilities that are measured at fair value on a recurring basis

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether the price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Under IFRS 13, Fair Value Measurement establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist.

The biological assets are carried at fair value, calculated in accordance with Level 3. The significant unobservable inputs used to fair value biological assets include estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, sales prices, wastage, and expected yields from the cannabis plants.

The convertible debentures are carried at fair value at issuance using a discount rate of 12%.

The carry values of cash, amounts receivable, accounts payable and accrued liabilities, commercial operating loan, mortgages payable, and advances to/from related parties all approximate their fair values due the short term nature of the financial instrument, or the market rates of interest attached thereto.

Market risk

Market risk is the risk of loss that the fair value of future cash flows of a financial instrument held by the Company will fluctuate because of changes in market prices. The Company faces market risk from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

Interest rate risk

Interest rate risk consists of two components: to the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and to the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to fair value interest rate risk.

Current financial assets and financial liabilities are generally not exposed to significant cash flow interest rate risk because of their short-term nature, fixed interest rates, and maturity. The Company is exposed to cash flow interest rate risk on the line of credit if a draw down amount is not repaid within three months. The Company is not exposed to cash flow interest rate risk on the advances from related parties which are without interest. The Company is not exposed to cash flow interest rate risk on the mortgages payable with fixed interest rates.

The Company may be exposed to fair value interest rate risk if the prevailing market rates increase or decrease compared to the interest rates associated with its financial assets and liabilities. Management does not believe this risk is significant.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in a foreign currency.

At January 31, 2021, the Company is exposed to foreign currency risk with respect to its US denominated bank accounts and accounts payable, and Euro and Australian denominated accounts payable.

At January 31, 2021, financial instruments were converted at a rate of \$1 US dollar to \$1.2780 Canadian, \$1.5513 Euro to \$1 Canadian, and \$0.9793 AUD to \$1 Canadian.

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The Company has not entered into any foreign currency contracts to mitigate foreign currency risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist primarily of cash, and amounts receivable. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. For amounts receivable, the Company limits its exposure to credit risk by dealing with what management believes to be financially sound counter parties. The Company has assessed the impairment of its amounts receivable using the ECL model and no material difference was noted. At January 31, 2021, all amounts receivable are current.

The Company's financial assets are not subject to material credit risk as it does not anticipate significant loss for non-performance.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments, or a proposed transaction. The Company manages liquidity risk by maintaining adequate cash balances when possible.

The Company's expected source of cash flow in the upcoming year will be through sales and debt or equity financing. Cash on hand at January 31, 2021 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational and expansion needs. The Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof.

Capital risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to stakeholders through a suitable debt and equity balance appropriate for an entity of the Company's size and status. The Company's overall strategy remains unchanged from last year.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, warrants, reserves, and deficit. The availability of new capital will depend on many factors including positive stock market conditions, the Company's track record, and the experience of management. The Company is not subject to any external covenants on its capital.

Price risk

Price risk is the risk that the fair value of investments will decline below the cost of the underlying investments. The Company is not exposed to price risk as it has no investments held for sale.

OTHER RISKS AND UNCERTAINTIES

The Company is the development stage with respect to its medical cannabis and adult-use cannabis business. In conducting its business, the Company is subject to a number of risks and uncertainties that could have a material adverse effect on the Company's business prospects or financial condition that could result in a delay or indefinite postponement in the development of the Company's business. The following risk factors should be carefully considered in evaluating the Company. The risks presented below may not be all of the risks that the Company may face. It is believed that these are the factors that could cause actual results to be different from expected and historical results. The market in which the Company currently competes is very competitive and changing rapidly. Sometimes new risks emerge and management may not be able to predict all of them, or be

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able to predict how they may cause actual results to be different from those contained in any forward-looking statements.

COVID-19

The transmission of COVID-19 and efforts to contain its spread have recently resulted in international, national and local border closings, travel restrictions, significant disruptions to business operations, supply chains and customer activity and demand, service cancellations, reductions and other changes, and quarantines, as well as considerable general concern and uncertainty. The impact of the COVID-19 crisis has and may continue to have a significant impact on our business. Other results of COVID-19 that may negatively affect us are further increased costs resulting from our efforts to mitigate the impact of COVID-19; deterioration of worldwide credit and financial markets that could limit our ability to obtain external financing to fund our operations and capital expenditures, result in losses on our holdings of cash and investments. Material adverse effects on our employees, customers, suppliers and/or logistics providers could have material adverse effects on us.

Profitability of operations

The Company does not have profitable operations at this time and it should be anticipated that it will operate at a loss until such time that sufficient revenue is achieved or if a profit is in fact ever achieved. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

Going concern

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its on-going commitments and further its medical cannabis and adult-use cannabis business.

Reliance on license

The Company's ability to grow, store, and sell medical cannabis and adult-use cannabis in Canada is dependent on the license issued from Health Canada. Failure to comply with the requirements of the license or any failure to maintain this license would have a material adverse impact on the business, financial condition, and operating results of the Company.

Regulatory risks

The activities of the Company are subject to regulation by governmental authorities, particularly Health Canada. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

Change in laws, regulations, and guidelines

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage, and disposal of medical cannabis and adult-use cannabis but also including laws and regulations relating to health and safety, the conduct of operations, and the protection of the environment. While to the knowledge of management, the Company is currently in compliance with all such laws, changes to such laws, regulations, and guidelines due to

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matters beyond the control of the Company may cause adverse effects to the Company's operations.

Limited operating history

The Company has yet to generate significant revenue from the sale of products. The Company is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Reliance on management

The success of the Company is dependent upon the ability, expertise, judgment, discretion, and good faith of its management. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot ensure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results, or financial condition.

Factors which may prevent realization of growth targets

The Company is currently in the development stage. The Company's growth strategy contemplates outfitting the facility with additional production resources. There is a risk that these additional resources will not be achieved on time, on budget, or at all, as they are can be adversely affected by a variety of factors, including the following:

- delays in obtaining, or conditions imposed by, regulatory approvals;
- plant design errors;
- environmental pollution;
- non-performance by third party contractors;
- increases in materials or labour costs;
- construction performance falling below expected levels of output or efficiency;
- breakdown, aging, or failure of equipment or processes;
- contractor or operator errors;
- labour disputes, disruptions, or declines in productivity;
- inability to attract sufficient numbers of qualified workers;
- disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions, earthquakes, or storms.

As a result, there is a risk that the Company may not have product or sufficient product available for shipment to meet the anticipated demand or to meet future demand when it arises.

The Company has a history of net losses, may incur significant net losses in the future, and may not achieve or maintain profitability.

The Company has incurred losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, the Company will not be profitable.

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Additional financing

The building and operation of the Company's facilities and business are capital intensive. In order to execute the anticipated growth strategy, the Company will require additional equity and/or debt financing to support on-going operations, to undertake capital expenditures, and/or to undertake acquisitions or other business combination transactions. The Company will require additional financing to fund its operations to the point where it is generating positive cash flows.

Competition

The Company faces intense competition from other companies, some of which have more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, and results of operations of the Company.

Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. If the number of users of medical cannabis and adult-use cannabis in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales, and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales, and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition, and results of operations of the Company.

Risks inherent in an agricultural business

The Company's business involves the growing of medical cannabis and adult-use cannabis, an agricultural product. As such, the business is subject to the risks inherent in the agricultural business such as insects, plant diseases, and similar agricultural risks. Although the Company grows its products indoors under climate controlled conditions and carefully monitors the growing conditions with trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of its products.

Vulnerability to rising energy costs

The Company's medical cannabis and adult-use cannabis growing operations will consume considerable energy, making the Company vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business of the Company and its ability to operate profitably.

Transportation disruptions

Due to the perishable and premium nature of the Company's products, the Company will depend on fast and efficient courier services to distribute its product. Any prolonged disruption of this courier service could have an adverse effect on the financial condition and results of operations of the Company. Rising costs associated with the courier services used by the Company to ship its products may also adversely impact the business of the Company and its ability to operate profitably.

Unfavourable publicity or consumer perception

The Company believes the medical cannabis and adult-use cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy, and quality of the medical cannabis and adult-use cannabis produced. Consumer perception of the Company's products can be significantly influenced by scientific

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research or findings, regulatory investigations, litigation, media attention, and other publicity regarding the consumption of medical cannabis and adult-use cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention, or other research findings or publicity will be favourable to medical cannabis or adult-use cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and cash flows of the Company. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, the efficacy, and quality of medical cannabis and adult-use cannabis in general, or the Company's products specifically, or associating the consumption of medical cannabis and adult-use cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

Product liability

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action, and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of the Company's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products.

Product recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company has detailed procedures in place for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and

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could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Reliance on key inputs

The Company's business is dependent on a number of key inputs and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition and operating results of the Company. Some of these inputs may only be available from a single supplier or a limited group of suppliers. If a sole source supplier was to go out of business, the Company might be unable to find a replacement for such source in a timely manner or at all. If a sole source supplier were to be acquired by a competitor, that competitor may elect not to sell to the Company in the future. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition, and operating results of the Company.

Dependence on suppliers and skilled labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. It is also possible that the final costs of the major equipment contemplated by the Company's capital expenditure program may be significantly greater than anticipated by the Company's management, and may be greater than funds available to the Company, in which circumstance the Company may curtail, or extend the timeframes for completing, its capital expenditure plans. This could have an adverse effect on the financial results of the Company.

Difficulty to forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the medical cannabis and adult-use cannabis industry in Canada. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations, and financial condition of the Company.

Operating risk and insurance coverage

The Company has insurance to protect its assets, operations, and employees. While the Company believes its insurance coverage addresses all material risks to which it is exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations, and financial condition could be materially adversely affected.

Management of growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to

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implement and improve its operational and financial systems and to expand, train, and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Conflicts of interest

Certain of the directors and officers of the Company are also directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect its ability to continue operating and the market price for the Company's common shares and could use significant Company resources. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

Environmental and employee health and safety regulations

The Company's operations are subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. The Company will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on our manufacturing operations. In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations, and financial condition of the Company.

Dividends

The Company has no earnings or dividend record, and does not anticipate paying any dividends on the common shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of the consolidated financial statements using accounting policies consistent with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. The preparation of the consolidated financial statements also requires management to exercise judgment in the process of applying the accounting policies.

In the preparation of these consolidated financial statements, management has made judgments, aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the consolidated financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key estimates and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year:

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Impairment of non-financial assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the asset and a suitable discount rate in order to calculate present value. The assessment of any impairment of assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

Share-based compensation

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the Company's profit or loss.

Purchase price allocation

The allocation of the purchase price and subsequent costs between land and building on the acquisition of properties requires judgment. The allocations are determined using the property tax assessments when the properties are acquired.

Biological assets and inventory

In calculating the fair value less costs to sell of biological assets and the cost of inventory, management makes a number of estimates related to inputs and variables, including the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, sales price, wastage, and expected yields from the cannabis plant.

Estimated useful lives, and depreciation and amortization of property and equipment

Depreciation and amortization of property, plant, and equipment are dependent upon estimates of useful lives which are determined through the exercise of judgment.

Convertible debentures payable

The Company has issued convertible debentures as described in Note 14 of the audited consolidated financial statements. The accounting for convertible debentures, a complex compound financial instrument, requires judgment in determining the discount rate applicable to the Company and the instrument. Should it be determined that the discount rate was not appropriate, then the carrying value and the recognition of expenses across the life of the instrument could be materially different.

Income taxes

The measurement of deferred income tax assets requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the annual consolidated financial statements.

Application of IFRS 16

The Company applies judgment in determining whether lease contracts contain an identified asset, whether the Company has the right to control the asset and the lease term. The lease term is based on considering the

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facts and circumstances, both qualitative and quantitative, which can create economic incentive to exercise renewal options. The discount rate applied is based on the judgment of management as to what rate most approximately reflects the incremental borrowing rate of the Company.

CAPITAL RESOURCES**Common shares**

	Issued Number	Amount
Balance, July 31, 2019	152,867,404	\$ 30,194,842
Shares issued for cash	1,342,319	201,348
Shares issued for debt	5,333,333	800,000
Stock options exercised	100,000	15,000
Fair value of stock options exercised	-	11,592
Shares cancelled under Normal Course Issuer Bid	(1,217,000)	(163,444)
Balance, July 31, 2020	158,426,056	31,059,338
Shares issued for cash	5,000,000	550,000
Share issuance costs	-	(50,500)
Stock options exercised	412,500	61,875
Fair value of stock options exercised	-	46,176
Balance, March 31, 2021	163,838,556	\$ 31,666,889

Escrow Shares

Currently 690 shares (July 31, 2020 – 690) are held in escrow.

Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2019	28,687,981	\$ 0.7875
Warrants issued	6,675,652	0.5000
Balance, July 31, 2020	35,363,633	0.7333
Warrants expired	(8,348,753)	1.4073
Warrants issued	5,000,000	0.1500
Balance, March 31, 2021	32,014,880	\$ 0.5119

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Expiry Date	Remaining Life (Years)	Number of Warrants	Exercise Price
September 25, 2021	0.49	1,344,086	1.1625
October 2, 2021	0.51	1,428,572	1.0875
December 10, 2021	0.70	1,449,275	0.5750
January 13, 2022	0.79	6,675,652	0.5000
January 18, 2022	0.80	1,479,289	0.5630
January 30, 2022	0.84	1,552,795	0.5380
February 8, 2022	0.86	1,449,275	0.5750
February 28, 2022	0.92	1,623,377	0.5120
March 14, 2022	0.95	1,623,377	0.5120
March 29, 2022	0.99	1,901,141	0.4380
July 15, 2022	1.29	5,222,219	0.3000
July 22, 2022	1.31	1,265,822	0.2620
October 22, 2022	1.56	1,363,637	0.1500
November 12, 2022	1.62	3,636,363	0.1500
		32,014,880	\$ 0.5119

Agent Warrants

	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2019 and 2020	5,385,000	\$ 1.20
Warrants issued	350,000	0.15
Balance, March 31, 2021	5,735,000	\$ 1.14

Expiry Date	Remaining Life (Years)	Number of Warrants	Exercise Price
March 13, 2022	0.95	5,385,000	\$ 1.20
October 22, 2022	1.56	95,455	0.15
November 12, 2022	1.62	254,545	0.15
		5,735,000	\$ 1.14

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Options

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2019	12,000,000	\$ 0.654
Options granted	3,100,000	0.150
Options exercised	(100,000)	0.150
Options cancelled	(3,475,000)	0.530
Options expired	(400,000)	1.100
Balance, July 31, 2020	11,125,000	0.535
Options granted	9,050,000	0.212
Options exercised	(412,500)	0.150
Options cancelled	(1,375,000)	0.546
Options expired	(7,800,000)	0.630
Balance, March 31, 2021	10,587,500	\$ 0.202

Date of Grant	Expiry Date	Remaining Life (Years)	Number of Options Vested	Number of Options Outstanding	Exercise Price
December 12, 2019	December 12, 2021	0.70	1,375,000	1,375,000	0.150
March 9, 2020	March 9, 2022	0.94	50,000	50,000	0.150
May 26, 2020	May 26, 2022	1.15	225,000	262,500	0.150
February 11, 2021	February 11, 2023	1.87	2,100,000	8,400,000	0.215
March 16, 2021	March 16, 2023	1.96	50,000	500,000	0.165
			3,800,000	10,587,500	\$ 0.202

DIRECTORS AND OFFICERS

The Company's directors and officers as of the date of this MD&A are:

John Miller	President, Chief Executive Officer, Director
Hee Jung Chun	Chief Financial Officer, Director
Dr. Ashish Dave	Independent Director
Penelope Laine	Independent Director

ADDITIONAL INFORMATIONAdditional information relating to the Company can be found on SEDAR at www.sedar.com.