Love Pharma Inc. (formerly Glenbriar Technologies Inc.)

FORM 2A

LISTING STATEMENT

September 22, 2021

NOTICE TO READER

Psilocybin is currently a Schedule III drug under the *Controlled Drugs and Substances Act* (Canada) and it is a criminal offence to possess substances under the *Controlled Drugs and Substances Act* (Canada) without a prescription. Health Canada has not approved psilocybin as a drug for any indication. The Issuer (as defined herein) does not deal with psychedelic substances except indirectly within laboratory and clinical trial settings conducted within approved regulatory frameworks in order to identify and develop treatments for medical conditions and, further, does not have any direct or indirect involvement with illegal selling, production or distribution of any substances in jurisdictions in which it operates. While the Issuer believes psychedelic substances can be used to treat certain medical conditions, it does not advocate for the legalization of psychedelics substances for recreational use.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this Listing Statement that are not historical facts are "*forward-looking statements*" or "*forward-looking information*" (collectively, "**Forward-Looking Information**") (within the meaning of applicable Canadian securities legislation).

Forward-Looking Information includes, but is not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the acquisition of certain intellectual property rights; permitting time lines and requirements for additional capital. In certain cases, Forward-Looking Information can be identified by the use of words such as "*plans*", "*expects*", "*intends*" or "*does not expect*", "*is expected*", "*budget*", "*scheduled*", "*estimates*", "*forecasts*", "*intended*", "*anticipates*", or "*does not anticipate*", or "*believes*" or variations of such words and phrases or statements that certain actions, events or results "*may*", "*could*", "*would*", "*might*" or "*will be taken*", "*occur*", or "*be achieved*".

In disclosing the Forward-Looking Information in this Listing Statement, the Issuer has applied several material assumptions, including, but not limited to, the assumption that additional financings needed will be available on reasonable terms, that the development of its wellness product business can be achieved, that general business and economic conditions will not change in a materially adverse manner, that a patent will be issued in due course for its delivery system for Nabilone and that all necessary governmental approvals (if any) will be obtained in a timely manner and on acceptable terms in respect to its business lines. Other assumptions are discussed throughout this Listing Statement and, in particular, in the "*Risk Factors*" found in this Listing Statement.

Forward-Looking Information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Issuer to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Information. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in product development based upon changes in business plans; future prices of the Issuer's products; availability of third party contractors; availability of equipment, delays in obtaining governmental approvals or financing; as well as those factors discussed in the "*Risk Factors*" found in this Listing Statement.

Although the Issuer has attempted to identify important factors that could affect the Issuer and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information 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 Information.

The Forward-Looking Information contained in this Listing Statement is made as of the date hereof and, unless so required by applicable law, the Issuer undertakes no obligation to update

publicly or revise any Forward-Looking Information, whether as a result of new information future events or otherwise. The Forward-Looking Information contained in this Listing Statement is expressly qualified by this cautionary statement.

All information in this Listing Statement is as of September 22, 2021 unless otherwise indicated.

GENERAL MATTERS

Currency

Unless otherwise indicated herein, references to "$", "CDN$" or "Canadian dollars" are to Canadian dollars.

Accounting Principles

All financial information in this Listing Statement is prepared in accordance with International Financial Reporting Standards.

Information Concerning the Target

The information contained or referred to in this Listing Statement relating to the Target has been furnished by the Target. In preparing this Listing Statement, the Issuer has relied upon the Target to ensure that the Listing Statement contains full, true and plain disclosure of all material facts relating to the Target. Although the Issuer has no knowledge that would indicate that any statements contained herein concerning the Target are untrue or incomplete, neither the Issuer nor any of its principals assumes any responsibility for the accuracy or completeness of such information or for any failure by the Target to ensure disclosure of events or facts that may have occurred which may affect the significance or accuracy of any such information.

Market and Industry Data

The industry data contained in this Listing Statement is based upon information from independent industry and other publications and the Issuer's management's knowledge of, and experience in, the industry in which the Resulting Issuer will operate. None of the sources of industry data have provided any form of consultation, advice or counsel regarding any aspect of, or is in any way whatsoever associated with, the Target Acquisition. Industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data are not guaranteed. The Issuer has not independently verified any of the data from third party sources referred to in this Listing Statement or ascertained the underlying assumptions relied upon by such sources.

GLOSSARY OF TERMS

For the assistance of Shareholders, the following is a glossary of terms used frequently throughout this Listing Statement. Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. Certain additional terms are defined within the body of this Listing Statement and in such cases, will have the meanings ascribed thereto.

Merger Agreement	The merger agreement dated October 30, 2020 between the Issuer and the Target, as amended on December 31, 2020.
Arm's Length Transaction	A transaction which is not a related party transaction as defined under applicable securities laws. The Fundamental Change Transaction described in this Listing Statement is an Arm's Length Transaction.
Associate	Unless specified otherwise, has the meaning ascribed to such term in the *Securities Act* (British Columbia), as amended, including the regulations promulgated thereunder.
Audit Committee	The audit committee of the Board.
BCBCA	The *Business Corporations Act* (British Columbia), S.B.C. 2002, c.57, as amended from time to time, including the regulations promulgated thereunder.
Board of Directors or Board	The board of directors of the Issuer or the Resulting Issuer, as the context requires.
CBD	Cannabidiol, or CBD for short, is a non-intoxicating cannabinoid found in cannabis. Cannabidiol is the second-most abundant cannabinoid in the plant after tetrahydrocannabinol (THC). It has many potential therapeutic benefits, including anti-inflammatory, analgesic, anti-anxiety, and seizure-suppressant properties.
CEO	Each individual who served as Chief Executive Officer of the Issuer or acted in a similar capacity during the most recently completed financial year.
CFO	Each individual who served as Chief Financial Officer of the Issuer or acted in a similar capacity during the most recently completed financial year.
Closing	The closing of the Fundamental Change Transaction.
Closing Date	The date on which the Closing occurs, as agreed by the Issuer and the Target and the Target Shareholders.
Common Shares	The common shares without par value in the capital of the Issuer.

company	unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
Control Person	Any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not affect the control of the issuer
CSE	Canadian Securities Exchange
CSE Policies	The rules and policies of the CSE in effect as of the date hereof.
executive officer	(i) the chair, (ii) the vice-chair, (iii) a vice-president in charge of a principal business unit, division or function, including sales, finance or production; (iv) an officer, including of a subsidiary, who performs a policy making functions; (v) or any other individual performing policy making functions of a company, including the Issuer, the Target or the Resulting Issuer.
FDA	United States Food and Drug Administration
Financing	The financing completed by the Target concurrent with the Fundamental Change Transaction to raise up to $1,500,000 through the sale of Units at a price of $0.07 per Unit on a non-brokered basis.
Fundamental Change Transaction	The fundamental change of the Issuer upon the completion of Target Acquisition and the concurrent acquisition of 100% of the issued and outstanding shares of 1288339 B.C. Ltd., pursuant to which the Issuer redirected its resources and changed the nature of its business from that of a technology issuer to a life sciences company, all as more particularly described in this Listing Statement.
IFRS	International Financial Reporting Standards.
Insider	if used in relation to a company, means: (a) a director or senior officer of a company; (b) a director or senior officer of a company that is an Insider or subsidiary of a company; (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of a company; or

(d) a company itself if it holds any of its own securities.

Issuer	Love Pharma Inc., formerly Glenbriar Technologies Inc., a corporation continued under the BCBCA and listed on the CSE under the trading symbol “LUV”.
IP	Intellectual Property
Listing Statement	This listing statement dated September 22, 2021
Listing Date	The date on which the Resulting Issuer resumes trading on the CSE after the completion of the Fundamental Change Transaction.
MD&A	Management’s discussion and analysis, as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators.
Named Executive Officer or NEO	One of the (i) the CEO, (ii) the CFO, (iii) each of the Issuer’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, or (iv) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Issuer, nor in a similar capacity, as at the end of the most recently completed financial year end.
NI 52-110	National Instrument 52-110 Audit Committees as adopted the Canadian Securities Administrators and the companion policies and forms thereto, as amended from time to time
person	Broadly interpreted and includes any natural person, partnership, limited partnership, joint venture, syndicate, sole proprietorship, body corporate with or without share capital, unincorporated association, trust, trustee, executor, administrator or other legal personal representative.
Placement Warrant	The warrants issuable as part of the Units in the Financing, each entitling the holder to acquire a Common Share at a price of $0.10 per Common Shares for a period of two years from closing of the Financing.
Product License	The arms-length Royalty Agreement and Product License agreement between 212774 Alberta Ltd. and Callitas Health Inc. dated May 20, 2020.

Psilocybin/Psilocin License	The Royalty Agreement and Product License between 1288339 BC Ltd. and Callitas Health Inc. dated February 1, 2021.
Psilocin	(also known as 4-HO-DMT, 4-hydroxy DMT, psilocine, psilocyn, or psilotsin) is a substituted tryptamine alkaloid and a serotonergic psychedelic substance. It is present in most psychedelic mushrooms together with its phosphorylated counterpart psilocybin.
Psilocybin	A hallucinogenic chemical produced by more than 100 species of mushrooms worldwide.
Resulting Issuer	The Issuer, following completion of the Fundamental Change Transaction.
Resulting Issuer Stock Option Plan	The stock option plan of the Resulting Issuer
SEDAR	The System for Electronic Document Analysis and Retrieval as located on the internet at www.sedar.com.
Shareholders	Holders of one or more Common Shares.
Stock Option Plan	The current incentive stock option plan of the Issuer.
Stock Options	Existing options granted by the Issuer pursuant to the Stock Option Plan.
Target	Kick Pharmaceuticals Inc. a company incorporated pursuant to the laws of British Columbia.
Target Acquisition	The acquisition of 100% of the issued and outstanding Target Shares by the Issuer pursuant to the Merger Agreement.
Target Shareholders	The holders of the Target Shares.
Target Shares	The common shares in the capital of the Target.
Transfer Agent	Odyssey Trust.
THC	THC is the component in cannabis that is primarily responsible for its intoxicating, psychoactive effects.
Unit	A unit offered pursuant to the Financing at a price of $0.07 per unit, each comprised of one Target Share and one Placement Warrant.
United States or USA	The United States of America, its territories and possessions, any state of the United States and the District of Columbia.

2. CORPORATE STRUCTURE

Corporate Name and Office

On September 20, 2021, the Issuer changed its name to Love Pharma Inc. from Glenbriar Technologies Inc. The head office of the Issuer is located at Suite 1780 – 355 Burrard Street Vancouver, British Columbia V7X 1B1. The registered office of the Issuer is located at 250 Howe Street, 20th Floor, Vancouver, BC V6C 3R8

Jurisdiction of Incorporation & Material Amendments

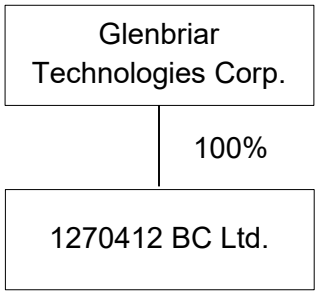
The Issuer was incorporated under the *Business Corporations Act* (Alberta) on July 15, 1994 as Glenbriar Developments Ltd. The Issuer was formed by the amalgamation of Glenbriar Technologies Inc. and Peartree Software Inc. on October 1, 2011. On September 20, 2021, the Issuer continued under the Business Corporations Act (British Columbia) and changed its name to Love Pharma Inc. from Glenbriar Technologies Inc. Subsequent to closing the of the Fundamental Change Transaction and the concurrent shares issuances contemplated hereunder, the Issuer consolidated its issued and outstanding common shares on a one new for two old share basis. All share numbers in this Listing Statement are on a post-consolidation basis.

The Issuer is a reporting issuer in the provinces of British Columbia, Ontario and Alberta.

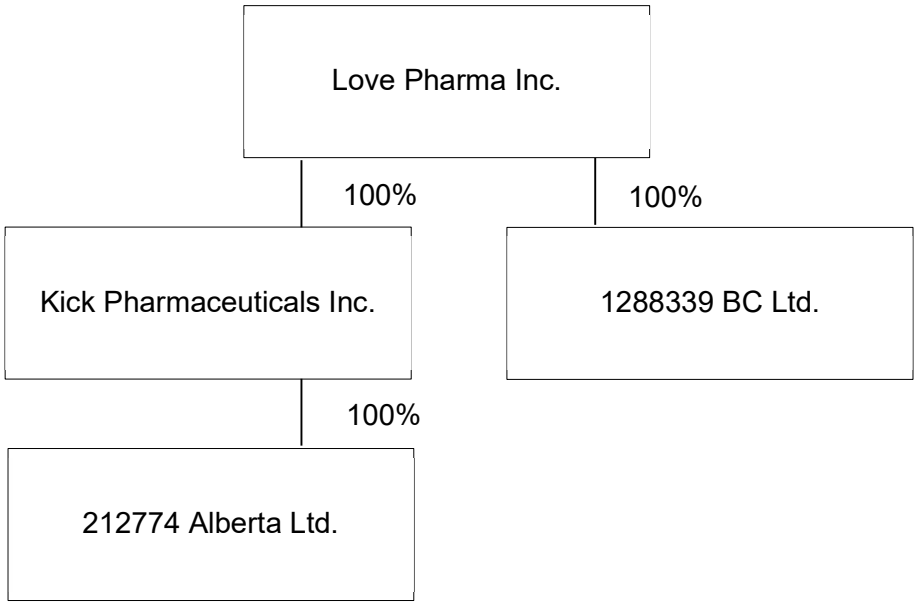
Intercorporate Relationships

The Issuer has two (2) wholly-owned subsidiaries, Kick Pharmaceuticals Inc., a corporation incorporated under the BCBCA, and 1288339 B.C. Ltd, a corporation incorporated under the BCBCA. Kick Pharmaceuticals Inc. has one active (1) wholly-owned subsidiary, 212774 Alberta Ltd., a corporation incorporated under the *Business Corporations Act* (Alberta).

The following diagram outlines the corporate structure of the Issuer prior to completion of the Fundamental Change Transaction:



The following diagram outlines the corporate structure of the Issuer after completion of the Fundamental Change Transaction. Kick has 3 inactive subsidiaries – Nabilone Pharma Inc., Life Pharmaceuticals Company Inc. and LSB Life Sciences Biotech Inc. that exist only to hold title to the various technologies and are not discussed further in this Listing Statement.



Fundamental Change

The Issuer has requalified on the CSE from a technology issuer to a life sciences issuer following the completion of the Fundamental Change Transaction. The Fundamental Change Transaction was effected by the completion of Target Acquisition and the concurrent acquisition of 100% of the issued and outstanding shares of 1288339 B.C. Ltd., pursuant to which the Issuer redirected its resources and changed the nature of its business from that of a technology issuer to a life sciences issuer. See "*General Development of the Business – Fundamental Change Transaction*".

The Issuer is currently listed on the CSE and its Common Shares trade under the symbol "LUV". On November 1, 2018 the CSE designated the Issuer as an inactive issuer, resulting in the trading symbol at the time being amended with the addition of an x. Trading of the Common Shares was halted on September 18, 2019 in connection with the Issuer's announcement of a previously proposed fundamental change transaction, and remained halted while the Issuer pursued approval of the current Fundamental Change Transaction. The Common Shares are anticipated to begin trading again upon the release of the Final Exchange Bulletin following the completion of the Fundamental Change Transaction.

3. GENERAL DEVELOPMENT OF THE BUSINESS

The Issuer is currently a life sciences issuer, and its primary focus is: (i) the development of wellness products and the completion of manufacturing arrangements, marketing channels and

advertising to drive sales of its primary wellness products into markets in the United Kingdom and the European Union; and (ii) the development of innovative drug delivery systems.

During the 2020, 2019 and 2018 financial years, the Issuer was an inactive shell company searching for suitable assets or businesses to acquire or with which to merge with a view to maximizing value for shareholders.

Historical Development of the Business

On June 11, 2017, Uniserve Communications Corporation ("**Uniserve**") invested $800,000 in the Issuer in exchange for a 61.3% equity ownership interest in the Issuer. These funds were used to retire loans and other financial obligations of the Issuer. At this time the Issuer carried on the business of providing information technology and software services.

Effective June 30, 2017, Uniserve acquired an additional 20% of the issued and outstanding shares of the Issuer from the directors of the Issuer. Upon completion of this share acquisition, Uniserve owned 81.3% of the issued and outstanding shares of the Issuer.

On October 1, 2017, the Issuer entered into an agreement with Uniserve to assign, sell, and transfer all of the Issuer's rights, title and interest in and to all of the Issuer's assets used or in any way connected with the conduct of its business of providing information technology and software licensing, consulting, support and services (the "**Asset Sale**"). The completion of the Asset Sale left the Issuer without an operating business.

On March 10, 2019, the Issuer entered into an arms-length letter of intent with Eleos Robotics Inc. ("**Eleos**") to acquire all of the issued and outstanding shares of Elios. The primary focus of Elios' business was the development of a weed control robot for certain agricultural segments (the "**Proposed Eleos Acquisition**"). The parties agreed not to proceed with the Proposed Eleos Acquisition on January 27, 2020 and in its stead, the Issuer acquired an 18% equity ownership interest in Eleos, represented by 744,691 common non-voting shares of Eleos, as consideration for the cumulative $655,000 in advances made to, or on behalf of, Eleos in connection with the Proposed Eleos Acquisition up to the date of termination. Eleos is a private company and in accordance with IFRS guidance, the Issuer has recorded the value of its investment at cost.

Fundamental Change Transaction

On November 4, 2020, the Issuer announced that it had entered into the Merger Agreement with Kick Pharmaceuticals Inc. (the "**Target**"), a Vancouver based company in the health and wellness business, and the Issuer's wholly owned subsidiary, 1270412 B.C. Ltd., establishing the terms and conditions of the Target Acquisition.

In addition, the Issuer entered into an arms-length purchase and sale agreement with 1288339 BC Ltd. dated March 5, 2021 pursuant to which the Issuer agreed to acquire all of the issued and outstanding shares of 1288339 BC Ltd. by the issuance of 20,000,000 (40,000,000 pre-consolidation) Common Shares at a deemed price of $0.10 (a fair value of $0.06 for accounting purposes). 2,500,000 (5,000,000 pre-consolidation) Common Shares were issued to Callitas

Health Inc. ("**Callitas**") (listed under the symbol LILY on the CSE) pursuant to a license agreement entered into between 1288339 BC Ltd. and Callitas. This transaction closed concurrently with Closing of the Target Acquisition.

The Fundamental Change Transaction was a reverse takeover of the Issuer by the Target, with the shareholders of the Target owning approximately 58%, the current shareholders of the Issuer holding approximately 36% and the shareholders of 1288339 BC Ltd. owning approximately 6% of the issued and outstanding shares of the Issuer post-Transaction. The Transaction closed on September 21, 2021.

Kick Pharmaceuticals Inc. was founded in 2020 and is a specialized health and wellness company with exclusive rights/licenses to produce, market, package, sell and distribute six (6) pharmaceutical and therapeutic products throughout Europe, North America and the United Kingdom. Many of the products are sale-ready, with proven history and significant sales upside once marketed and sold at scale, and are focused on the global sexual wellness and enhancement market. The Target also holds the rights to a patent application for an alternate delivery system for the drug Nabilone, an FDA approved, medical grade synthetic cannabinoid.

On May 20, 2020, 212774 Alberta Ltd. entered into an arms-length royalty and product license agreement with Callitas Health Inc. (the "**Product License**"). Subsequently the Target acquired 212774 Alberta Ltd. on November 5, 2020 for 137,500,000 Target Shares. The Product License provides the Target the right to use Callitas' technology to produce, market and sell Callitas' products, including CBD oral strips, CBD biphasic candies, arousal gel (with and without CBD), and other related technologies and products, in the United Kingdom and the European Union for a period of ten (10) years. 500,000 (1,000,000 pre-consolidation) Common Shares are payable to Callitas on Closing. Subsequently, Callitas has agreed to let the Issuer sell certain products into the North American market.

Callitas is a public company which has a number of established wellness products and a patent portfolio involving the bioavailability and delivery of cannabinoids. Callitas owns the patents, intellectual property and trade secrets in respect of its wellness products and the Product License allows the Target to utilize this technology to manufacture, market, import, export and sell these products. Until recent changes in Chinese policies, Callitas sold its arousal gel in China for over a decade in partnership with National Health Trends Corp. (Nasdaq: NHTC) which generated annual royalty revenue to Callitas of approximately $USD150,000. See "*General Development of the Business – Acquired Business*" for a description of the products and intellectual property rights that are the subject of the Product License.

Pursuant to the Merger Agreement, the Target and 1270412 B.C. Ltd., a wholly owned subsidiary of the Issuer incorporated specifically for this transaction, and having no assets or liabilities, amalgamated on or prior to Closing. In addition to holding the assets outlined below, the Target agreed to complete a private placement offering of Units to raise of up to $1,500,000 at a subscription price of $0.07/Unit, each Unit consisting of a Target Share and a Placement Warrant exercisable at $0.10 (the "**Financing**"). The Issuer also agreed to conduct a private placement offering of units of the Issuer on similar terms to the Target Offering (the "**Issuer Offering**").

Pursuant to the Merger Agreement, the Issuer agreed to issue, upon and subject to Closing, one (1) Common Share in exchange for each Target Share, and the outstanding warrants and options of the Target would be exchanged for equivalent warrants and options of the Issuer.

Prior to Closing, the Target raised a total of $2,361,750 by completion of the Target Offering together with prior raises.

Immediately prior to Closing the Target had:

(a) a total of 183,067,857 Target Shares outstanding;

(b) a total of 36,567,857 warrants outstanding; and

(c) working capital of approximately $1,400,000.

Prior to Closing, the Issuer completed the Issuer Offering, raising a total of $200,000 through the issuance of 3,333,333 units at $0.06/unit with each unit consisting of one Common Share and one warrant (an "**Issuer Warrant**") entitling the holder to acquire one Common Share at a price of $0.10 per Common Share for a period of period of two years from closing of the Issuer Offering.

Immediately prior to Closing the Issuer had:

(a) a total of 108,852,088 Common Shares outstanding;

(b) a total of 35,779,333 Issuer Warrants outstanding; and

(c) working capital of approximately ($57,000).

On Closing, the Issuer issued a total of 183,067,857 Common Shares to the Target Shareholders as consideration for the Target Shares pursuant to the Merger Agreement.

At the time of Closing, the Issuer concurrently acquired all of the issued and outstanding shares of 1288339 BC Ltd. an arms-length private company whose sole asset is a license agreement covering the Canada, Netherlands and Jamaica dated February 1, 2021 between 1288339 BC Ltd. and Callitas covering certain patent filings and intellectual property rights to a novel substrate delivery process using mucosal strips containing psilocybin/psilocin for micro dosing and bioavailability (the "**Psilocybin/Psilocin License**"). As consideration for the purchase of all of the issued and outstanding shares of 1288339 BC Ltd., the Issuer issued 20,000,000 Common Shares to the former shareholders of 1288339 BC Ltd. and issued 2,500,000 Common Shares to Callitas.

On September 7, 2021 the Issuer received written shareholder approval from shareholders holding more than 50% of the then issued and outstanding shares to proceed with the Fundamental Change Transaction and on August 25, 2021 the Issuer received conditional acceptance from the CSE for the completion of the Fundamental Change Transaction.

On September 24, 2021 the CSE provided final acceptance for the Fundamental Change Transaction and the Common Shares began trading under the symbol "LUV".

Acquired Business

As a result of the completion of the Fundamental Change Transaction:

(a) the Target and 1288339 BC Ltd. are wholly-owned subsidiaries of the Issuer;

(b) the Issuer holds the Product License for a portfolio of health and wellness products, most of which have a proven market;

(c) the Issuer holds the rights to a patent application for a novel delivery system for Nabilone; and

(d) the Issuer holds the Psilocybin/Psilocin License to a novel substrate delivery process using mucosal strips containing psilocybin/psilocin for micro dosing and bioavailability.

As consideration for the grant of the Product License by Callitas, the Issuer agreed to:

(a) pay Callitas a royalty of 8% on the net sales of the products licensed thereunder, payable quarterly; and

(b) issue 500,000 (1,000,000 pre-consolidation) Common Shares to Callitas on Closing of the Fundamental Change Transaction.

As a result of the completion of the Fundamental Change Transaction, the business of the Issuer consists of two operating segments – the Wellness Product Portfolio and its Innovative Drug Delivery Systems.

Wellness Product Portfolio

The Issuer has entered into a sales agreement with an arms-length company for the sale of $100,000 up to $1,000,000 of two products, namely the CBD Oral Strips and the Arousal Gel with CBD (the "Initial Products"). This agreement provides the customer with the right to develop and sell other of the Issuer's wellness products as well. The Issuer has completed branding and marketing plans for the Initial Products, and is in the process of receiving a shipment of the same from its manufacturer for bottling and distribution.

The Issuer's Wellness Product Portfolio business segment is currently comprised of the portfolio of wellness products and the underlying intellectual property, concentrating on sexual health, with or without the benefit of CBD, acquired pursuant the Product License. In particular, the Issuer has rights to utilize the following products and the related intellectual property pursuant to the Product License:

(a) CBD oral strips (CannaStrips™): CannaStrip™ oral muco-adhesive strips enhance the bioavailability of hemp oil extracts and THC, increasing the impact and duration of the health benefits. CannaStrip™ delivers hemp oil extracts and THC faster, with longer beneficial effects in the body.

(b) Arouse RX gel with CBD and/or THC (Arousel Gel): The Arousel Gel is a topical gel infused with CBD and/or THC that increases genital blood flow causing vaginal engorgement/lubrication and clitoral engorgement/sensitivity. This stimulation arouses the user, addressing female sexual dysfunction issues. The Arousel Gel can also be sold as a product without CBD and THC.

(c) CBD/THC biphasic mints/candies (CannaMint): CannaMint is a patent-protected technology that uses orally dissolvable mints to deliver CBD or THC for a variety of conditions. These CannaMints increase the onset of actives when compared to edible consumption and do not have the negative impacts associated with smoking. They are discreet and sublingual with a minty flavor.

(d) Female Sexual Dysfunction supplement (FSD Supplement): The FSD Supplement is a clinically proven female sexual desire supplement that utilizes known and approved ingredients to increase the active, free testosterone in women, which is directly aligned with sexual responsiveness and arousal in women.

(e) ToConceive: ToConceive is an innovative, FDA-cleared, multi-patented vaginal moisturizer that improves the ability to conceive naturally. ToConceive is not a traditional lubricant; it is a gel, moisturizer, and a lubricant. When applied to the vulva and clitoris daily, ToConceive helps the body produce additional lubrication that helps sperm fertilize an egg.

(f) Male Enhancement Gel With CBD (Male Enhancement Gel): The Male Enhancement Gel is a topical personal care penile gel containing proprietary levels of L-arginine and menthol increasing penis length, girth, and volume (overall size).

Market and Competitors for Wellness Product Portfolio

Each of the particular products in the Wellness Product Portfolio have a number of competitors. The competitive market for most of these products is well established, with some of these markets existing for decades. However, the market for CBD related products in the Wellness Product Portfolio was only recently established.

Key Objectives

The Issuer's key objectives in respect of the growth and development of the Wellness Product CannaStrip™: In the 2021 fiscal year, the Issuer plans to launch sales of CannaStrip™ in the United Kingdom and the European Union through a number of direct online marketing and other marketing channels. Negotiations with respect to the carrying of CannaStrip™ by one of the largest CBD companies in the United Kingdom are well underway.

(g) Arousal Gel: In the 2021 calendar year, the Issuer plans to launch sales of Arousel Gel in the United Kingdom and the European Union primarily through direct online marketing.

(h) CannaMint: In the 2022 fiscal year, the Issuer plans to launch sales of CannaMint in the United Kingdom and the European Union. However, additional research and development work is required in respect of the manufacturing of CannaMint to provide for a better consumer experience.

(i) Male Enhancement Gel: In the 2022 fiscal year, the Issuer plans to launch sales of Male Enhancement Gel in the United Kingdom and the European Union primarily through direct online marketing. In addition, the Issuer is considering, and in continuing discussions regarding, the sale of Male Enhancement Gel through traditional bricks and mortar storefront exposure.

The manufacture of the products in the Wellness Product Portfolio is generally straight forward, other than the manufacture of CannaMint, which will require further development. During the initial stages of the development of the Issuer's Wellness Product Portfolio business, Callitas will manufacture the products in the Wellness Product Portfolio for the Issuer, and then deliver such products in bulk to the Issuer or to one of a number of bottling and labelling facilities that will complete the products for distribution and sale by the Issuer. All of the ingredients required to manufacture the products in the Wellness Product Portfolio are readily available from a number of different sources.

The Issuer is actively in talks and negotiations with other firms and organizations regarding intellectual property, development, innovation launch and new product commercialization to continue to expand a line of therapeutic products for consumer health.

Innovative Drug Delivery Systems

The Issuer's Innovative Drug Delivery Systems business segment is currently comprised of certain rights to a portfolio of innovative drug delivery patents and intellectual property rights, including the rights to the cannabis related patents and intellectual property rights acquired pursuant to the Product License, the rights to a patent application for a novel delivery system for Nabilone, and the rights to certain patent filings and intellectual property rights related to the psilocybin/psilocin strips acquired pursuant to the Psilocybin/Psilocin License.

Product Licenses

A summary of the patents owned by Callitas and registered with the United States Patent and Trademark Office is set out below. The Issuer, through its ownership of the Target, has licensed the right to use these patents in the United Kingdom and the European Union.

(a) USPTO Control Number: 16/350,011

(i) Descriptive Title of Intellectual Property: Orally dissolving mucoadhesive films utilizing menthol and l-arginine to enhance the bioavailability of cannabinoids.

(ii) Inventive Concept: Uses a mucous membrane permeation enhancer and a submucosal vasodilator to increase cannabinoid buccal absorption and increase the speed and concentration of cannabinoid systemic bioavailability and cannabinoid effects.

(iii) Patent Claim #1: A method for facilitating oral transmucosal delivery of a cannabinoid to an individual, the method comprising: combining at least one cannabinoid with menthol and l-arginine to form a composition, wherein the composition is in the form of an orally dissolvable mucoadhesive film; and delivering the dissolvable mucoadhesive film to an individual.

(iv) Expiration Date: October 31, 2037 (Priority Filing Date: October, 31, 2017)

(b) USPTO Control Number: 16/350/351

(i) Descriptive Title of Intellectual Property: A method to effect biphasic bioavailability of oral psychogenic cannabinoids.

(ii) Inventive Concept: Uses a chambered vehicle with a mucous membrane permeation enhancer and a submucosal vasodilator to provide immediate buccal absorption of a liquid cannabinoid, and a sustained delayed absorption of an edible cannabinoid. An extended, sustained edible cannabinoid effect is the result of the liver metabolism of the prodrug, THC into the long acting 11-OH THC.

(iii) Patent Claim #1: A method to effect biphasic bioavailability of oral euphoric psychogenic cannabis in a chambered, oral drug delivery arrangement, to achieve both a rapid systemic euphoric cannabis effect, and a delayed, but sustained, systemic cannabis effect.

(iv) Expiration Date: July 23, 2038 (Priority Filing Date: July 23, 2018)

(c) USPTO Control Number: 62/766,820

(i) Descriptive Title of Intellectual Property: Exothermic Cannabis Decarboxylation and Vaporization

(ii) Inventive Concept: To develop an electronic vaporizer alternative, that uses chemically generated exothermic heat, that is temperature optimized for cannabis oil decarboxylation, humidification, and vaporization for

maximum alveolar cannabis absorption and maximum systemic cannabis bioavailability

(iii) Patent Claim #1: A method to utilize exothermic heat to vaporize cannabis.

(iv) Expiration: November 5, 2038 (Priority Filing Date: November 5, 2018)

(d) USPTO Control Number: 62/766,821

(i) Descriptive Title of Intellectual Property: A business method to legally market cannabinoids with enhanced bioavailability

(ii) Inventive Concept: To manufacture CBD cannabis products with enhanced cannabis bioavailability, that can legally cross all state lines, and add specific, state-grown, and state-legal THC as an additive only within that individual state.

(iii) Patent Claim #1: A business method to legally market orally dissolving mucoadhesive films of menthol, l-arginine, and cannabinoids in multiple states or countries, without the time and expense to construct an orally dissolving film manufacturing facility within each state or country where cannabinoids are legal.

(iv) Expiration: November 5, 2038 (Priority Filing Date: November 5, 2018)

(e) USPTO Control Number: 62/766,819

(i) Descriptive Title of Intellectual Property: Sustained enteric absorption of oral cannabinoids by variable enteric coatings

(ii) Inventive Concept: Enteric coating of CBD and THC will prevent stomach acids from degrading the cannabinoids. By enteric coating one-third of the total cannabinoid oral dosage with an enteric coating thickness of 100 microns, the second one-third with an enteric coating thickness of 200 microns, and the final one-third with an enteric coating thickness of 300 microns, the cannabinoids will be released sequentially in the proximal, mid, and distal small bowel as the enteric coatings dissolve. This gives a sustained drug delivery of oral cannabinoids.

(iii) Patent Claim#1: A method to effect the sustained enteric absorption of orally ingested water-soluble cannabinoids by variable thicknesses of the enteric coatings.

(iv) Expiration: November 5, 2038 (Priority Filing Date: November 5, 2018)

(f) USPTO Control Number: 62/917,650

(i) Descriptive Title of Intellectual Property: Menthol for enhanced stratum corneum penetration and increased systemic bioavailability of topical cannabinoids

(ii) Inventive Concept: The stratum corneum is the protective barrier of skin and is very difficult for drugs to penetrate. By formulating cannabinoids with high dose menthol, the high dose of menthol has two actions, first as a permeation enhancer to allow the cannabinoids to traverse the stratum corneum, and secondarily to stimulate the vasodilatation of the submucosal vasculature, for increased cannabinoid absorption and increased systemic bioavailability.

(iii) Patent Claim #1: A method to utilize high dose topical menthol to effect both stratum corneum penetration and permeation of cannabinoids, and menthol stimulation of dermal vasculature vasodilatation to increase systemic cannabinoid absorption and bioavailability in a mammalian individual.

(iv) Expiration: December 20, 2028 (Priority Filing Date December 20, 2018)

Nabilone Delivery System

Nabilone is an FDA approved synthetic cannabinoid delivered in the form of an oral capsule and commonly referred to as “Cesamet”. The FDA drug label for Cesament states that it is indicated for the treatment of nausea and vomiting associated with cancer chemotherapy in patients who have failed to respond adequately to conventional antiemetic treatments.

Nabilone is produced pharmaceutically or biosynthesized. This differs from phyto-cannabinoids which come from cannabis and hemp, and endocannabinoids which are produced in the human body.

The Issuer owns the rights to the technology for the transdermal delivery of Nabilone. In transdermal drug delivery, a transdermal patch or transdermal composition is applied topically to the skin surface. Throughout the duration of topical application of a transdermal patch or transdermal composition, the incorporated drug is continuously released and delivered through the intact skin (via transcellular, intercellular and transappendageal routes) to achieve systemic effect. The Issuer is exploring the use of transdermal delivery of Nabilone for other symptoms such as chronic pain and inflammatory diseases. Deploying this technology, Nabilone would be delivered through proprietary transdermal technology and is expected to provide an important alternative for the treatment for patients undergoing chemotherapy to alleviate side effects, including nausea and vomiting.

Nabilone is approved for use in the United States, the United Kingdom, Canada, Austria, Ireland, Germany, Spain, Mexico, and Belgium. The annual number of patients requiring first course

chemotherapy, globally, is forecasted to increase from 9.8 million to 15 million between now and 2040. The Issuer believes that the transdermal delivery of Nabilone has significant market applications and is patient friendly by delivering exact dosage easily and safely.

The Issuer's key objectives over the next year in respect of the growth and development of the the transdermal delivery of Nabilone are as follows: (a) advance Nabilone transdermal reformulation to treat presently approved FDA indications, including chemotherapy induced nausea and vomiting; (b) expand applications for Nabilone transdermal delivery to include indications such as chronic pain; and (c) explore alternative cannabinoid-based applications such as synthetic cannabinoid treatments for prescription use.

Psilocybin/Psilocin Strips and Related Intellectual Property Rights

The Issuer is not focused on the growing or marketing of psychedelics. Its focus is on a new substrate delivery process using mucosal strips containing psilocybin/psilocin for therapeutic purposes that it has the right to develop and sell pursuant to the Psilocybin/Psilocin License. The Issuer intends to prosecute the patent application in respect of the psilocybin/psilocin strips and pursue a testing and development joint venture in respect of same.

The Issuer believes that there is presently a sizeable legal market for psychedelic products and, further, believes that there is a promising prospect for a strong, legal psychedelic industry to emerge globally. In particular, the Issuer believes that over time, the psychedelic industry (and consumer perceptions thereof) will change toward better awareness and acceptance similar to that which took place in the cannabis industry. Although the legal market for psychedelic products is presently limited, globally, and in some jurisdictions, it is still in its early stages, the Issuer believes that the recent trends of deregulation and legalization of recreational cannabis across the globe will provide jurisdictions with the impetus to shift their focus to psychedelics, and, in time, give way to the emergence of numerous and sizable opportunities for market participants, including the Issuer.

In addition to the above, the Issuer remains optimistic about the future of psychedelics, in general. In recent years there has been a change in the attitudes of governments and the public to the use of psychedelics in medical and scientific research[1]. Applications have been granted for psychedelic research with human subjects in the United States and several organisations now exist to promote research into psychedelics such as MAPS (Multidisciplinary Association for Psychedelic Studies)[2]. Furthermore, in 2019 the FDA granted breakthrough therapy designation for psilocybin for the treatment of major depressive disorder to the non-profit Usona Institute. Compass Pathways received the same designation from the FDA in 2018 to test the safety and efficacy of psilocybin-assisted therapy for treatment resistant depression[3]. This breakthrough therapy designation significantly shortens the drug development and review process and

[1] https://psychedelic.support/resources/how-to-join-psychedelic-clinical-trial

[2] https://maps.org

[3] http://www.biopharmaglobal.com/2019/11/26/usona-institute-receives-fda-breakthrough-therapy-designation-forpsilocybin-for-the-treatment-of-major-depressive-disorder

represents a step closer to licensing approval for this therapy in the United States, which may be granted within the current year[4]. The medical psychedelic market in the United States was valued at USD$2 billion in 2019 and is expected to grow to USD$6.9 billion by 2027 as these treatments become more mainstream[5]. While the 2020 elections in the United States were seen as a tipping point towards federal legalization for cannabis with five new states legalizing some form of cannabis use, it also further opened the doors for psychedelics as Oregon and Washington D.C voters approved measures to allow for therapeutic use of psychedelic mushrooms. The cities of Denver, Oakland, Santa Cruz and Ann Arbor have also decriminalized the use of psychedelic mushrooms. During August 2020, four Canadians with incurable cancer were granted the right to use psilocybin therapy in the treatment of their end-of-life distress by the Canadian federal Minister of Health[6]. The resultant positive press and awareness around the therapeutic uses of psychedelic mushrooms has elevated the conversation and the Issuer is confident that with further research and trials proving the benefits of psychedelic therapies, coupled with an increasing demand for natural alternatives for mental health issues, more enabling regulations will be established globally.

The most significant trends and uncertainties which the Issuer's management expects could impact the development of its psilocybin/psilocin strips business and related financial condition are: (a) the changing legal and regulatory regime of countries which regulates the use of psilocybin mushrooms for research, medical and clinical trial purposes as well as related products; (b) the extent to which the COVID-19 pandemic impacts future business locally and internationally, and (c) growing changes in consumer attitudes to natural, alternative sources to currently available drugs. The Issuer anticipates that it will be at least two years before any revenue is derived from any of its business related to psilocybin/psilocin strips.

Refer to the sections entitled "Narrative Description of the Business" and "Risk Factors" for more information.

Independent Valuations

The Issuer has obtained three independent valuation reports, all prepared by Christopher Gulka, CPA CA CFA, of Working Capital Corporation ("**WCC**") in respect to the business assets of the Target and in respect to the Psilocybin/Psilocin License. Copies of all are available from the Issuer upon request.

The first valuation report is dated September 30, 2020 (the "**Wellness Product Valuation**") and deals with the value of the assets and technologies comprising the various wellness product licenses granted to the Target by Callitas pursuant to the Product License. WCC is of the opinion

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[4] https://psychedelicreview.com/analysis-of-the-future-psilocybin-pharmaceutical-market

[5] Data Bridge Market Research Report – U.S. Psychedelic Drugs Market – Industry Trends and Forecast to 2027 – Executive Summary page 19

[6] https://www.forbes.com/sites/davidcarpenter/2020/08/08/four-terminally-ill-canadians-gain-legal-right-to-usemagic-mushrooms-for-end-of-life-distress

that such assets and technologies would be valued at an aggregate amount of between $4.08 million and $9.68 million, with a median value of $6.88 million.

The value range for the Wellness Product Valuation was determined through an income-based approach, which involved a discounted cash flow of the projected cash flows of each of the assets and technologies. This valuation approach was supported and shown as a conservative valuation approach as compared to a market-based approach which involves the comparison to the market capitalization of comparable companies. As a confirmation approach, the valuation was supported by comparing to the value of market transactions in the industry.

The second valuation report is dated August 24, 2020 and deals with the value of the novel delivery system for the Nabilone patent application. WCC is of the opinion that the Nabilone technology would be valued at an aggregate amount of between $3.41 million and $4.69 million, with an average value of $4.05 million.

The third valuation report is dated February 28, 2021 and deals with the value of the Psilocybin/Psilocin License. WCC is of the opinion that that technology would be valued at an aggregate amount of between $1.8 million and $ 2.8 million, with a median value of $2.3 million.

Trends, ***Commitments***, ***Events or Uncertainties***

There are significant risks associated with operating as a wellness products business, as described above and as more particularly described under the heading "*Risk Factors*" in this Listing Statement. Readers are strongly encouraged to read all of the risk factors contained under the heading "*Risk Factors".* In addition, please see the forward-looking information based on the Issuer's expectations as of the date of this Listing Statement.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

Overview

As a result of the completion of the Fundamental Change Transaction, the business of the Issuer consists of two operating segments – the Wellness Product Portfolio and its Innovative Drug Delivery Systems. The Issuer is in the early revenue phase of its Wellness Product Portfolio and the Innovative Drug Delivery Systems will require significant development dollars for science and clinical trials before being commercial. However, the long term potential is seem by the Issuer to be significant.

Stated Business Objectives

The Resulting Issuer intends to use its available working capital to carry out the following business objectives during the next twelve month period:

Wellness Product Portfolio

(a) The Issuer plans to launch sales of CannaStrip™ in the United Kingdom and the European Union through a number of direct online marketing and other marketing channels. Negotiations with respect to the carrying of CannaStrip™ by one of the largest CBD companies in the United Kingdom are well underway.

(b) The Issuer plans to launch sales of Arousel Gel in the United Kingdom and the European Union primarily through direct online marketing.

(c) The Issuer plans to launch sales of CannaMint in the United Kingdom and the European Union. However, additional research and development work is required in respect of the manufacturing of CannaMint to provide for a better consumer experience.

(d) The Issuer plans to launch sales of Male Enhancement Gel in the United Kingdom and the European Union primarily through direct online marketing. In addition, the Issuer is considering, and in continuing discussions regarding, the sale of Male Enhancement Gel through traditional bricks and mortar storefront exposure.

Nabilone Delivery System

(e) The Issuer plans to advance Nabilone transdermal reformulation to treat presently approved FDA indications, including chemotherapy induced nausea and vomiting. The Issuer is in discussions with an independent third party lab in New York to undertake this work. The cost of such program is unknown at this time and is in the very early stages of development. .

(f) The Issuer plans to expand applications for Nabilone transdermal delivery to include indications such as chronic pain.

(g) The Issuer plans to explore alternative cannabinoid-based applications such as synthetic cannabinoid treatments for prescription use.

Psilocybin/Psilocin Strips

(h) The Issuer plans to continue the development of the intellectual property related to the psilocybin/psilocin strips and prosecute the patent application in respect of the psilocybin/psilocin strips. The Issuer is in discussions with a third party lab in Jamaica to perform the technical development of the strips and clinical trials. The cost of such is unknown at this time and is in the very early stages of development.

The manufacture of the products in the Wellness Product Portfolio is generally straight forward, other than the manufacture of CannaMint, which will require further development. During the initial stages of the development of the Issuer's Wellness Product Portfolio business, Callitas will manufacture the products in the Wellness Product Portfolio for the Issuer, and then deliver such

products in bulk to the Issuer or to one of a number of bottling and labelling facilities that will complete the products for distribution and sale by the Issuer. All of the ingredients required to manufacture the products in the Wellness Product Portfolio are readily available from a number of different sources.

Regulatory Considerations

The Issuer's business operations are or will be conducted in Canada, United States, the European Union, the United Kingdom and Jamaica.

The only operations the Issuer will have in Jamaica is in respect to engaging outside parties to conduct research in respect to psilocybin/psilocin strips.

In Canada, its wellness products may be classified as a natural health product if certain natural additives are added. In that case they will need to be registered.

In all jurisdictions where CBDs or THC are added to the wellness products, regulatory approval will need to be addressed.

Canada

Regulation of CBD

The production, distribution and sale of medicinal and adult-use cannabis is tightly controlled by the Canadian federal government. The *Cannabis Act*, also known as Bill C-45, which, upon coming into effect on October 17, 2018, legalized recreational use of cannabis in Canada, when combined with Bill C-46, An Act to Amend the Criminal Code. The *Cannabis Act* was passed by the House of Commons of Canada in late November 2017. It was passed in the Senate of Canada on June 7, 2018, and the House accepted certain Senate amendments and sent the bill back to the Senate on June 18, 2018. The Senate then passed the final version of the bill on June 19, 2018 and it received Royal Assent on June 21. 2018. The *Cannabis Act* became effective on October 17, 2018, with cannabis edibles, extracts and topicals officially becoming legal on October 17, 2019. The *Cannabis Act* allows for the production and sale of cannabis in Canada to any individual over the age of majority. Under this legislation licenses granted by Health Canada are more specific to the activities allowed under those licenses. It also makes a differentiation between "standard" and "micro" licenses. Micro licenses, granted to smaller cultivators and producers, will allow a lower barrier to entry for individuals and smaller companies who do not have the capital expenditure to compete with large or standard licensed cannabis cultivators and producers.

The Issuer is subject to changes in provincial and territorial laws, regulations and guidelines, which could adversely affect the Issuer's future business, financial condition and results of operations.

Regulation of Psilocybin/Psilocin

In Canada, oversight of healthcare is divided between the federal and provincial governments. The federal government is responsible for regulating, among other things, the approval, import, sale, and marketing of drugs such as psilocybin and other psychedelic substances, whether

natural or novel. The provincial/territorial level of government has authority over the delivery of health care services, including regulating health facilities, administering health insurance plans such as the Ontario Health Insurance Plan, distributing prescription drugs within the province, and regulating health professionals such as doctors, psychologists, psychotherapists and nurse practitioners. Regulation is generally overseen by various colleges formed for that purpose, such as the College of Physicians and Surgeons of Ontario.

Drug products in Canada are regulated by Health Canada under the Food and Drugs Act and Food and Drugs Regulations. Health Canada regulates, among other things, research and development activities and the testing, approval, manufacture, quality control, safety, effectiveness, labeling, storage, record keeping, advertising and promotion of any product candidates or commercial products.

For a drug product to be approved in Canada, it must provide sufficient evidence of safety, efficacy and chemical quality based on preclinical investigation and Phase I, II and III clinical trials using approved and compliant manufacturing and clinical sites. Upon satisfying Health Canada of compliance with regulatory compliance, a Notice of Compliance will be issued, and a Drug Identification Number will be assigned to that product. The regulatory approval process is generally lengthy and expensive, with no guarantee of a positive result. Once approved, Health Canada continues to monitor the product and license holders have obligations related to reporting to Health Canada, keeping records and ensuring continued safety and efficacy of the product.

Failure to comply with any of the above applicable regulations, regulatory authorities or other requirements may result in civil or criminal penalties, recall or seizure of products, injunctive relief including partial or total suspension of production, or withdrawal of a product from the market.

At the provincial level, there are no specific regulations that apply to the marketing and sale of food products as the provincial regulation defers to the rules set out federally.

Controlled Drugs and Substances Act

Certain psychoactive compounds are considered controlled substances under Schedule III of the *Controlled Drugs and Substances Act* (S.C. 1996, c. 19) (the "**CDSA**"). Certain psychoactive compounds, such as psilocybin, are considered controlled substances under the CDSA. Specifically, Psilocin (3–[2–(dimethylamino)ethyl]–4–hydroxyindole) and any salt thereof and Psilocybin (3–[2–(dimethylamino)ethyl]–4–phosphoryloxyindole) and any salt thereof, are listed under Schedule III of the CDSA. The possession, sale or distribution of controlled substances is prohibited unless specifically permitted by the government. Penalties for contravention of the CDSA related to Schedule I substances are the most punitive, with Schedule II being less punitive that Schedule I, Schedule III being less punitive than Schedule I and II and so forth. A party may seek government approval for an exemption under Section 56 of the CDSA to allow for the possession, transport or production of a controlled substance for medical or scientific purposes.

Products that contain a controlled substance such as psilocybin cannot be made, transported or sold without proper authorization from the government. A party can apply for Dealer's License under the Food and Drug Regulations (Part J). In order to qualify as a licensed dealer, a party must meet all regulatory requirements mandated by the regulations including having compliant

facilities, compliant materials and staff that meet the qualifications under the regulations of a senior person in charge and a qualified person in charge.

Assuming compliance with all relevant laws and subject to any restrictions placed on the license by Health Canada, an entity with a Dealer's License may produce, assemble, sell, provide, transport, send, deliver, import or export a restricted drug (as listed in Part J in the Food and Drugs Regulations (see s. J.01.009 (1) of the Food and Drug Regulations).

Natural Health Products Regulations

NHPs are regulated by Health Canada under the Natural Health Products Regulations. Under these regulations an NHP can include an extract or isolate of a substance from an organism such as a fungus if the primary molecular structure of the extract or isolate is identical to that which it had prior to its extraction or isolation. In order to manufacture an NHP in Canada a party must obtain a Site License in accordance with Part 2 of the Natural Health Products Regulations. In order to sell a NHP in Canada a party must obtain a product license in accordance with Part 1 of the Natural Health Products Regulations. Once approved the regulations require detailed record keeping and recall protocols in the event of adverse events.

United States

Regulation of CBD

The United States federal government regulates drugs through the *Controlled Substances Act*, 21 U.S.C. which places controlled substances, including cannabis, in a schedule. Cannabis is classified as a Schedule I controlled substance. The U.S. Department of Justice (the "**DOJ**") defines Schedule I drugs, substances or chemicals as "drugs with no currently accepted medical use and a high potential for abuse." The FDA has not approved cannabis as a safe and effective drug for any condition.

State laws that permit and regulate the production, distribution and use of cannabis for adult-use or medical purposes are in direct conflict with the CSA, which makes cannabis use and possession federally illegal. Although certain states and territories of the U.S. authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts under federal law under any and all circumstances under the CSA. Although the Corporation's activities are believed to be compliant with applicable United States state and local law, strict compliance with state and local laws with respect to cannabis may neither absolve the Corporation of liability under United States federal law, nor may it provide a defense to any federal proceeding which may be brought against the Corporation.

As of the date of this Listing Statement, 35 U.S. states, and the District of Columbia and the territories of Guam, Puerto Rico, the U.S. Virgin Islands, and the Northern Mariana Islands have legalized the cultivation and sale of full strength cannabis for medical purposes. In 11 U.S. states, the sale and possession of cannabis is legal for both medical and adult-use, and the District of

Columbia has legalized adult-use but not commercial sale. Thirteen states have also enacted low-tetrahydrocannabinol ("**THC**")/ high-cannabidiol ("**CBD**") only laws for medical cannabis patients. All considered, approximately 95% of Americans now live in states where some form of medical cannabis is legal.

The Obama U.S. administration attempted to address the inconsistencies between federal and state regulation of cannabis in a memorandum which then-Deputy Attorney General James Cole sent to all United States Attorneys in August 2013 (the "**Cole Memorandum**") outlining certain priorities for the DOJ relating to the prosecution of cannabis offenses. The Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, processing, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. The DOJ did not provide (and has not provided since) specific guidelines for what regulatory and enforcement systems would be deemed sufficient under the Cole Memorandum. In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the DOJ should be focused on addressing only the most significant threats related to cannabis.

On January 4, 2018, U.S. Attorney General Jeff Sessions formally issued a new memorandum (the "**Sessions Memorandum**"), which rescinded the Cole Memorandum. The Sessions Memorandum stated, in part, that current law reflects "Congress' determination that cannabis is a dangerous drug and cannabis activity is a serious crime", and Mr. Sessions directed all U.S. Attorneys to enforce the laws enacted by Congress by following well-established principles when pursuing prosecutions related to cannabis activities. There can be no assurance that the federal government will not enforce federal laws relating to cannabis in the future. As a result of the Sessions Memorandum, federal prosecutors are now free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of State-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memorandum as to the priority they should ascribe to such cannabis activities, and resultantly it is uncertain how active U.S. federal prosecutors will be in relation to such activities.

Despite these laws, the U.S. Department of the Treasury's Financial Crimes Enforcement Network ("**FinCEN**") issued a memorandum on February 14, 2014 (the "**FinCEN Memorandum**") outlining the pathways for financial institutions to bank state-sanctioned cannabis businesses in compliance with federal enforcement priorities. The FinCEN Memorandum echoed the enforcement priorities of the Cole Memorandum and states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. Under these guidelines, financial institutions must submit a Suspicious Activity Report ("**SAR**") in connection with all cannabis-related banking activities by any client of such financial institution, in accordance with federal money laundering laws. These cannabis-related SARs are divided into three categories – cannabis limited, cannabis priority, and cannabis terminated – based on the financial institution's belief that the business in question follows state law, is operating outside of compliance with state law, or where the banking relationship has been terminated, respectively. On the same day that the FinCEN Memorandum was published, the DOJ issued a memorandum (the "**2014 Cole Memorandum**") directing prosecutors to apply the enforcement priorities of the Cole Memorandum in determining whether to charge individuals or institutions with crimes related to financial transactions involving the proceeds of cannabis-related conduct. The 2014 Cole Memorandum has been rescinded as of January 4, 2018, along with the Cole Memorandum, removing guidance that enforcement of applicable financial crimes against state-compliant actors was not a DOJ priority.

However, former Attorney General Sessions' revocation of the Cole Memorandum and the 2014 Cole Memorandum has not affected the status of the FinCEN Memorandum, nor has the Department of the Treasury given any indication that it intends to rescind the FinCEN Memorandum itself. Though it was originally intended for the 2014 Cole Memorandum and the FinCEN Memorandum to work in tandem, the FinCEN Memorandum is a standalone document which explicitly lists the eight enforcement priorities originally cited in the Cole Memorandum. As such, the FinCEN Memorandum remains intact, indicating that the Department of the Treasury and FinCEN intend to continue abiding by its guidance. However, in the United States, it is difficult for cannabis-based businesses to open and maintain a bank account with any bank or other financial institution.

Although the Cole Memorandum has been rescinded, one legislative safeguard for the medical cannabis industry remains in place: Congress adopted a so-called "rider" provision to the fiscal years 2015, 2016, 2017 and 2018 Consolidated Appropriations Acts (formerly referred to as the "**Rohrabacher-Blumenauer Amendment**" and now known as the "**Blumenauer-Farr Amendment**") to prevent the federal government from using congressionally appropriated funds to enforce federal cannabis laws against regulated medical cannabis actors operating in compliance with state and local law. The Blumenauer-Farr Amendment was included in the fiscal year 2018 budget passed on March 23, 2018 and the consolidated appropriations bill signed into legislation in February 2019. The Blumenauer-Farr Amendment was also included in the consolidated appropriations bill signed into legislation by President Trump on December 20, 2019 and remained in effect until September 30, 2020. On October 1, 2020, the Amendment was renewed through the signing of a stopgap spending bill, effective through December 11, 2020. On December 11, 2020, the Blumenauer-Farr Amendment expired, but was included in the 2021 Appropriations Act, HR 133, which then-President Trump signed into law on December 27, 2020. Accordingly, the Blumenauer-Farr Amendment protections are part of the 2021 Appropriations Act through the end of September 2021, barring any additional Congressional action.

In signing the Blumenauer-Farr Amendment, President Trump issued a signing statement noting that the Blumenauer-Farr Amendment "provides that the Department of Justice may not use any funds to prevent implementation of medical marijuana laws by various States and territories," and further stating "I will treat this provision consistent with the President's constitutional responsibility to faithfully execute the laws of the United States". While the signing statement can fairly be read to mean that the executive branch intends to enforce the CSA and other federal laws prohibiting the sale and possession of medical marijuana, the president did issue a similar signing statement in 2017 and in 2019, and no major federal enforcement actions followed. At such time, it may or may not be included in the omnibus appropriations package or a continuing budget resolution once the current continuing resolution expires.

The Cole Memorandum and the Blumenauer-Farr Amendment gave medical cannabis operators and investors in states with legal regimes greater certainty regarding federal enforcement as to establish cannabis businesses in those states. While the Sessions Memorandum has introduced some uncertainty regarding federal enforcement, the cannabis industry continues to experience growth in legal medical and adult-use markets across the U.S. U.S. Attorney General Jeff Sessions resigned on November 7, 2018. On February 14, 2019, William Barr was confirmed as U.S. Attorney General. Following the resignation of Mr. Barr on December 14, 2020, Jeffery Rosen was appointed as Attorney General. On January 14, 2021, President Joseph Biden appointed Merrick Garland to succeed Mr. Rosen as the U.S. Attorney General. It is unclear what further impact, if any, the new administration will have on U.S. federal government enforcement policy on cannabis.

Adding to the uncertainty, on December 20, 2019, President Donald Trump signed H.R. 1158, the "Consolidated Appropriations Act, 2020," which states in relevant part that "None of the funds made available under this Act to the Department of Justice may be used, with respect to any of the States of Alabama, Alaska, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Florida, Georgia, Hawaii, Illinois, Indiana, Iowa, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin, and Wyoming, or with respect to the District of Columbia, the Commonwealth of the Northern Mariana Islands, the United States Virgin Islands, Guam, or Puerto Rico, to prevent any of them from implementing their own laws that authorize the use, distribution, possession, or cultivation of medical marijuana." See, Division B, Section 531.

President Biden's presidential campaign position on cannabis falls short of full legalization. According to the Biden campaign website: "A Biden Administration will support the legalization of cannabis for medical purposes and reschedule cannabis as a CSA schedule II drug so researchers can study its positive and negative impacts. This will include allowing the VA [the United States Department of Veteran Affairs] to research the use of medical cannabis to treat veteran-specific health needs." He has pledged to "decriminalize" cannabis, which may be reasonably interpreted to mean that the U.S. Attorney General under his administration will order U.S. Attorneys not to enforce federal cannabis prohibition against state law compliant entities and others legally transacting business with them. Indeed, the Biden-Sanders Unity Platform, which was released at the time President Biden won the Democratic Party nomination for President, affirmed that his administration would seek to "[d]ecriminalize marijuana use and legalize marijuana for medical purposes at the federal level;" "allow states to make their own decisions about legalizing recreational use;" and "automatically expunge all past marijuana convictions for use and possession."

While President Biden's promise to decriminalize likely would mean that the federal government would not criminally enforce the schedule II status against state legal entities, the implications are not entirely clear. Although the U.S. Attorney General could order federal prosecutors not to interfere with cannabis businesses operating in compliance with states' laws, the President alone cannot legalize medical cannabis, and as states have demonstrated, legalizing medical cannabis can take many different forms. While rescheduling cannabis to CSA schedule II would ease certain research restrictions, it would not make the state medical or adult-use programs federally legal. Additionally, President Biden has not appointed any known proponents of cannabis legalization to the Office of National Drug Control Policy transition team. Furthermore, while industry observers are hopeful that changes in Congress, along with a Biden presidency, will increase the chances of banking reform, such as the SAFE Banking Act, we cannot provide assurances that a bill legalizing cannabis would be approved by Congress.

State-Level Overview

Although each state has its own laws and regulations regarding the operation of cannabis businesses, certain of the laws and regulations are consistent across jurisdictions. As a general matter, to operate legally under state law, cannabis operators must obtain a license from the state and in certain states must also obtain local approval. In those states where local approval is required, local authorization is a prerequisite to obtaining state licenses, and local governments are permitted to prohibit or otherwise regulate the types and number of cannabis businesses allowed in their locality. The license application process and license renewal process is unique to

each state. However, each state's application process requires a comprehensive criminal history, regulatory history, financial and personal disclosures, coupled with stringent monitoring and continuous reporting requirements designed to ensure only good actors are granted licenses and that licensees continue to operate in compliance with the state regulatory program.

License applicants for each state must submit standard operating procedures describing how the operator will, among other requirements, secure the facility, manage inventory, comply with the state's seed-to-sale tracking requirements, dispense cannabis, and handle waste, as applicable to the license sought. Once the standard operating procedures are determined compliant and approved by the applicable state regulatory agency, the licensee is required to abide by the processes described and seek regulatory agency approval before any changes to such procedures may be made. Licensees are additionally required to train their employees on compliant operations and are only permitted to transact with other legal and licensed businesses.

As a condition of each state's licensure, operators must consent to inspections of the commercial cannabis facility as well as the facility's books and records to monitor and enforce compliance with state law. Many localities have also enacted similar standards for inspections and have already commenced both site-visits and compliance inspections for operators who have received state temporary or annual licensure.

Regulation of Psilocybin/Psilocin

Psilocybin and psilocin is strictly controlled under the federal *Controlled Substances Act, 21 U.S.C. §801, et. seq.* ("**CSA**"). These chemicals are a Schedule 1 drug under the CSA, which means that it currently has no accepted medical use in the U.S.; this reflects a lack of current accepted data on the safety for use under medical supervision. Anyone wishing to conduct research on substances listed in Schedule 1 under the CSA must register with the U.S. Drug Enforcement Administration (the "**DEA**"), and obtain DEA approval for the use of the Schedule 1 substance for research purposes. The process for obtaining DEA approval for use of the Schedule 1 substance involves a complex regulatory pathway, including satisfactorily meeting the DEA's requirements for the security of manufacturing, distribution, and research sites. A failure to meet one or more of the DEA's requirements would likely result in significant delays in proceeding with clinical trials.

Within the U.S., the Issuer's psilocybin/Psilocin strips product is considered a Schedule 1 controlled substance and thus possession of it is prohibited by U.S. federal law subject to appropriate authorizations from the drug enforcement agency. It is also very difficult to obtain a research permit in respect of such a substance. However, the passage of Measure 109 in Oregon in November 2019, among other things, authorizes the Oregon Health Authority to permit licensed service providers to administer psilocybin in therapeutic settings after a two-year rulemaking development period. Notwithstanding that it remains a Schedule I controlled substance in the U.S., the passing of Measure 109 permits the development of a state regulatory regime for psilocybin. The state legalization of psilocybin in Oregon is similar to the state-by-state legalization of adult-use cannabis which, similar to psilocybin, remains federally illegal. The Issuer does not intend to deal with psilocybin in the U.S. in the foreseeable future.

Under the Federal Food, Drug and Cosmetic Act (the "FD&C Act") and the Fair Packaging and Labeling Act, the United States Food and Drug Administration, ensures the safety of food products, including packaging and labelling requirements for food. Nutritional label content requirements, nutritional and health claim regulations are governed by the Nutrition Labeling and

Education Act. At the state level, there are no specific regulations that apply to the Issuer's psilocybin/Psilocin strips product.

United Kingdom

Regulation of CBD

For the sale of CBD products, it is the amounts of controlled cannabinoids, such as THC, that determines whether the product is legal to sell in the United Kingdom. The Misuse of Drugs Act 1971 covers controlled cannabinoids. These controlled cannabinoids are unlawful to possess or supply unless they are in a product that meets certain criteria (also known as an 'exempted product'). The criteria that determines whether a CBD product is exempt from control are:

(i) the product is not designed to administer the controlled substance;
(ii) the product cannot be used to extract the controlled substance; and
(iii) the product contains no more than 1 milligram ("**mg**") of controlled substance per container.

To be legal to sell CBD products in the United Kingdom, the amount of controlled substance cannot exceed 1mg per container. This means that, regardless of container size, no CBD product may contain more than 1mg of THC (e.g. a 10 millilitre ("**ml**") vial may only contain 1mg and a 25ml bottle may only contain 1mg). The same applies to other controlled cannabinoids.

On February 13, 2020 the UK Food Standards Agency (the "**FSA**") published guidance (the "**FSA Guidance**") on the Novel Foods Regulation. The FSA Guidance has no impact on CBD-based products prescribed for medical use. The FSA Guidance provides that after March 31, 2021, only products that have submitted a valid application for novel foods authorization can continue to sell their products on the UK market after that date and until the authorization process is determined for that application.

Regulation of Psilocybin/Psilocin

Regulatory authorities extensively regulate the research, development, testing, manufacture, quality control, import, export, safety, effectiveness, labeling, packaging, storage, distribution, record keeping, approval, advertising, promotion, marketing, post approval monitoring and approval of drugs.

In the UK, there are two main "layers" of regulation with which products containing controlled substances must comply. These are:

i) controlled drugs legislation, which applies to all products containing controlled substances irrespective of the type of product, and
ii) the regulatory framework applicable to a specific category of products, in this case, pharmaceuticals and food/food supplements.

In the UK, psilocybin/Psilocin is considered a Class A drug under the amended Misuse of Drugs Act 1971, and as a Schedule 1 drug under the amended Misuse of Drugs Regulations 2001 (the "**MDR**").

Class A drugs are highly controlled and considered to be the most potentially harmful. Schedule 1 drugs receive the most restrictive controls. They are considered to have no legitimate or medicinal use, and can only be imported, exported, produced, supplied and the like under a Home Office license.

Unless and until psilocybin/Psilocin is rescheduled under the MDR, and unless a statutory exemption were to be passed for SPL026 following the grant of a UK marketing authorization and before rescheduling, any prescribing doctors in the UK would require a Home Office license to prescribe SPL026. There can be no guarantee that such Home Office licenses would be granted or that rescheduling would be successful.

The amended Misuse of Drugs Act 1971, sets out the penalties for unlawful production, possession and supply of controlled drugs based on three classes of risk (A, B and C). The MDR sets out the permitted uses of controlled drugs based on which Schedule (1 to 5) they fall within. In the United Kingdom, Class A drugs are deemed to be the most dangerous, and so carry the harshest punishments for unlawful manufacture, production, possession and supply. Schedule 1 drugs can only be lawfully manufactured, produced, possessed and supplied under a Home Office licence. While exemptions do exist, none are applicable to the API.

Additional legislation was more recently passed in order to address an increasing prevalence of psychoactive drugs designed to circumvent the Misuse of Drugs Act 1971. The Psychoactive Substances Act 2016 (the "**PSA**") prohibits certain activities regarding any psychoactive substance, defined in the PSA as a substance that produces a psychoactive effect, which by stimulating or depressing the central nervous system affects a person's mental functioning or emotional state.

Controlled substances are exempt from the PSA, which therefore does not apply to SPL026. SPL028 and SPL029 may fall within the MDR. If either SPL028 or SPL029 are found to fall outside of the MDR then the PSA may apply, subject to certain exemptions which apply to experimental medicines. Approved medicines are also exempt from the PSA, so the PSA should not apply to SPL028 or SPL029, if approved by the MHRA.

Licensing Requirements

All UK-based facilities involved in the manufacture, analytical testing, release and clinical testing of a drug product need to hold appropriate Home Office licenses. All premises that are licensed in the manufacture, analytical testing, release and clinical testing of controlled drugs are required to adhere to detailed security standards.

Typically, when controlled drugs are being transported between licensees, responsibility for their security remains with the owner and does not transfer to either the courier or the customer until the drugs arrive at their destination and are signed for. However, where a third party is involved in the transit and/or storage of controlled drugs, even if they are not the legal owners, this party also carries responsibility for their security by virtue of being 'in possession' of them. Under the Home Office guidance, each organisation involved in the movement of controlled drugs should have a standard operating procedure covering their responsibilities, record keeping, reconciliation and reporting of thefts/losses.

European Union

Regulation of CBD

European Union Regulation 1307/2013 provides that it is legal to cultivate and supply hemp plants within the EU member states if the hemp plants have a THC content of less than 0.2%. Producers of hemp must use seeds of specified hemp varieties, which have been certified under the EU regulations to have a THC content of no more than 0.2%. Globally the differentiation between hemp and marijuana is the amount of THC is one of at least 113 cannabinoids identified in cannabis. THC is the principal psychoactive constituent of cannabis. In most of Europe if the physical plant contains less than .2% THC by volume then it is hemp if it container over .2% THC then it is considered marijuana. The THC threshold varies a little from country to country with Italy allow .5% THC and Switzerland allowing 1 % THC and the USA allows .3% THC. The importation of hemp is also subject to the same THC content limit under European Union Regulation 1308/2013. According to the European Court of Justice, case C-207/08 (Babanov), hemp farmers operating in any of the European Union member states that are fulfilling the conditions outlined in the aforementioned EU regulations cannot have their activities in respect of the cultivation and handling of hemp prohibited or restricted, if such prohibitions or restrictions conflict with the EU regulations or undermines their aims and objectives. In 2015, the European Parliament and the European Council implemented Regulation (EU) 2015/2283 on novel foods (the "**Novel Foods Regulation**"). In January 2019, CBD and other cannabinoids were included in the Novel Foods Regulation. Regulatory authorities.

In each of the member countries within the European Union administer, implement and enforce the Novel Foods Regulation within their respective jurisdictions. Members of the European Union cannot introduce laws which prohibit or restrict the cultivation and handling of hemp in a way that conflicts with, or undermines the aims and objectives of EU regulations.

Regulation of Psilocybin/Psilocin

Psilocybin/Psilocin is illegal in EU member states according to the 1971 Convention on Psychotropic Substances of the United Nations and appears on the Green List of the International Narcotics Control. Following these, the production and trade of Psilocybin/Psilocin is prohibited. International conventions take precedence over national laws. If the convention outlaws any substance, a country technically cannot legalise it; it can choose not to enforce the laws. But if the convention does not outlaw a substance, that does not mean that a country cannot choose to outlaw a substance if it so chooses.

Jamaica

Regulation of Psilocybin/Psilocin

At present, the activities of the Issuer with respect to psychedelics are legal in Jamaica. Jamaica has not declared psilocybin a prohibited drug under applicable laws. The legislative framework governing controlled substances in Jamaica includes the statutes further described below. However, any change in local law, namely the *Dangerous Drugs Act*, declaring Psychedelic Mushroom cultivation as illegal could potentially impact operations in Jamaica.

The *Dangerous Drugs Act*

This act regulates drugs such as raw opium, coca leaves, Ganja (cannabis), cocaine and morphine but there is no reference to the use of psilocybin and or any fungi. However, the Dangerous Drugs Act provides discretion to the Minister of Health to declare by order new categories of drugs as illegal, which may include psilocybin.

The *Food and Drugs Act*

This statute regulates the procedural aspect of possession, selling, cultivation, and use of specified foods and drugs in Jamaica. As at the date of this Listing Statement, neither the Food and Drugs Act, 1954 nor the Food and Drugs Regulation Act, 1975 inclusive of their schedules, refer to psilocybin, and it has not been declared an illegal drug in Jamaica. It should be noted that the Food and Drugs Act prohibits the importation of psilocybin (or any drug) that is imported from a country where it is illegal.

Other Regulations

Other local laws such as the Protection of Plant Genetic Resources for Food and Agriculture Act, the Caribbean Food Corporation Act, and the Agricultural Foods Act govern the registration and issuance of licenses to deal with the use and regulation of specified plants in the country. However, psilocybin is not currently referenced in such legislation. The definition of a drug under the Jamaican Pharmacy Act means "…any substance or mixture of substances manufactured, sold or represented for use in the diagnosis, treatment, mitigation or prevention of a disease, disorder, abnormal physical state or the symptoms thereof in a man or animal". Sellers of psilocybin are therefore not permitted to hold out psilocybin as being used to treat medical conditions, similar to how Functional Mushrooms must be marketed in the United States without medical claims, similar to other nutraceutical products.

Outside of Canada, US, the European Union, the United Kingdom and Jamaica

In foreign markets, prior to commencement of operations and prior to making sales, the Issuer may be required to obtain approval, license, or certification from the country's agency governing health. The approval process can be lengthy and costly and may require reformulation of products or labeling. However, the Issuer's failure to comply with foreign regulations could result in products being rejected for sale in such country. Currently, the Issuer does not have any plans to operate in foreign markets outside of Canada and the United States aside from Jamaica as outlined above. If the Issuer choses to establish operations outside of Jamaica, prior to commencing operations in any given country the Issuer will obtain legal advice from counsel with regards to sale or manufacturing of its products.

Milestones

Prior to completion of the Fundamental Change Transaction, the Target completed the necessary preliminary research into the market for its Wellness Products. To date the Target has focused on acquiring the necessary licenses as well as product and marketing work. The Issuer has adopted a series of milestones developed by management of the Target that must occur to lead the Issuer to the next stage market sales and meet the Issuer's business objectives set out above. In addition, the Issuer has also reviewed the next steps in respect to the commercialization of the technology underlying its Psilocybin/Psilocin License. The details regarding these milestones, the

specific time period in which each milestone is expected to occur and expected funding requirements related to each milestone are set forth below.

Current Milestone	Timeline[7]	Funds Required
Develop website and online sales channels. Identify manufacturing and bottling facilities.	0-3months	$10,000
Complete initial marketing campaign.	0-3 months	$150,000
Acquisition of raw materials.	2-6 months	$200,000
Bottle and label products for distribution.	2-6 months	$100,000
Prosecute patent application regarding psilocybin/psilocin strips. Further development of the intellectual property related to the psilocybin/psilocin strips.	0-6 months	$125,000

Future Milestone[8]	Timeline[9]	Funds Required
Regulatory approval of CBD products.	12 – 15 months	$100,000
Nabilone patent process.	12 – 24 months	$50,000
Nabilone delivery system development.	12 – 15 months	$500,000
Additional product development.	12 – 18 months	$300,000
Marketing and business development expansion.	12 – 24 months	$500,000

Funds Available and Principal Uses of Funds

The pro forma working capital position of the Issuer as at August 31, 2021 is estimated to be $1,350,000. The working capital as at June 30, 2021 as set out in the pro forma financial statements set out in Schedule “E” attached hereto, in the amount of $1,424004 has been updated since the effective date thereof by subtracting the regular operating expenses of both the Issuer and the Target.

Source of Funds	($)
Net proceeds available from the Target	1,350,000

[7] The timelines set out in the milestone table are expected to commence upon the release of the Final Exchange Bulletin.

[8] Future milestones are subject to the Issuer securing additional capital.

[9] The timelines set out in the milestone table are expected to commence upon the release of the Final Exchange Bulletin.

Existing working capital prior to Transaction	(0)

The Issuer's Board anticipates using the available funds in the following manner over the next twelve month period.

Expenditures	**($)**
Marketing	150,000
Website	10,000
Product manufacture	300,000
Psilocybin/Psilocin strips patent prosecution and development	125,000
Administrative expenses[10]	400,000
Unallocated working capital	365,000
TOTAL	**1,350,000**

The Issuer intends to spend the funds available to it to further its stated business objectives. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary for the Issuer to achieve its stated business objectives. In the event that it wishes to complete any capital expenditures in addition to the amounts set forth above, the Issuer will utilize its unallocated working capital and, if required, raise additional capital through equity or debt financing. There is no assurance that the Issuer will be successful in raising additional capital or that if additional capital is required, that it will be available on terms acceptable to the Issuer. Please see "*Risk Factors*".

Competitive Conditions and Position

See "*Risk Factors – Competitive Risks*".

Bankruptcy and Receivership

Neither the Issuer, nor any of the Issuer's subsidiaries, has been the subject of any bankruptcy or any receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings, within any of the three most recently completed financial years (as applicable) or the current financial year.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

Annual Financial Information

Annual Financials for the years ending	**Sept /2018**	**Sept 2019**	**Sept 2020**

[10] Administrative expenses includes executive compensation of $90,000.

Total Revenue	$0	$0	$0
Income (loss) from Continuing Operations	($386,751)	($121,407)	($325,130)
Income (loss) from Continuing Operations per share	($0)	($0)	($0)
Net Income (loss)	$1,694,676	($121,407)	($325,130)
Net Income (loss) Per share	$0	$0	$0
Total Long term Liabilities	$0	$0	$0
Cash dividend per share	$0.0136	$0	$0

A copy of the financial statements of the Issuer for the years ended September 30, 2020 and the nine months ended June 30 2021 and the accompanying MD&A are attached as Schedules “A” to “D” to this Listing Statement.

Selected Quarterly Information

The following information is in respect of the Issuer for the eight quarters preceding the date of this Listing Statement:

Three Months Ended	**Total** Revenue (S)	**Loss (Income)**		Total Assets (S)
		Total (S)	Per Share (S)	
2021 June 30	0	57,737	0.00	817,464
2021 March 31	0	(8,240)	0.00	756,177
2020 December 31	0	(10,019)	0.00	708,743
2020 September 30	0	128,302	0.00	693,098
2020 June 30	0	33,273	0.00	912,231
2020 March 31	0	123,825	0.01	1,039,417
2019 December 31	0	13,169	0.00	657,919
2019 September 30	0	49,933	0.00	532,461

Dividends

Other than the restrictions in the BCBCA, there are no restrictions on the Issuer's ability to declare dividends. The Issuer has not paid dividends in the past, and has no present intention of paying dividends in the foreseeable future but instead intends to retain future earnings, if any, to finance the growth and development of the Issuer's business.

Foreign GAAP

The financial statements are prepared using accounting policies consistent with the International Financial Reporting Standards, as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

MD&A of the financial position and results of operations of the Issuer for the years ended September 30, 2020 and for the nine months ended June 30, 2021 are attached as Schedule "B" and Schedule "D" hereto.

7. MARKET FOR SECURITIES

The Issuer is currently listed on the CSE and its Common Shares trade under the symbol "LUV". Trading of the Common Shares was halted on September 18, 2019 in connection with the Issuer's announcement of a previously proposed fundamental change transaction, and the Common Shares are anticipated to begin trading again upon the release of the Final Exchange Bulletin. See "*General Development of the Business*".

The Common Shares are listed on the CSE ("CSE: "LUV") and the Frankfurt Stock Exchange in Germany ("Frankfurt: G1Q"). The Issuer's shares last traded on September 18, 2019 on the CSE at a closing price of $0.03 per share, pre-consolidation. The Common Shares have not traded on the CSE in the last year.

8. CONSOLIDATED CAPITALIZATION

As of the date of this Listing Statement, there are 312,169,945 issued and outstanding Common Shares of the Issuer. The outstanding share capital of the Issuer is summarized in the table below:

Designation of security	**Authorized**	**Outstanding as of September 30, 2020 (audited)**	**Outstanding as at September 21, 2021 (unaudited)**
Common shares	Unlimited	105,518,754	314,919,945
Share purchase warrants(1)		40,992,000	36,546,000
Placement Warrants(2)		nil	33,546,797
Issuer Offering Warrants(3)		nil	3,533,333

Options(3)		nil	nil
Total outstanding shares fully diluted			

(1) 4,300,000 warrants exercisable at $0.10, 20,500,000 warrants exercisable at $0.15 for 2 years and 11,746,000 warrants exercisable at $0.30 for 2 years

(2) 10,100,000 exercisable at $0.05 to acquire one common share for a period of 24 months, 23,446,797 exercisable at $0.10 for 24 months, including 1,278,940 broker warrants.

(3) Each of which is exercisable at $0.10 to acquire one common share for a period of 24 months, and includes 200,000 broker warrants.

9. OPTIONS TO PURCHASE SECURITIES

The following is a summary of the material terms of the Issuer's stock option plan (the "**Plan**").

The Issuer has an incentive stock option plan pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Issuer. The number of Common Shares granted under each option and the vesting terms thereof are at the discretion of the Board after discussion with management. Options granted under the Plan must have a term of no more than five years from the date of grant. The exercise price of each option granted under the Plan is in the discretion of the Board, provided that the exercise price cannot be below the closing price of the Common Shares on the last trading day before the date of grant. Any outstanding options granted under the Plan expire on a date not exceeding 90 days following the date that the holder ceases to be an officer, director, employee or consultant of the Issuer, as the case may be, except in the case of death in which case the options expire one year from the date of death. Options granted under the Plan are non-assignable and non-transferable. Outstanding options granted under the Plan may be adjusted in certain events, as to exercise price (subject to disinterested shareholder approval prior to any reduction to the exercise price if the affected optionee is an insider (as defined in the *Securities Act* (British Columbia)) of the Issuer at the time of the proposed amendment) and number of Common Shares, to prevent dilution or enlargement. The number of Common Shares that may be optioned under the Plan is limited to 10% of the outstanding Common Shares from time to time; provided, that any one participant under the Plan shall not be entitled to receive options to acquire an aggregate of greater than 5% (2% in the case of consultants) of the outstanding Common Shares in any 12 month period. The CEO determines and the Board of Directors approves the number of options granted as part of each recipient's overall compensation.

	Number of common share options	Exercise price	Expiry Date
Executives (2)	0	n/a	n/a
Non-executives and directors (2)	0	n/a	n/a

Employees	0	n/a	n/a
Consultants	0	n/a	n/a

10. DESCRIPTION OF THE SECURITIES

The authorized capital of the Issuer consists of an unlimited number of Common Shares without par value.

Common Shares

As of the date of this Listing Statement, there are 312,169,945 Common Shares issued and outstanding. Holders of Common Shares are entitled to receive notice of and attend any meetings of shareholders and are entitled to one vote for each share held, except meetings at which only holders of a specified class are entitled to vote. Holders of Common Shares have the right to receive the remaining property and assets of the Issuer upon dissolution or winding-up as well as the right to receive dividends (if and when declared).

Options

See "*Options to Purchase Securities*"

Warrants

See "Securities Convertible Into Common Shares"

The following table sets forth the capitalization of the Issuer as at September 21, 2021:

Designation of Security	**Authorized**	**Outstanding After Giving Effect to the Fundamental Change Transaction (Unaudited)**
Common Shares	Unlimited	314,919,945
Options	N/A	Nil
Warrants		73,626,130
Indebtedness		Nil

Notes: *See "Consolidated Capitalization"*

Prior Sales

The following table provides information about Issuer's issuances of Common Shares, or securities convertible or exchangeable into Common Shares, within the last 12 months prior to the date hereof:

Types of Securities	**Price and Amount**	**Date**

Common Shares	183,067,857 at $0.10 per share - acquisition of the Target	September 21, 2021
Common Shares	20,000,000 - acquisition of 1288339 BC Ltd. at a deemed price of $0.10 (fair value of $0.06 per share for accounting purposes)	September 21, 2021
Common Shares	3,000,000 issued to Callitas pursuant to the licenses	September 21, 2021
Common Share units	3,333,333 units at a price of $0.06, including 3,333,333 warrants exercisable for 2 years at $0.10	May 7, 2021
Broker warrants	200,000 warrants exercisable for 2 years at $0.10	May 7, 2021

The following table provides information about the Target's issuances of shares, or securities convertible or exchangeable into shares, within the last 12 months prior to the date hereof:

Types of Securities	**Price and Amount**	**Date**
Common Shares	9,000,000 at a price of $0.01	November 5, 2020
Common Shares	137,500,000 at a deemed price of $0.05 for the acquisition of 212774	November 5, 2020
Common Share Units	10,100,000 at a price of $0.05, including 10,100,000 warrants exercisable at $0.05 for 2 years	December 21, 2020
Common Share Units	4,300,000 at a price of $0.05, including 4,300,000 warrants exercisable at $0.05 for 2 years	February 4, 2021
Common Share Units	11,599,607 at a price of $0.07, including 11,599,607 warrants exercisable at $0.10 for 2 years	March 22, 2021
Broker warrants	493,140 warrants exercisable at $0.10 for 2 years	March 22, 2021
Common Share Units	10,568,250 at a price of $0.07, including 10,568,250 warrants exercisable at $0.10 for 2 years	March 24, 2021
Broker warrants	785,800 warrants exercisable at $0.10 for 2 years	March 24, 2021

11. ESCROWED SECURITIES

As part of its listing application to the CSE, the Issuer entered into an escrow agreement dated September 21, 2021 with Odyssey Trust Company and certain shareholders of the Issuer (the "**Escrow Agreement**"), including all of the proposed directors, officers and consultants of the Issuer, whereby all securities of the Issuer, beneficially owned or controlled, directly or indirectly, or over which control or direction is exercised by the proposed directors, officers and consultants of the Issuer, and the respective affiliates or associates of any of them, will be placed in and made subject to the Escrow Agreement for a hold period of 36 months from the effective date of the Fundamental Change Transaction.

Pursuant to the Escrow Agreement, 10% of the total escrowed shares will be released from escrow on the date the common shares are listed on the CSE, and 15% every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – Escrow for Initial Public Offerings.

The following table sets out the number of securities in escrow pursuant to the Escrow Agreement:

Designation of Class	**Number of securities held in escrow**	**Percentage of Class**
Common	3,494,000	1.1
Warrants	1,994,000	2.3

In addition to the Common Shares being escrowed, 3,333,333 Common Shares from the Issuer Offering will also be subject to trading restrictions for 4 months from May 7, 2021, 3,000,000 common Shares issued to Callitas Health Inc. pursuant to license agreements will be subject to trading restrictions until January 22, 2022, and 137,500,000 Common Shares are subject to a voluntary trading restriction until January 22, 2022.

12. PRINCIPAL SHAREHOLDERS

The Issuer is not aware of any person holding more than 10% of the issued and outstanding shares of the Issuer.

13. DIRECTORS AND OFFICERS

Name, Address, Occupation and Security Holding

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities that each director and officer of the Issuer beneficially owns, directly or indirectly, or exercises control over, as of the date hereof:

Name and Place of Residence	Since	Principal Occupation for Past Five Years	Shareholding of the Issuer
Douglas Taylor *Director* Vancouver, Canada	March 9, 2018	Supervisor of Recreation Services City of Vancouver, CEO of the Issuer	1,094,000
Zachary Stadnyk *Director, CEO* Vancouver, Canada	March, 2021	Corporate Finance and Investor Relations	2,000,000 (1)
Mark Tommasi *Director* Vancouver, Canada	December 28, 2018	Independent Businessman	400,000
Tatiana Kovaleva *Chief Financial Officer* Vancouver, Canada	November 9, 2018	Office Administrator/Accountant	0
Joshua Maurice *Vice-President Sales* Sarasota, Florida	May1, 2021	Vice president, then President of Callitas Health Inc.	0

Note: Mr. Stadnyk holds 500,000 shares and 500,000 warrants indirectly through 8986207 Canada Inc., a private investment company of which he is a director.

Period of Service of Directors

The Issuer's directors will hold office until the next annual general meeting of the Issuer's shareholders or until each director's successor is appointed or elected pursuant to the BCBCA.

Directors and Executive Officers Common Share Ownership

As of the date of this Listing Statement, the directors and executive officers of the Issuer own, directly or indirectly, or control or direct the exercise of 3,494,000 Common Shares (1.2%) of the Issuer.

Committees

The Audit Committee of the Issuer is comprised of Douglas Taylor, Zachary Stadnyk and Mark Tommasi (chairman). There are no other committees of the board of directors of the Issuer.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer who are, or have been within the last five years, directors, officers or promoters of other reporting issuers, other than the Issuer:

Name	Name of Reporting Issuer	Name of Trading Market
Mark Tommasi (Director)	XRApplied Technologies Inc., formerly Zadar Ventures Ltd.	CSE
	Caprice Business Development Canada Inc.	TSXV
	Carbeeza Inc, formerly HIT Technologies Inc.	TSXV
	Strategic Resources Inc.	TSXV
	Clean Seed Capital Group Ltd.	TSXV
	Rojo Resources Ltd.	TSXV
	International Samuel Explorations Corp.	TSXV
Zachary Stadnyk (CEO, Director)	Kiaro Holdings Inc.	TSXV
	Health Logic Interactive Inc.	NEX
	Thoughtful Brands Inc.	CSE
Joshua Maurice (Vice President, Sales)	Callitas Health Inc.	CSE

Corporate Cease Trade Orders or Bankruptcies

Except as set out below, no director or officer of the Issuer has, within the last ten years prior to the date of this document, been a director or executive officer of any company (including the Issuer) that, while such person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied that company access to any exemption under securities legislation for a period of more than 30 consecutive days; or (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in that company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (iii) within a year of that person ceasing to act in that capacity, became

bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets.

Mr. Stadnyk became an insider of Health Logic Interactive Inc. (formerly Fanlogic Interactive Inc.) while it was already subject to a cease trade order dated May 3, 2019 for failure to file financial statements. That default was corrected and the cease trade order revoked on February 25, 2021.

Mr. Maurice became an officer of Callitas Health Inc while it was already subject to cease trade order dated July 9, 2019 for failure to file financial statements. That cease trade order is ongoing.

Penalties or Sanctions

To the best of management's knowledge, no director or officer of the Issuer, or a shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority relating to trading in securities, promotion or management of a publicly traded issuer or theft or fraud, or has been subject to any other penalties or sanctions imposed by a court or a regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No proposed director, officer or promoter of the Issuer has, within the 10 years before the date of this document, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold its assets.

Conflicts of Interest

The Issuer's directors and officers may serve as directors or officers of other company's or have significant shareholdings in other company's and, to the extent that such other companies may participate in a venture in which the Issuer may participate, the directors of the Issuer may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Issuer's directors, a director who has such a conflict will abstain from voting for or against approval of such participation or such terms. The directors of the Issuer are required to act honestly in good faith and in the best interests of the Issuer. The directors and officers of the Issuer are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and the Issuer will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with applicable laws and shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

The directors and officers of the Issuer are not aware of any such conflicts of interest that currently exist.

None of the Resulting Issuer's proposed management personnel have entered into non-disclosure or non-competition agreements with the Issuer, but the Resulting Issuer will consider whether to enter into such agreements following the Listing Date.

Management Details

The following sets out details of the directors and management of the Issuer, all of whom will be engaged as consultants rather than employees. Mr. Stadnyk will devote approximately half of his time to his duties to the Issuer, while the directors anticipate spending approximately 5% of their time to their duties as director. None have entered into non-competition agreements with the Issuer. Other than the officers listed below, the Issuer does not have any other employees. Current management is based out of Vancouver, BC and Florida.

Zachary Stadnyk, age 29, Director and Chief Executive Officer

Mr. Stadnyk is a corporate finance and advisory professional, specializing in taking companies public. Mr. Stadnyk was the Chief Executive Officer and a Director of DC Acquisition Corp, a capital pool company listed on the TSX.V that completed its qualifying transaction with Kiaro Brands in October 2020. Mr. Stadnyk received his Bachelor of Commerce degree from Royal Roads University and has completed the Canadian Securities (CSC) and Investment Funds in Canada courses (IFIC).

In addition, Mr. Stadnyk has acted as a consultant of FSD Pharma Inc. (CSE: HUGE), an Ontario based licensed cannabis producer as head of investor relations and previously served as the head of corporate finance for The Supreme Cannabis Company Inc., a publicly traded company currently listed on the TSX. Mr. Stadnyk has acted as a director for Mota Ventures Inc. (now Thoughtful Brands, CSE: TBI). Mr. Stadnyk is also an independent director of Health Logic Interactive Inc. (CHIP – NEX), previously Fanlogic Interactive - FLGC).

Mr. Stadnyk has held various senior positions in both private and public companies and is a partner of the family office and venture capital firm Stadnyk and Partners. He anticipates that he will devote 50% of his time to his duties at the Issuer.

Douglas Taylor, age 63, Director

Mr. Taylor has over 30 years extensive experience in managing projects, facilities and services in the public sector. His work included community engagement, strategic planning, business planning and implementation for a wide range of recreation facilities and services. Implementation included budgeting, financial planning, audits, human resources, and project management. His degree included two levels of managerial accounting He has served on the Board of the Issuer for three years and as CEO and president for the past two and a half years.

Mr. Taylor anticipates that he will devote 5% of his time to his duties as a director of the Issuer.

Mark Tommasi, age 48, Director

Mr. Tommasi has worked as a senior officer, director, financier and/or consultant with over 25 years of experience in corporate development, equity, private equity and venture capital financing, IPO's and private placements, marketing, investor relations and board and committee activities for numerous public and private companies (agriculture, technology, junior exploration, and oil and gas) in both the United States and Canada.

Mr. Tommasi anticipates that he will devote 5% of his time to his duties as a director of the Issuer.

Tatiana Kovaleva, age 63, Chief Financial Officer

Ms. Kovaleva is a Vancouver based finance executive with international and trans-border expertise and credentials as a CPA. Ms. Kovaleva has extensive experience in capital markets where for over twenty years she has served in multiple capacities including Chief Financial Officer for publicly traded companies including Codebase Ventures Inc. and Victory Resources Inc.

Serving in the roles of chief financial officer and corporate director of a number of public companies, Ms. Kovaleva has utilized her specialized executive management experience in public company financial planning and has demonstrated a successful track record with timely and accurate financial forecasting, budgeting, reporting and consolidations, IFRS and GAAP accounting. Ms. Kovaleva anticipates spending 10% of her time to her duties to the Issuer.

Joshua Maurice, age 43, Vice President Sales

Mr. Maurice is an experienced consumer goods marketer, having coordinated multi-million dollar marketing campaigns and product placements in numerous large retailers. He has specific experience in the Callitas-licensed wellness products as he has helped create and market them for 5 years. Mr. Maurice received his BA from Bennington College in Bennington, Vermont in 2000, and expects to devote approximately 50% of his time to the affairs of the Issuer.

14. CAPITALIZATION

The following charts provide information with respect to the Common Shares of the Issuer:

	Number of Securities (non-diluted)	Number of Securities (fully diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	314,919,945	388,546,075	100%	100%
Held by Related Persons or	3,494,000	5,488,000	1.1%	1.4%

employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)				
Total Public Float (A-B)	311,425,945	383,058,075	98.9%	98.6%
Freely-Tradeable Float	150,327,333	152,321,333	47.7%	39.2%
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)				
Total Tradeable Float (A-C)	164,592,611	236,224,742	53.2%	60.8%

Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	**1**	**43**
100 – 499 securities	**88**	**9,037**
500 – 999 securities	**3**	**1,254**
1,000 – 1,999 securities	**8**	**6,839**
2,000 – 2,999 securities	**1**	**1,350**
3,000 – 3,999 securities	**4**	**7,225**
4,000 – 4,999 securities	**2**	**4,502**
5,000 or more securities	**76**	**290,599,524**
Total	**183**	**290,629,745**

Public Securityholders (Beneficial)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	14	927
100 – 499 securities	101	23,966
500 – 999 securities	21	11,341
1,000 – 1,999 securities	27	34,366
2,000 – 2,999 securities	17	41,600
3,000 – 3,999 securities	10	30,175
4,000 – 4,999 securities	9	23,002
5,000 or more securities	197	311,095,191
Total	394	311,425,945

Non-Public Securityholders (Registered)

Class of Security

Size of Holding	Number of holders	Total number of securities
1 – 99 securities	●	●
100 – 499 securities	●	●
500 – 999 securities	●	●
1,000 – 1,999 securities	●	●
2,000 – 2,999 securities	●	●
3,000 – 3,999 securities	●	●
4,000 – 4,999 securities	●	●
5,000 or more securities	3	3,494,000
Total	3	3,494,000

Securities Convertible Into Common Shares

		Expiry date
Warrants	3,533,333 warrants exercisable for 2 years at $0.10	March 7, 2023
Warrants	20,500,000 warrants exercisable at $0.15 for 2 years	March 20, 2022
Warrants	11,746,000 warrants exercisable at $0.30 for 2 years	March 20, 2022
Warrants	10,100,000 warrants exercisable at $0.05 for 2 years	December 21, 2022
Warrants	4,300,000 warrants exercisable at $0.05 for 2 years	February 4, 2023
Warrants	12,092,747 warrants exercisable at $0.10 for 2 years	March 22, 2023
Warrants	11,354,050 warrants exercisable at $0.05 for 2 years	March 24, 2023

Note: See sections 8.1 and 10.1 for details of each set of convertible securities

15. EXECUTIVE COMPENSATION

Compensation will be paid to certain officers of the Issuer through employment agreements in connection with the day-to-day management of the business and operations of the Issuer. It is anticipated that total compensation to be paid to the officers of the Issuer will be $90,000. No board fees are presently contemplated but directors will be eligible for stock option grants.

Compensation Discussion and Analysis

In this section “Named Executive Officer” means (a) the Chief Executive Officer (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) each of the Issuer’s three other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (except those whose total compensation does not exceed $150,000), and (d) each individual who would be a Named Executive Officer (“NEO”) under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year. The Issuer had two NEO’s, namely Doug Taylor, the President and Chief Executive Officer (“CEO”) and Tatiana Kovaleva, the Chief Financial Officer (“CFO”) during the periods in question.

The Issuer may grant incentive stock options to purchase Common Shares from time to time and as authorized by the directors of the Issuer. As of December 30, 2020, no options have been issued.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all awards granted for the NEO's during the indicated year ends:

Name and Principal Position	Year Ended Sept 30,	Salary ($)	Share Based Awards ($)	Option Based Awards ($)	Long-term Incentive Plans	Other Compensation ($)	Total Compensation ($)
Doug Taylor Pres. & CEO (since May 2011)	2020 2019 2018	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	9,524 29,000 27,000	9,524 29,000 27,000
Tatiana Kovaleva CFO Since November 2018 to March 31, 2020	2020 2019 2018	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	6,000 24,000 12,000	6,000 24,000 12,000

The following table sets forth all awards outstanding for the NEO's as of the financial year end September 30, 2020:

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date	Value of Unexercised In-The-Money Options ($)	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)

Doug Taylor, CEO	Nil	Nil	Nil	Nil	Nil	Nil
Tatiana Kovaleva CFO	Nil	Nil	Nil	Nil	Nil	Nil

Termination and Change of Control Benefits

There is no employment contract, compensatory plan or other arrangement in place with any NEO, nor are there any agreements between the Issuer and any NEO that provides for payment to any NEO in connection with any termination, resignation, retirement, change in control of the Issuer or change in responsibilities of any NEO.

Director Compensation

No cash compensation was paid to the directors of the Issuer in their capacity as directors during the fiscal years ended September 30, 2020, 2019 and 2018. The directors of the Issuer are eligible to receive options to purchase Common Shares pursuant to the terms of the Issuer's incentive stock option plan.

The following table sets forth all awards outstanding for the directors other than those directors who are also NEO's as of September 30, 2020:

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	**Option Exercise Price ($)**	**Option Expiration Date**	**Value[(1)] of Unexercised In-The-Money Options[(1)] ($)**	**Number of Shares or Units of Shares That Have Not Vested (#)**	**Market or Payout Value[(1)] of Share-Based Awards That Have Not Vested ($)**
_Mark Tommasi__ _____	Nil	Nil	Nil	Nil	Nil	Nil

Discussion Regarding Stock Options

Stock options are an important part of the Issuer's incentive strategy for its directors and officers, permitting them to participate in any appreciation of the market value of the Issuer's shares over a stated period of time, and is intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Issuer's shares and enables executives to acquire and maintain an ownership position in the Issuer.Stock options grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with the officer's level of ongoing responsibility within the Issuer. The board of directors of the Issuer will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants.

Perquisites and Other Benefits

The Issuer does not offer any benefit or perquisites to its named executive officers (NEOs) other than entitlement to incentive stock options.

Pension Plan Benefits

The Issuer does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change of Control Benefits

The Issuer has not entered into any compensatory plans, contracts or arrangements with any of its officers or directors whereby they are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment with the Issuer or from a change in control of the Issuer or a change in the responsibilities following a change in control.

Consulting Agreements

The Issuer has not entered into any consulting agreements, contracts or arrangements with any of its officers or directors.

Oversight

The Board of Directors, through informal discussion without any formal objectives, criteria or analysis, is responsible for determining the final compensation to be granted to the Issuer's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Issuer and may include a "pay-for-performance" element which supports the Issuer's commitment to delivering strong performance for the Shareholders.

The Board annually reviews the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Issuer's overall performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies and the awards given to executive officers in past years.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No: (i) director or executive officer of the Issuer; (ii) person who was a director or executive officer of the Issuer at any time during the most recently completed financial year; (iii) proposed nominee for election as a director of the Issuer; or (iv) any associate of any such director, executive officer or proposed nominee:

(a) is, or at any time since the beginning of the most recently completed financial year of the Issuer has been, indebted to the Issuer or any of its subsidiaries, or

(b) has any outstanding indebtedness to another entity that is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Issuer or any of its subsidiaries.

17. RISK FACTORS

An investment in the securities of the Issuer is subject to a number of risks, including those described below, that could have a material adverse effect upon, among other things, the operating results, earnings, business prospects and condition (financial or otherwise) of the Issuer. A prospective purchaser of such securities should carefully consider the risk factors set out below before making a decision to purchase securities of the Issuer. The risks described herein are not the only risk factors facing the Issuer and should not be considered exhaustive. Additional risks and uncertainties not currently known to the Issuer, or that the Issuer currently considers immaterial, may also materially and adversely affect the business, operations and condition (financial or otherwise) of the Issuer.

Risks Related to the Business of the Issuer

- ***Risks related to COVID-19***

The Issuer cautions that its business could be materially and adversely affected by the risks, or the public perception of the risks, related to the COVID-19 pandemic. The risk of a pandemic, or public perception of such a risk, could cause temporary or long-term disruptions in the Issuer's supply chains and/or delays in the delivery of its products. Further, such risks could also adversely affect the Issuer's customers' financial condition, resulting in reduced buying of its products. Moreover, an epidemic, pandemic, outbreak or other public health crisis, such as COVID-19, could cause employees to avoid the Issuer's properties, which could adversely affect its ability to adequately staff and manage its businesses. "Shelter-in-place" or other such orders

by governmental entities could also disrupt the Issuer's operations, if employees who cannot perform their responsibilities from home are not able to report to work. Risks related to an epidemic, pandemic or other health crisis, such as COVID-19, could also lead to the complete or partial closure of one or more of the Issuer's stores, facilities or operations of its partners.

- ***Risks relating to key personnel***

If the Issuer fails to attract and retain key management and sales personnel, it may be unable to successfully develop or commercialize its product candidates. The Issuer will need to expand and effectively manage its managerial, operational, financial, development and other resources in order to grow organically. The Issuer's success depends on its continued ability to attract, retain and motivate highly qualified management, sales personnel, including its key management personnel. The loss of the services of any of its senior management could impact its sales. At this time, the Issuer does not have "key man" insurance policies on the lives of any of its employees or consultants. In addition, the Issuer's advisors may have arrangements with other companies to assist those companies in developing products or technologies that may potentially may compete with the Issuer's products or technologies. All of its advisors and consultants sign agreements with the Issuer, which includes provisions for: confidentiality; non-disclosure; intellectual property rights; and non-competes covering its intellectual property and other proprietary information.

The Issuer will need to hire additional personnel as it continues to expand its development activities. The Issuer may not be able to attract or retain qualified management and sales personnel in the future due to the intense competition for qualified personnel among the health and wellness business. If it is not able to attract and retain the necessary personnel to accomplish its business objectives, it may experience constraints that will impede significantly the achievement of its development objectives, its ability to raise additional capital and its ability to implement its business strategy. In particular, if the Issuer loses any members of its senior management team, it may not be able to find suitable replacements in a timely fashion or at all and its business may be harmed as a result.

- ***Risks relating to early stage development***

If the Issuer is unable to develop its sales and marketing and distribution capability on its own or through collaborations with marketing partners, it will not be successful in commercializing its product candidates. The Issuer currently does not have a marketing staff or a sales or distribution organization. The Issuer currently does not have marketing, sales or distribution capabilities. If the Issuer's product candidates are approved, it may establish a sales and marketing organization with technical expertise and supporting distribution capabilities to commercialize its product candidates, which will be expensive and time consuming. Any failure or delay in the development of internal sales, marketing and distribution capabilities would adversely impact the commercialization of these product candidates. The Issuer may choose to collaborate with third parties that have direct sales forces and established distribution systems, either to augment its own sales force and distribution systems or in lieu of its own sales force and distribution systems. To the extent that the Issuer enters into co-promotion or other licensing arrangements, its product

revenue is likely to be lower than if it directly marketed or sold its products, when and if it has any. In addition, any revenue it receives will depend in whole or in part upon the efforts of such third parties, which may not be successful and will generally not be within its control. If the Issuer is unable to enter into such arrangements on acceptable terms or at all, it may not be able to successfully commercialize its existing and future product candidates. If it is not successful in commercializing its existing and future product candidates, either on its own or through collaborations with one or more third parties, its future product revenue will suffer and it may incur significant additional losses.

- ***Risk Relating to various Regulatory Systems***

Some of the planned activities of the Issuer, particularly in respect to its CBD and psilocybin infused products are subject to regulation by governmental authorities. Achievement of the Issuer'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. The Issuer cannot predict the time required to secure or maintain all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. 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 Issuer.

The Issuer operates in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

The Issuer incurs ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Issuer. Further, the Issuer may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect its ability to conduct business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future.

The industry in which the Issuer operates is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Issuer and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Issuer's earnings and could make future capital investments or the Issuer's operations uneconomic. The industry is also subject to numerous legal challenges, which

may significantly affect the financial condition of market participants and which cannot be reliably predicted.

- ***Change in Laws, Regulations and Guidelines***

The Issuer's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of its products but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. To its knowledge, the Issuer is currently in compliance with such laws in all material respects. Changes to such laws, regulations and guidelines due to matters beyond the control of the Issuer may cause adverse effects to the Issuer's operations.

While the impact of the changes are uncertain and are highly dependent on which specific laws, regulations or guidelines are changed and on the outcome of any such court actions, it is not expected that any such changes would have an effect on the Issuer's operations that is materially different than the effect on similar-sized companies in the same business as the Issuer.

Local, state and federal laws and regulations governing CBD and psilocybin for medicinal and recreational purposes are broad in scope and are subject to evolving interpretations, which could require the Issuer to incur substantial costs associated with bringing the Issuer's operations into compliance. In addition, violations of these laws, or allegations of such violations, could disrupt the Issuer's operations and result in a material adverse effect on its financial performance. It is beyond the Issuer's scope to predict the nature of any future change to the existing laws, regulations, policies, interpretations or applications, nor can the Issuer determine what effect such changes, when and if promulgated, could have on the Issuer's business.

- ***Product Liability, Operational Risk***

As a manufacturer and distributor of products designed to be ingested by humans, the Issuer 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 CBD-infused or other products based on the Issuer's recipes and brands 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 Issuer's products alone or in combination with other medications or substances could occur. The Issuer may be subject to various product liability claims, including, among others, that the Issuer'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 Issuer could result in increased costs, could adversely affect the Issuer's reputation with its clients and consumers generally, and could have a material adverse effect on the Issuer's results of operations and financial condition of the Issuer. There can be no assurances that the Issuer 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 Issuer's products.

- ***Product Recall Risks***

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 products developed by the Issuer and sold by it or by licensed producers are recalled due to an alleged product defect or for any other reason, the Issuer could be required to incur the unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. The Issuer may lose a significant amount of revenue due to a loss of and may not be able to replace that revenue at an acceptable margin or at all. In addition, a product recall may require significant management attention. 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 Issuer's significant brands were subject to recall, the image of that brand and the Issuer could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Issuer's products and could have a material adverse effect on the results of operations and financial condition of the Issuer. Additionally, product recalls may lead to increased scrutiny of the Issuer's operations by the regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Issuer's operations can also be substantially affected by adverse publicity resulting from quality, illness, injury, health concerns, public opinion, or operating issues. The Issuer will attempt to manage these factors, but the occurrence of any one or more of these factors could materially and adversely affect the Issuer's business, financial condition and results of operations.

- ***Uninsurable Risks***

It is not always possible to fully insure against all risks, and the Issuer may decide not to take out insurance against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Issuer. The Issuer does not currently have any insurance policies covering its properties or the operation of its business and any liabilities that may arise as a result any of the above-noted risks may cause a material adverse effect on the financial condition of the Issuer.

- ***The Issuer May Not Be Able to Accurately Predict its Future Capital Needs and it May Not Be Able to Secure Additional Financing***

The Issuer may need to raise significant additional funds in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Issuer cannot be sure that this additional financing, if needed,

will be available on acceptable terms, or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Issuer may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

- ***Reliance on Management***

The success of the Issuer is currently dependent on the performance of its Chief Executive Officer, President, and Board of Directors. The loss of the services of these persons would have a material adverse effect on the Issuer's business and prospects in the short term. There is no assurance the Issuer can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects.

- ***Factors Which May Prevent Realization of Growth Targets***

The Issuer is currently in the early growth stage. There is a risk that the additional resources will be needed and milestones will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Issuer:

(a) maintaining, or conditions imposed by, regulatory approvals;

(b) facility design errors;

(c) non-performance by third party contractors;

(d) increases in materials or labor costs;

(e) breakdown, aging or failure of equipment or processes;

(f) contractor or operator errors;

(g) labor disputes, disruptions or declines in productivity;

(h) inability to attract sufficient numbers of qualified workers;

(i) disruption in the supply of energy and utilities; and

(j) major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

- ***Competitive Risks***

The CBD industry is highly competitive. The Issuer will compete with numerous other businesses in the medical and adult use industry, many of which possess greater financial and marketing resources and other resources than the Issuer. The CBD business is often affected by changes in consumer tastes and discretionary spending patterns, national and regional economic conditions, demographic trends, consumer confidence in the economy, traffic patterns, local competitive factors, cost and availability of raw material and labor, and governmental regulations. Any change in these factors could materially and adversely affect the Issuer's operations.

Due to the early stage of the industry in which the Issuer operates, the Issuer expects to face additional competition from new entrants. If the number of legal users of CBD in its target jurisdictions increases, the demand for products will increase and the Issuer 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 Issuer will require a continued high level of investment in research and development, marketing, sales and client support. The Issuer 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 Issuer.

- ***Risks associated with Psychedelics***

The use of psilocybin/psilocin for medical treatment is limited and recreational use is illegal in most of the world. Risks to the Issuer include: (a) the changing legal and regulatory regime of countries which regulates the use of psilocybin mushrooms for research, medical and clinical trial purposes as well as related products; (b) the extent to which the COVID-19 pandemic impacts future business locally and internationally, and (c) growing changes in consumer attitudes to natural, alternative sources to currently available drugs. The Issuer anticipates that it will be at least two years before any revenue is derived from any of its business related to psilocybin/psilocin strips.

- ***Difficulties in Forecasting***

The Issuer 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 CBD industry in the in the UK and Europe**.** A failure in the demand for its products to materialize as a result of competition, technological change, market acceptance or other factors could have a material adverse effect on the business, results of operations and financial condition of the Issuer.

- ***Management of Growth***

The Issuer may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Issuer to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Issuer to deal with this growth may have a

material adverse effect on the Issuer's business, financial condition, results of operations and prospects.

- ***Currency Fluctuations***

Exchange rate fluctuations may adversely affect the Issuer's financial position and results. It is anticipated that substantially all of the Issuer's business will be conducted in outside of Canada in foreign currencies. The Issuer's financial results are reported in Canadian dollars and costs will be incurred primarily in U.S. dollars in its production costs, and planned sales will be in the pound Sterling and the Euro. The depreciation of the Canadian dollar against the U.S. dollar could increase the actual capital and operating costs of the Issuer's U.S. suppliers and materially adversely affect the results presented in the Issuer's financial statements. Currency exchange fluctuations may also materially adversely affect the Issuer's future cash flow from operations, its results of operations, financial condition and prospects.

- ***Enforcement of Legal Rights***

In the event of a dispute arising from the Issuer's foreign operations, the Issuer may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, to the extent that the Issuer's assets are located outside of Canada, investors may have difficulty collecting from the Issuer any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities provisions. The Issuer may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

- ***Global Financial and Economic Conditions***

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Issuer's ability to obtain debt and equity financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Issuer's operations and financial condition could be adversely impacted.

- ***Conflicts of Interest***

Certain officers and directors of the Issuer are also officers and/or directors of other entities engaged in the wellness industry generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Issuer. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the BCBCA. The BCBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract

or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA.

In addition, the directors and officers are required to act honestly and in good faith with a view to the Issuer's best interests. However, in conflict of interest situations, the Issuer's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Issuer. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Issuer.

- ***Success of Quality Control Systems***

The quality and safety of the Issuer's products are critical to the success of its business and operations. As such, it is imperative that the Issuer's (and its service provider's) quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by employees to quality control guidelines. Although the Issuer strives to ensure that all of its service providers have implemented and adhere to high caliber quality control systems, any significant failure or deterioration of such quality control systems could have a material adverse effect on the Issuer's business and operating results.

- ***Inability to Protect Intellectual Property***

The Issuer's success is heavily dependent upon its intangible property and technology. The Issuer relies upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that is considered important to the development of the business. The Issuer relies on various methods to protect its proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology or processes. There can be no assurances that the steps taken by the Issuer to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Issuer's intangible property, technology or processes. It is likely that other companies can duplicate a production process similar to the Issuer's. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Issuer may have to litigate to enforce its intangible property rights, which could result in substantial costs and divert management's attention and other resources.

The Issuer's ability to successfully implement its business plan depends in part on its ability to maintain and build brand recognition using its trademarks, service marks, trade dress, domain names and other intellectual property rights, including the Issuer's names and logos. If the Issuer's efforts to protect its intellectual property are inadequate, or if any third party misappropriates or infringes on its intellectual property, the value of its brands may be harmed, which could have a material adverse effect on the Issuer's business and might prevent its brands from achieving or maintaining market acceptance.

The Issuer may be unable to obtain registrations for its intellectual property rights for various reasons, including prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. This could harm its image, brand or competitive position and cause the Issuer to incur significant penalties and costs.

Risks Relating to Investment in the Issuer

- ***Volatility of Stock Markets***

Securities markets experience a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Issuer include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries.

These fluctuations may affect the ability of holders of the Issuer's securities to sell their securities at an advantageous price. The market price of such securities may decline even if the Issuer's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Issuer's operations could be adversely impacted and the trading price of the Common Shares or other securities of the Issuer may be materially adversely affected.

As a result of any of these factors, the market price of the securities of the Issuer at any given point in time may not accurately reflect the long-term value of the Issuer.

- ***Risk Factors Related to Dilution***

The Issuer may issue additional securities in the future, which may dilute a shareholder's holdings in the Issuer. The Issuer's constating documents permit the issuance of an unlimited number of Common Shares. The Issuer's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Issuer. The directors of the Issuer have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Issuer on the exercise of options under its stock option plan and upon the exercise of outstanding convertible securities.

- ***Additional Financing***

The continued development of the Issuer will require additional financing. There is no guarantee that the Issuer will be able to achieve its business objectives. The Issuer intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite

postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Issuer. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Issuer and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Issuer to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Issuer will require additional financing to fund its operations until positive cash flow is achieved.

- ***Dividends***

The Issuer does not anticipate paying any dividends on the Common Shares in the foreseeable future. Dividends paid by the Issuer would be subject to tax and, potentially, withholdings.

Any decision to declare and pay dividends in the future will be made at the discretion of the Issuer's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Issuer's board of directors may deem relevant.

- ***Forward-Looking Information May Prove Inaccurate***

Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. See "Forward-Looking Information".

18. PROMOTERS

Doug Taylor, as the former CEO of the Issuer, is considered a promoter of the Issuer. Please refer to the section entitled "*Directors and Officers*" for information with respect to Mr. Taylor's share holdings. As part of the Fundamental Change Transaction, Mr. Taylor will remain a director of the Issuer.

19. LEGAL PROCEEDINGS

Neither the Issuer, any of its subsidiaries nor any of their respective property is the subject of any legal proceeding nor is the Issuer nor any of its subsidiaries currently party to any material legal proceeding or contemplating any legal proceedings which are material to its business. Additionally, to the knowledge of the management of the Issuer, there are no such proceedings contemplated.

Neither the Issuer nor any of its subsidiaries has been subject to any: (a) penalties or sanctions

imposed by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date hereof; (b) other penalties or sanctions imposed by a court or regulatory body against the Issuer or any of its subsidiaries necessary to contain full, true and plain disclosure of all material facts relating to the securities being listed; or (c) settlement agreements entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of the Issuer, principal shareholders, or any associate or affiliate of such persons, has or has had any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement or in any proposed transaction that has materially affected or may affect the Issuer.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

The Issuer's and the Target's auditors are Baker Tilly WM LLP. The principal office of Baker Tilly WM LLP is Suite 900, 400 Burrard Street Vancouver, British Columbia V6C 3B7.

The Issuer's transfer agent and registrar is Odyssey Trust Company, with its principal place of business located at 323-409 Granville Street, Vancouver, B.C. V6C 1T2.

22. MATERIAL CONTRACTS

The Issuer has entered into the following material contracts that are still in force, other than those entered into in the ordinary course of business:

(a) the Merger Agreement, as amended on November 30, 2020 and again on July 15, 2021 with the Target;

(b) the Product License;

(c) Psilocybin/Psilocin License;

(d) Acquisition agreement with 1288339 BC Ltd.;

(e) Stock Option Plan; and

(f) The Escrow Agreement between the Issuer, Odyssey Trust and various shareholders and insiders.

Copies of any material contracts of the Issuer may be inspected at the registered office of the Issuer at Suite 1780, 355 Burrard Street, Vancouver, British Columbia, during normal business hours and on SEDAR.

23. INTEREST OF EXPERTS

There are no direct or indirect interests in the property of the Issuer or of a related person of the Issuer received or to be received by a person or company whose profession or business gives authority to a statement made by the person or company and who is named as having prepared or certified a part of the Listing Statement or prepared or certified a report or valuation described or included in the Listing Statement.

24. OTHER MATERIAL FACTS

There is no other material fact about the Issuer and its securities that are not disclosed under the preceding items and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the Issuer and its securities.

25. FINANCIAL STATEMENTS

Attached is a copy of the audited financial statements of the Issuer, for the years ended September 30, 2020 and 2019 and the unaudited interim financial statements for the nine months ended June 30, 2021, the audited financial statements of Kick Pharmaceuticals Inc. for period ended December 31, 2020, the unaudited interim financial statements of Kick Pharmaceuticals Inc. for the six month period ended June 30, 2021 and the pro forma combined financial statements for the two companies as at June 30, 2021.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, Love Pharma Inc. hereby applies for the listing of the above mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to Love Pharma Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC
this 22 day of September, 2021.

Signed (Zach Stadnyk)

Zach Stadnyk
President and Chief Executive Officer

Signed (Tatiana Kovaleva)

Tatiana Kovaleva
Chief Financial Officer

Signed (Doug Taylor)

Doug Taylor
Promoter

Signed (Mark Tommasi)

Mark Tommasi
Director

Signed (Doug Taylor)

Doug Taylor
Director

CERTIFICATE OF THE TARGET

Pursuant to a resolution duly passed by its board of directors, Kick Pharmaceuticals Inc., hereby applies for the listing of the above mentioned securities on CSE. The foregoing contains full, true and plain disclosure of all material information relating to Kick Pharmaceuticals Inc. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, BC
this 22nd day of September, 2021

Signed (Zach Stadnyk)	Signed (Zach Stadnyk)
Zach Stadnyk President and Chief Executive Officer	Zach Stadnyk Chief Financial Officer
Signed (Zach Stadnyk)	Signed (Zach Stadnyk)
Zach Stadnyk Promoter	Zach Stadnyk Director

Schedule “A”

(See Attached)

GLENBRIAR TECHNOLOGIES INC.
FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEARS ENDED SEPTEMBER 30, 2020 and 2019

Baker Tilly WM LLP
900 – 400 Burrard Street
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Canada V6C 3B7
T: +1 604.684.6212
F: +1 604.688.3497

vancouver@bakertilly.ca
www.bakertilly.ca

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Glenbriar Technologies Inc.:

Opinion

We have audited the financial statements of Glenbriar Technologies Inc. (the "Company"), which comprise the statements of financial position as at September 30, 2020 and 2019, and the statements of net and comprehensive loss, statements of cash flows and statements of changes in shareholders' equity (deficiency) for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which describes events and conditions indicating that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis filed with the relevant Canadian securities commissions.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits and remain alert for indications that the other information appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement on this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Graeme L. Cocke.

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
January 26, 2021

GLENBRIAR TECHNOLOGIES INC.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	September 30, 2020	September 30, 2019
ASSETS		
Current assets		
Cash	$ 13,295	$ 7,461
Long-term assets		
Investments (Note 4)	$ 679,743	$ -
Loan receivable (Note 4)	-	525,000
Total assets	$ 693,038	$ 532,461
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (Note 9)	$ 116,050	$ 132,653
GST liability (Note 5)	14,076	51,766
Total liabilities	130,126	184,419
Shareholders' equity (deficiency)		
Share capital (Note 6)	6,405,755	5,865,755
Deficit	(5,842,843)	(5,517,713)
Total shareholders' equity (deficiency)	562,912	348,042
Total liabilities and shareholders' equity (deficiency)	$ 693,038	$ 532,461

Nature of operations (Note 1)
Going concern (Note 2)
Subsequent event (Note 10)

Approved and authorized on behalf of the Board of Directors on January 26, 2021.

"Douglas Taylor" Director
Douglas Taylor

"Mark Tommasi" Director
Mark Tommasi

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

GLENBRIAR TECHNOLOGIES INC.
STATEMENTS OF NET AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Year Ended September 30, 2020	Year Ended September 30, 2019
EXPENSES		
Consulting (Note 9)	$ -	$ 17,000
General and administration	8,273	28,512
Professional fees (Note 9)	85,470	161,469
Management and directors' fees (Note 9)	15,524	92,500
Transfer agent and filing fees	19,035	30,403
Loss for the year	(128,302)	(329,884)
Other income (loss)		
Interest from loan (Note 4)	2,803	-
Unrealized loss on investments (Note 4)	(199,631)	-
Change in estimate of GST liability (Note 5)	-	208,467
	(196,828)	208,467
Net and comprehensive loss for the year	$ (325,130)	$ (121,407)
Weighted average number of common shares outstanding – basic and diluted	181,286,208	136,793,307
Loss per common share – basic and diluted	$ (0.00)	$ (0.00)

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

GLENBRIAR TECHNOLOGIES INC.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year Ended September 30, 2020	Year Ended September 30, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net and comprehensive loss for the year	$ (325,130)	$ (121,407)
Items not involving cash:		
Unrealized loss on investments	199,631	-
Accrued interest	(2,803)	-
Changes in non-cash working capital:		
GST receivable	-	(8,978)
Accounts payable and accrued liabilities	(16,603)	27,089
GST liability	(37,690)	(208,477)
Net cash used in operating activities	(182,595)	(311,773)
CASH FLOWS FROM INVESTING ACTIVITIES		
Advance of loans receivable	(351,571)	(525,000)
Net cash used in investing activities	(351,571)	(525,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placement, net of share issue costs	540,000	856,200
Loan proceeds (repayment)	-	(15,012)
Net cash (used in) provided by financing activities	540,000	841,188
Change in cash for the year	5,834	4,415
Cash, beginning of the year	7,461	3,046
Cash, end of the year	$ 13,295	$ 7,461
Supplemental cash flow information		
Interest paid (received)	$ -	$ -
Income taxes paid (received)	$ -	$ -
Significant non-cash investing and financing transactions		
Loans converted to investments	$ 876,571	$ -

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

GLENBRIAR TECHNOLOGIES INC.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Expressed in Canadian Dollars)

	Capital Stock			Total
	Number	Amount	Deficit	equity (deficiency)
Balance as at September 30, 2018	130,421,510	$ 5,009,555	$ (5,396,306)	$ (386,751)
Private placement	17,308,000	865,400	-	865,400
Finder's fees	-	(9,200)	-	(9,200)
Net and comprehensive loss for the year	-	-	(121,407)	(121,407)
Balance as at September 30, 2019	147,729,510	$ 5,865,755	$ (5,517,713)	$ 348,042
Private placement	63,308,000	550,000	-	550,000
Finder's fees	-	(10,000)	-	(10,000)
Share adjustment	(2)	-	-	-
Net and comprehensive loss for the year	-	-	(325,130)	(325,130)
Balance as at September 30, 2020	211,037,508	$ 6,405,755	$ (5,842,843)	$ 562,912

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

1. NATURE OF OPERATIONS

Glenbriar Technologies Inc. ("Glenbriar" or the "Corporation") was incorporated under the Alberta Business Corporations Act on July 15, 1994. The Corporation's common shares are listed on the Canadian Securities Exchange (trading symbol; GTI.X). The Corporation's head office is located at 1780-355 Burrard Street, Vancouver, British Columbia, Canada, V6C 2G8.

The Corporation has entered into an agreement to acquire all of the shares of Kick Pharmaceuticals Inc. ("Kick"). The transaction is subject to exchange approval, further due diligence and shareholder approval. Kick was founded in 2020 and is a specialized health and wellness company with exclusive rights/licenses to produce, market, package, sell and distribute 6 pharmaceutical and therapeutic products throughout Europe, North America and the United Kingdom. Kick also holds the rights to a patent application for an alternate delivery system for the FDA approved drug Naboline used for treating nausea.

In 2019 the Corporation announced it had entered into an arm's length agreement to acquire Eleos Robotics Inc. ("Eleos"), a private company based in British Columbia. The Corporation announced a private placement of up to $1,500,000 to fund the technology development. On January 27, 2020, the parties decided to terminate the proposed reverse take-over of the Corporation by the Eleos shareholders. In its stead, the Corporation has acquired 18% of Eleos, represented by 744,691 common non-voting shares of Eleos, in return for the cumulative $655,000 in advances made to the date of termination. See note 4.

2. BASIS OF PRESENTATION

Statement of compliance

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and interpretations of the IFRS Interpretations Committee ("IFRIC").

A summary of the Corporation's significant accounting policies under IFRS is presented in note 3. These policies have been consistently applied.

2. BASIS OF PRESENTATION (continued)

Basis of measurement and going concern

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. The financial statements have been prepared on an accrual basis except for cash flow information.

These financial statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future.

As at September 30, 2020, the Corporation has a working capital deficiency of $116,831 (2019 - $176,958) and has an accumulated deficit of $5,842,843(2019 - $5,517,713). The Corporation incurred a net loss during the year ended September 30, 2020 of $325,130(2019 – $121,407). In order to continue as a going concern, the Corporation will need to generate positive cash flows from operations or obtain additional debt or equity financing. Whether and when the Corporation can generate sufficient operating and/or financing cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to September 30, 2020 is uncertain.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world's equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Management is aware, in making its going concern assessment, of the material uncertainty created by the aforementioned events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. These financial statements do not give effect to any adjustments which may be necessary should the Corporation be unable to continue as a going concern and therefore realize its assets and discharge its liabilities in other than the normal course of business at amounts different from those reflected in the accompanying financial statements. Such adjustments could be material.

Functional and presentation currency

These financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional currency.

Use of estimates and judgements

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses and other income (loss) during the periods presented. Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from the estimates.

The following discussion sets forth management's most critical estimates and assumptions in determining the carrying amounts of assets, liabilities and equity (deficiency):

Going concern

The assessment of the Corporation's ability to execute its strategy by funding future working capital requirements involves judgment. Factors considered by management are disclosed above.

2. BASIS OF PRESENTATION (continued)

Income taxes

The measurement of income taxes requires management to make judgements in the interpretation and application of 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 financial statements. The availability of tax pools is subject to audit and interpretation by taxation authorities. There are no current or deferred income taxes recognized in the financial statements as disclosed in note 8 and management estimates that these items have been fairly valued.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on deposit with banks and short-term deposits with initial maturities of three months or less. The Corporation did not have any cash equivalents as at September 30, 2020 or September 30, 2019.

Income taxes

Income taxes are comprised of current and deferred taxes. Income tax expense (recovery) is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss). Current taxes are the expected taxes payable on the taxable income for the period plus any adjustment to taxes payable in respect of previous periods. Deferred taxes are recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences including carry-forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred taxes are not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred taxes are not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred taxes are measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Net income (loss) per common share

The Corporation follows the treasury stock method to determine the dilutive effect of stock options or other potentially dilutive instruments. Under this method, basic net income (loss) per share is calculated using the weighted average number of common shares outstanding during the period. Diluted income per share is calculated on the basis of the weighted average number of common shares outstanding during the period plus the additional incremental common shares that would have been outstanding for any potentially dilutive stock options or other dilutive instruments using the treasury stock method. Diluted loss per share is equal to basic loss per share, as the effect of potentially dilutive stock options or other instruments would be anti-dilutive to the calculation.

Share capital

When units are issued, which include shares and warrants, the warrants are valued using the residual value method where proceeds are allocated to the common shares up to their fair value as determined by the current quoted trading price on the announcement date, and the balance, if any, to contributed surplus.

(i) Share issue costs

Share issue costs that are directly attributable to issuing new shares are deducted from equity.

Costs that are not incremental and directly attributable to issuing new shares, are recorded as an expense in profit or loss.

(ii) Equity instruments issued as consideration

Other equity instruments issued in non-cash transactions as purchase consideration are recorded at fair value determined by management using the Black-Scholes option pricing model. The fair value of the shares issued as purchase consideration is based upon the quoted trading price of those shares on the date of grant to issue shares as determined by the Board of Directors.

Provisions and contingencies

A provision is recognized on the statement of financial position when the Corporation has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the rate of exchange in effect at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are recorded at rates of exchange in effect at the statement of financial position date and any resulting gains or losses are recorded in profit or loss for the period.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Corporation has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis.

Financial assets

The Corporation classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Corporation's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

At initial recognition, the Corporation measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Corporation classifies its financial assets:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest method. The effective interest method is the rate that discounts estimated future cash flows over the expected life of the financial instrument, or where appropriate, a shorter period. Cash and loan receivable are classified in this category.

Fair value through OCI (FVOCI): Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these debt instruments is included as finance income using the effective interest method. The Corporation has no assets classified in this category.

FVTPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises. Investments are classified in this category.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred.

The fair value changes to financial liabilities at FVTPL are presented as follows: where the Corporation optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Corporation does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Corporation classifies accounts payable and accrued liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

Changes in accounting policies

The Corporation adopted IFRS 16, "Leases" which specifies how to recognize, measure, present and disclose leases. IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, and lessor accounting is substantially unchanged from IAS 17. Upon adoption, a lessee shall either apply IFRS 16 with full retrospective effect, or alternatively, not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity.

The Corporation has considered the impact of this change and has determined that, since it currently has no leases, the new standard has not had any material impact on the Corporation's financial statements.

4. INVESTMENTS AND LOAN RECEIVABLE

During the year ended September 30, 2019, the Corporation advanced $525,000 to Eleos, pursuant to the terms of the arm's length agreement (note 1). During the year ended September 30, 2020, the Corporation advanced a further $130,000. The loan bears interest at 10% per annum, waived for the first 18 months, calculated and compounded semi-annually on unpaid principal and interest balance from the date of the advance until the loan is repaid in full. The loan is secured by a general security agreement, including technology patents, and was repayable on February 26, 2020. A termination agreement was reached January 27, 2020.

On January 27, 2020, the parties decided to terminate the proposed reverse take-over of the Corporation by the Eleos shareholders. In its stead, the Corporation has acquired 18% of Eleos, represented by 744,691 common non-voting shares of Eleos, in return for the cumulative $655,000 in advances made to the date of termination. As at September 30, 2020, in accordance with the guidance in IFRS 9 regarding when cost may be the best estimate of fair value, the investment in Eleos was recorded at cost.

On March 24, 2020, the Corporation entered an agreement to lend up to $225,000 to World High Life PLC ("WHL") as a short-term convertible loan, repayable on November 1, 2020 with a 5% annual interest rate. During the year ended September 30, 2020, the Corporation advanced $221,571. On June 25, 2020, the Corporation signed a Debt Settlement Agreement and accepted 1,483,967 shares of WHL for a total value of $224,374 (principal $221,571 and interest $2,803). As at September 30, 2020, the shares of WHL were valued at $24,743 and the Corporation recognized an unrealized loss of $199,631.

(Expressed in Canadian Dollars)

5. GST LIABILITY

During the year ended September 30, 2018, the Corporation received notice from the Canada Revenue Agency ("CRA") that the Corporation's GST claims from October 2014 to August 2017 were denied. As a result of CRA's assessment, they are requesting the Corporation repay all refunds received. As a result of the CRA's notice, at September 30, 2018 the Corporation recognized a liability of $272,366, which represented the full amount of GST refunds to be repaid including interest. The Corporation appealed the CRA notice during fiscal 2019 and was successful in having the liability reduced to $51,766, offset by current GST receivable of $12,123. During the year ended September 30, 2020, this amount has been reduced further to $14,076 by a $32,000 payment and the first, second, third and fourth quarters GST tax credits of $1,838, $1,713, $1,605 and $535, respectively.

6. SHARE CAPITAL

a) Authorized

Unlimited number of common shares
Unlimited number of preferred shares of one or more series

b) Common shares issued and outstanding

	Number of shares	Amount
Balance, September 30, 2018	130,421,510	$ 5,009,555
Private placement	17,308,000	865,400
Issuance costs	-	(9,200)
Balance, September 30, 2019	147,729,510	5,865,755
Private placement	23,308,000	150,000
Private placement	40,000,000	400,000
Share adjustment	(2)	-
Issuance costs	-	(10,000)
Balance, September 30, 2020	211,037,508	$ 6,405,755

During the year ended September 30, 2019 the Corporation announced a private placement financing of up to $1,500,000 by issuance of units at $0.05. Each unit to be comprised of one common share and one warrant to purchase a common share with an exercise price of $0.10 in the first year and $0.15 in the second year. The terms of the financing provide that the units will not be adjusted for the 2 for 1 consolidation that has been proposed but not yet completed.

The first tranche raised $429,700 through the issuance of 8,594,000 units. Units were priced at $0.05 each, with each unit consisting of one share and one warrant exercisable for 2 years from closing at an exercise price of $0.10 in the first year and $0.15 in the second year. No finder fees were paid on this tranche.

The second tranche raised $435,700 through the issuance of 8,714,000 units. Units were priced at $0.05 each, with each unit consisting of one share and one warrant exercisable for 2 years from closing at an exercise price of $0.10 in the first year and $0.15 in the second year. Cash finder's fees of $9,200 were paid and 184,000 finder's warrants, valued at $Nil, were issued on this tranche.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL (continued)

b) Common shares issued and outstanding (continued)

On March 20, 2020 the Corporation issued 23,308,000 units in favor of the holders to an early private placement at a subscription price of $0.05 per share on a 2 for 1 consolidation basis. As the consolidation was not completed, the shares were issued at a deemed price of $0.025. Each unit consists of one common share and one common shares purchase warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share in year one and $0.075 in year two. The Company issued 184,000 finder's warrants, valued at $Nil, in connection with this private placement.

On March 20, 2020 the Corporation issued 40,000,000 units at a subscription price of $0.01 per unit for total consideration of $400,000. Each unit consists of one common share and one common share purchases warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share. Cash finder's fees of $10,000 were paid and 1,000,000 finder's warrants, valued at $Nil, were issued in connection with this private placement.

c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of warrants	Weighted average exercise price
Outstanding September 30, 2018	-	$ -
Granted	17,492,000	0.10
Outstanding September 30, 2019	17,492,000	0.10
Granted	64,492,000	0.05
Outstanding September 30, 2020	81,984,000	$ 0.07

Finder's warrants granted during the year ended September 30, 2019 were valued at $Nil calculated using the Black-Scholes Option Pricing Model using the following assumptions: share price: $0.01, expected volatility: 100%, expected life: 2 years, dividend yield rate: 0%, and risk-free interest rate: 1.38%.

Finder's warrants granted during the year ended September 30, 2020 were valued at $Nil calculated using the Black-Scholes Option Pricing Model using the following assumptions: share price: $0.01, expected volatility: 100%, expected life: 2 years, dividend yield rate: 0%, and risk-free interest rate: 0.56%.

Warrants outstanding as at September 30, 2020 are as follows:

Number of warrants	Exercise price	Grant date	Expiry date
8,594,000	$0.15[1]	April 30, 2019	April 30, 2021
8,898,000	$0.15[1]	June 6, 2019	June 6, 2021
41,000,000	$0.05[1]	March 20, 2020	March 20, 2022
23,492,000	$0.05[2]	March 20, 2020	March 20, 2022
81,984,000	$0.07		

[1]$0.10 in year 1 and $0.15 in year 2
[2]$0.05 in year 1 and $0.075 in year 2

(Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Corporation's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Corporation's exposure to each of the above risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Corporation's management of capital. Further quantitative disclosures are included throughout these financial statements. The Corporation employs risk management strategies and polices to ensure that any exposure to risk complies with the Corporation's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Corporation's risk management framework, the Corporation's management has the responsibility to administer and monitor these risks.

Fair value of financial instruments

The Corporation's financial instruments are comprised of cash, investments, loan receivable, and accounts payable and accrued liabilities. The carrying values of the Corporation's cash, loan receivable, and accounts payable and accrued liabilities approximate their respective fair values due to their short term to maturity.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 reflects valuation based on quoted prices observed in active markets for identical assets or liabilities.
- Level 2 reflects valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 reflects valuation techniques with significant unobservable market inputs.

The Corporations investment in Eleos is classified as Level 3 and its investment in WHL is classified as Level 1.

Credit risk

Credit risk is the risk of potential loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations. The Corporation's credit risk is limited to the carrying value of its financial instruments shown on the statements of financial position and arises from the Corporation's cash. As cash is held in a reputable financial institution, credit risk is considered minimal.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting its obligations as they become due. For the year ended September 30, 2020, the Corporation had a net loss of $325,130, cash used in operating activities of $182,595, and at September 30, 2020 had a working capital deficiency of $116,831.

Management believes that the Corporation will require funding from shareholder advances or equity financings in order to satisfy its current and future obligations. The Corporation is assessing various options to raise funding.

A contractual maturity analysis of the Corporation's financial liabilities is as follows:

Financial liabilities		2020	2021		Total
Accounts payable and accrued liabilities	$	116,050	-	$	116,050
GST liability		14,076	-		14,076
	$	130,126	-	$	130,126

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange risk, interest rate risk and other price risk. Glenbriar's investment in WHL is subject to market risks.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. There is exchange risk associated with the Corporation's investment in WHL which is traded in the United Kingdom and traded in British Pound Sterling ("GBP"). A 10% change in the CAD/GBP exchange rate would have a $2,475 impact on net loss for the year.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. It is management's opinion that the Corporation is not subject to significant interest risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. There is other price risk associated with the Corporation's investment in WHL. A 10% change in the market price of WHL shares would have a $2,475 impact on net loss for the year.

Capital management

The Corporation's goal is to develop a strong capital base to meet its growth objectives, while maintaining the ability to fulfill its financial obligations, finance internal growth and fund potential acquisitions. The Corporation may be required to seek additional equity or debt financing, reduce its operations or to limit its growth to maintain liquidity. The Corporation does not have adequate surplus capital on hand to make strategic acquisitions. Accordingly, the Corporation may reasonably be expected to issue additional equity or obtain more debt to achieve the additional resources which it believes are necessary to enable it to seek new business opportunities which are sought by investors and shareholders. If additional equity is issued, existing shareholders may experience dilution of their shareholdings. If additional debt is taken on, the business could be put at greater risk of not being able to survive downturns in business cycles or other negative future events.

The Corporation's capital consists of the Corporation's shareholders' equity and debt that it may issue. The Corporation's capital management objectives, evaluation measures and targets have remained unchanged over the periods presented. The Corporation is not subject to any external restriction.

(Expressed in Canadian Dollars)

8. INCOME TAXES

Income tax expense (recovery) differs from the amounts which would be obtained by applying the combined federal and provincial statutory income tax rate to the respective years' loss before income taxes. The following schedule explains the differences between the expected and actual tax expense (recovery):

	2020	2019
Loss before income taxes	$ 325,130	$ 121,407
Expected income tax recovery – statutory rate of 27.00%	88,000	32,780
Share issue costs	3,000	-
Change in estimate and other	(8,000)	1,220
Change in unrecognized deductible temporary differences	(83,000)	(34,000)
Total income tax recovery	$ -	$ -

The components of the deferred income tax asset amounts as at September 30, 2020 and 2019 are as follows:

	2020	2019
Non-capital losses carried forward	$ 1,156,000	$ 1,124,000
Investments	54,000	-
Share issue costs	8,000	11,000
	1,218,000	1,135,000
Unrecognized net deferred tax assets	(1,218,000)	(1,135,000)
	$ -	$ -

Management has assessed the net deferred tax asset using the criteria of whether it is probable that the deferred tax assets can be realized. Based on the uncertainty of future taxable income, management has not recognized a deferred tax asset as at September 30, 2020 and 2019.

As at September 30, 2020, the Corporation had non-capital losses of approximately $4,282,000 available to be carried forward to reduce future taxable income. The benefit of these credits and losses has not been recognized in the financial statements. These credits and losses expire as follows:

	Non-capital losses $
2026	$ 192,000
2027	267,000
2028	751,000
2029	697,000
2030	1,119,000
2033	134,000
2035	561,000
2036	99,000
2037	184,000
2039	134,000
2040	144,000
	$ 4,282,000

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

Parties are considered related if on party has the ability, directly or indirectly, to control the other party or have significant influence over the other party by making financial or operation decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation, directly or indirectly. Key management personnel includes officers and directors.

For the year ended September 30, 2020, total compensation for key management personnel was $15,524 (September 30, 2019 - $ 100,250) and consisted of the following amounts:

For the year ended September 30,	2020	2019
Consulting fees	$ -	$ 4,000
Professional fees	-	3,750
Management and director's fees	15,524	92,500
	$ 15,524	$ 100,250

Subsequent to entering into the loan agreement and share purchase agreement dated March 11, 2019 with Eleos (note 4), a director and officer of Eleos joined the Board of Directors of the Corporation and subsequently resigned effective December 2019.

As at September 30, 2020, accounts payable and accrued liabilities included $9,444 (September 30, 2019 - $13,942) due to key management personnel.

10. SUBSEQUENT EVENT

On November 4, 2020, the Corporation entered into an agreement to acquire all of the shares of Kick. The agreement contemplates that the Corporation will issue one common share for each outstanding share of Kick.

The transaction is subject to exchange approval, further due diligence and shareholder approval. The transaction will be considered a Fundamental Change pursuant to the policies of the Canadian Securities Exchange, subject to shareholder and CSE review. Trading in the shares of the Company has been halted pending review and approval of the transaction.

Schedule “B”

(See Attached)

Glenbriar Technologies Inc.

Management's Discussion and Analysis

For the year ended September 30, 2020

DATE OF REPORT: January 26, 2021

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the audited financial statements of Glenbriar Technologies Inc. (the "Corporation" or "Glenbriar") for the years ended September 30, 2020 and 2019, and related notes attached thereto (the "financial statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise stated. References to notes are with reference to the financial statements. Readers may also want to refer to the September 30, 2019 and 2018 audited financial statements.

This MD&A, may contain forward-looking statements, including statements regarding the business and anticipated future financial performance of the Corporation, which involve risks and uncertainties. These risks and uncertainties may cause the Corporation's actual results to differ materially from those contemplated by the forward-looking statements. Factors that might cause or contribute to such differences include, among others, share market price, continued availability of capital financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Investors are also directed to consider other risks and uncertainties discussed in the Corporation's required financial statements and filings.

It is the Corporation's policy that all forward-looking statements, if any, are based on the Corporation's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements are subject to change, and the Corporation assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements contained in this MD&A, may include, but are not limited to, information or statements concerning management's expectations for the Corporation's ability to raise capital and meet its obligations.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Corporation has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

DESCRIPTION OF BUSINESS

The Corporation was incorporated in Alberta Corporations Act on July 15, 1994. The Corporation's common shares are listed on the Canadian Securities Exchange (trading symbol GTI.X). The Corporation's registered address is 1780 – 355 Burrard Street, British Columbia, Canada.

On June 11, 2017, Uniserve Communications Corporation ("Uniserve") invested $800,000 for 61.3% ownership of Glenbriar Technologies Inc. These funds were used to retire loans and other financial obligations of Glenbriar.

Effective June 30, 2017, Uniserve acquired an additional 20% of the issued and outstanding shares of Glenbriar from the directors of Glenbriar. This gave Uniserve an 81.3% ownership of the issued and outstanding shares of Glenbriar as at September 30, 2017.

On October 17, 2017 Glenbriar executed an agreement to assign, sell, and transfer all of its rights, title and interest in and to all Glenbriar assets to be used or in any way connected with its conduct of business of providing information technology and software licensing, consulting, support and services to Uniserve (the "Asset Purchase Agreement").

On March 9, 2018 Uniserve sold all of its shares in the Corporation in a private sale to several arm's length purchasers all with less than 10% ownership of the Corporation.

OUTLOOK

The Corporation has been seeking new business opportunities and in March 2019 the Corporation announced it had entered into an arm's length agreement to acquire all of the shares of Eleos Robotics Inc. ("Eleos"), a private company based in British Columbia. The agreement contemplated that the Corporation would issue 100% of the issued and outstanding shares, at a deemed value of approximately $4.74 million, to the shareholders of Eleos, upon certain milestones being met.

On January 27, 2020, the parties decided to terminate the proposed reverse take-over of the Corporation by the Eleos shareholders. In its stead, the Corporation has acquired 18% of Eleos, represented by 744,691 common non-voting shares of Eleos, in return for the cumulative $655,000 in advances made to the date of termination.

On March 14, 2019, the Corporation announced a private placement financing of up to $1,500,000 by issuance of units at $0.05. Each unit comprised of one common share and one warrant to purchase a common share with an exercise price of $0.10 in the first year and $0.15 in the second year. The terms of the financing provided that the units would be adjusted for the 2 for 1 consolidation that had been proposed. At September 30, 2019, the Corporation issued 17,308,000 units for cash proceeds of $865,400. Cash finder's fees of $9,200 and 184,000 warrants were issued in connection with the financing.

On March 20, 2020 the Corporation issued 23,308,000 units it owed to subscribers of the March 14, 2019 financing due to the proposed share consolidation not being carried out. These extra shares were issued at a deemed price of $0.025. Each unit consists of one common share and one common shares purchase warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share in year one and $0.075 in year two. The Company issued 184,000 finder's warrants in connection with this private placement.

On March 20, 2020, the Corporation issued 40,000,000 units at a subscription price of $0.01 per unit for total consideration of $400,000. Each unit consists of the one common share and one common share purchases warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share. Cash finder's fees of $10,000 were paid and 1,000,000 finder's warrants were issued in connection with this private placement.

On November 4, 2020 the Corporation announced that it has entered into an agreement to acquire all of the shares of a private BC based company, Kick Pharmaceuticals Inc. ("Kick"). The agreement contemplates that the Corporation will issue up to 348 million common shares of the Corporation, at a deemed value of approximately $8.5 million, to the shareholders of Kick. That amount of shares assumes a concurrent private placement by Kick of $1,625,000.

The transaction is subject to exchange approval, further due diligence and shareholder approval. The transaction will be considered a Fundamental Change pursuant to the policies of the Canadian Securities Exchange ("CSE"), subject to shareholder and CSE review. Trading in the shares of the Company will be halted pending review and approval of the transaction.

SELECTED ANNUAL FINANCIAL INFORMATION

The following table provides a brief summary of the Corporation's financial operations. For more detailed information refer to the financial statements.

	Year Ended September 30, 2020	Year Ended September 30, 2019	Year Ended September 30, 2018
Total revenues	$ -	$ -	$ -
Net loss from operations	(325,130)	(121,407)	(386,751)
Net and comprehensive income (loss) for the year	(325,130)	(121,407)	1,694,676
Basic and diluted loss per share – continuing	(0.00)	(0.00)	(0.00)
Basic and diluted (loss) earnings per share	(0.00)	(0.00)	0.01
Total assets	693,038	532,461	6,191
Current liability	130,126	184,419	392,942
Total long-term liabilities	-	-	-
Dividends declared per share	Nil	Nil	0.01

FINANCIAL SUMMARY

The following table presents the Corporation's statement of comprehensive loss for the three months ended September 30, 2020 and 2019. The financial information is presented in Canadian dollars and was prepared in accordance with IFRS.

	Three months ended September 30, 2020	Three months ended September 30, 2019	Change ($)	Change (%)
	$	$	$	$
General and administrative	1,438	26,058	(24,620)	(94.48) %
Professional fees	36,999	4,948	32,051	647.76 %
Management and directors' fees	-	6,000	(6,000)	(100.00) %
Transfer agent and filing fees	3,677	11,927	(8,250)	(69.17) %
Unrealized loss on investments	199,631	-	199,631	100.00 %
Net and comprehensive loss for the period	241,745	48,933	192,812	394.03 %

Three months ended September 30, 2020

The Corporation's comprehensive loss totaled $241,745 for the three month period ended September 30, 2020 (2019: $48,933), with basic and diluted loss per share of $0.00 (2019: $0.00). Significant fluctuations during the period included:

i) Management and directors' fees decreased due to managers and directors forgoing pay to improve the Corporation's ability to pay accounts payable.

ii) Professional fees increased due to increase in legal activities setting up the Kick agreement.

iii) General and administrative expenses decreased due to decrease in the Corporation's activities while management identifies future opportunities.

iv) Unrealized loss on investments increased due to the fair value adjustment of investments held as at September 30, 2020, whereas no such investments were held as at September 30, 2019.

SELECTED QUARTERLY RESULTS

A summary of selected information for each of the quarters is as follows:

Three Months Ended	Revenues	Comprehensive Gain (Loss)	Basic and Diluted Earnings (Loss) Per Share
	$	$	$
September 30, 2020	-	(241,745)	(0.00)
June 30, 2020	-	(30,434)	(0.00)
March 31, 2020	-	(39,782)	(0.00)
December 31, 2019	-	(13,169)	(0.00)
September 30, 2019	-	(48,933)	(0.00)
June 30, 2019	-	78,340	0.00
March 31, 2019	-	(117,334)	(0.00)
December 31, 2018	-	(33,480)	(0.00)

Cash and Working Capital

As at September 30, 2020, the Corporation had cash of $13,295 (2019: $7,461) and a working capital deficiency of $116,831 (2019: working capital deficiency of $176,958).

OUTSTANDING SHARE DATA

Authorized Share Capital

The Corporation is authorized to issue an unlimited number of common shares without par value. All issued common shares are fully paid.

As at September 30, 2020 and as at the date of this MD&A, the Corporation had 211,037,508 common shares outstanding and 81,984,000 warrants outstanding.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS AND BALANCES

Details of outstanding balances with related parties including key management personnel are as follows:

	September 30, 2020	**September 30, 2019**
Amounts due to officers Doug Taylor and Tatiana Kovaleva included in accounts payable and accrued liabilities.	$ 9,444	$ 13,942

The above amounts are unsecured, non-interest bearing with no fixed terms of repayment.

Compensation of the executive management team and directors

The key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Corporation. The Corporation has identified its directors and senior officers as its key management personnel. The personnel included CEO Doug Taylor, CFO Tatiana Kovaleva, Directors Charlie Lamb and Mark Tommasi.

For the year ended September 30, 2020, total compensation for key management personnel was $15,524 (September 30, 2019 - $ 100,250) and consisted of the following amounts:

For the year ended September 30,	2020	2019
Consulting fees	$ -	$ 4,000
Professional fees	-	3,750
Management and director's fees	15,524	92,500
	$ 15,524	$ 100,250

Subsequent to entering into the loan agreement and share purchase agreement dated March 11, 2019 with Eleos, a director and officer of Eleos joined the Board of Directors of the Corporation and subsequently resigned effective December 2019.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Please refer to the Notes on the financial statements for the years ended September 30, 2020 and 2019.

CHANGES IN ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

Changes in accounting policies

The Corporation adopted IFRS 16, "Leases" which specifies how to recognize, measure, present and disclose leases. IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, and lessor accounting is substantially unchanged from IAS 17. Upon adoption, a lessee shall either apply IFRS 16 with full retrospective effect, or alternatively, not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity.

The Corporation has considered the impact of this change and has determined that, since it currently has no leases, the new standard has not had any impact on the Corporation's financial statements.

FINANCIAL INSTRUMENTS AND RISK FACTORS

The Corporation's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Corporation's exposure to each of the above risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Corporation's management of capital. Further quantitative disclosures are included throughout these financial statements. The Corporation employs risk management strategies and polices to ensure that any exposure to risk complies with the Corporation's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Corporation's risk management framework, the Corporation's management has the responsibility to administer and monitor these risks.

Fair value of financial instruments

The Corporation's financial instruments are comprised of cash, investments, loan receivable, and accounts payable and accrued liabilities. The carrying values of the Corporation's cash, loan receivable, and accounts payable and accrued liabilities approximate their respective fair values due to their short term to maturity.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the inputs used in making the measurements. The fair value hierarchy has the following levels:

- 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 or indirectly; and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Corporations investment in Eleos is classified as Level 3 and its investment in World High Life is classified as Level 1.

Credit risk

Credit risk is the risk of potential loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations. The Corporation's credit risk is limited to the carrying value of its financial instruments shown on the statements of financial position and arises from the Corporation's cash. As cash is held in a reputable financial institution, credit risk is considered minimal.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting its obligations as they become due. For the year ended September 30, 2020, the Corporation had a net loss from continuing operations of $325,130, cash used in operating activities of $182,595, and at September 30, 2020 has a working capital deficiency of $116,831.

Management believes that the Corporation will require funding from shareholder advances or financings in order to satisfy its current and future obligations. The Corporation is assessing various options to raise funding.

A contractual maturity analysis of the Corporation's financial liabilities is as follows:

Financial liabilities	2020	2021	Total
Accounts payable and accrued liabilities	$ 116,050	-	$ 116,050
GST liability	14,076	-	14,076
	$ 130,126	-	$ 130,126

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange risk, interest rate risk and other price risk. The Corporation's investment World High Life PLC ("WHL") is subject to market risks.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. There is exchange risk associated with the Corporation's investment in WHL which is traded in the United Kingdom and traded in British Pound Sterling ("GBP"). A 10% change in the CAD/GBP exchange rate would have a $2,475 impact on net loss for the year.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. It is management's opinion that the Corporation is not subject to significant interest risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. There is other price risk associated with the Corporation's investment in WHL. A 10% change in the market price of WHL shares would have a $2,475 impact on net loss for the year.

Capital management

The Corporation's goal is to develop a strong capital base to meet its growth objectives, while maintaining the ability to fulfill its financial obligations, finance internal growth and fund potential acquisitions. The Corporation may be required to seek additional equity or debt financing, reduce its operations or to limit its growth to maintain liquidity. The Corporation does not have adequate surplus capital on hand to make strategic acquisitions. Accordingly, the Corporation

may reasonably be expected to issue additional equity or obtain more debt to achieve the additional resources which it believes are necessary to enable it to seek new business opportunities which are sought by investors and shareholders. If additional equity is issued, existing shareholders may experience dilution of their shareholdings. If additional debt is taken on, the business could be put at greater risk of not being able to survive downturns in business cycles or other negative future events.

The Corporation's capital consists of the Corporation's shareholders' equity and debt that it may issue. The Corporation's capital management objectives, evaluation measures and targets have remained unchanged over the periods presented. The Corporation is not subject to any external restriction.

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years
As at September 30, 2020					
Accounts payable and accrued liabilities	$ 116,050	$ (116,050)	$ (116,050)	$ -	$ -
As at September 30, 2019					
Accounts payable and accrued liabilities	$ 132,653	$ (132,653)	$ (132,653)	$ -	$ -

RISKS AND UNCERTAINTIES

The Corporation is investing in robotic technologies as well as Cannabidiol ("CBD") and cannabis companies and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Corporation has no ongoing revenue or income from operations. The Corporation has limited capital resources and has to rely upon the sale of its assets or sale of its common shares for cash required to make new investments and to fund the administration of the Corporation. These risks may not be the only risks faced by the Corporation.

Additional risks and uncertainties not presently known by the Corporation or which are presently considered immaterial may also adversely impact the Corporation's business, results of operations, and financial performance. The most significant risks and uncertainties faced by the Corporation are (in no specific order):

Limited Operating History

The Corporation has no operating history in making investments in the robotics industry or the cannabis industry. The Corporation and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as robotics and cannabis. There is no certainty that the Corporation will be able to operate profitably.

No Profits to Date

The Corporation has not made profits since the sale of it's operating business in 2017 and it is expected that it will not be profitable for the foreseeable future. Its future profitability will, in particular, depend upon its success in making strategic investments in companies involved in robotics, agriculture robotics and cannabis. Because of the limited operating history, and the uncertainties regarding the development of the robotics market there are significant risks associated with the Corporation's investment strategy.

Additional Requirements for Capital

Substantial additional financing may be required if the Corporation is to be successful in developing distribution of products from the Kick licences or further investment in robotics. No assurances can be given that the Corporation will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Corporation, if at all. If the Corporation is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated investments.

Dependence on Management Team

The Corporation currently depends on certain key senior managers to identify business opportunities and acquisitions. Management who have developed key relationships in the industry are also relied upon to oversee the core marketing, business development, operational and fundraising activities. The Corporation expects the competition for management and other skilled personnel to intensify. Competition for experienced senior management is intense and other companies with greater financial resources may offer a higher and more attractive compensation package to recruit our senior managers. If one or more of our senior managers are unable or unwilling to continue their positions with the Corporation, we may not be able to replace them easily. Failure to attract and retain qualified employees or the loss or departure in the short-term of any member of the senior management may result in a loss of organizational focus, poor operating execution or an inability to identify and execute potential strategic initiatives. This could, in turn, materially and adversely affect the Corporation's business, financial condition and results of operations.

Risks associated with Covid-19

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world's equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Schedule “C”

(See Attached)

GLENBRIAR TECHNOLOGIES INC.
CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2021 and 2020

(Unaudited – Prepared by Management)

GLENBRIAR TECHNOLOGIES INC.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – prepared by Management)
(Expressed in Canadian Dollars)

	June 30, 2021	September 30, 2020
ASSETS		
Current assets		
Cash	$ 89,045	$ 13,295
Long-term assets		
Investments (Note 4)	728,419	679,743
Total assets	$ 817,464	$ 693,038
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)		
Current liabilities		
Accounts payable and accrued liabilities (Note 9)	$ 56,501	$ 116,050
Loan payable (Note 5)	40,273	-
GST liability (Note 6)	9,254	14,076
Total liabilities	106,028	130,126
Shareholders' equity (deficiency)		
Share capital (Note 7)	6,588,955	6,405,755
Warrant reserve	4,800	-
Deficit	(5,882,319)	(5,842,843)
Total shareholders' equity (deficiency)	711,436	562,912
Total liabilities and shareholders' equity (deficiency)	$ 817,464	$ 693,038

Nature of operations (Note 1)
Going concern (Note 2)

Approved and authorized on behalf of the Board of Directors on August 30, 2021.

"Douglas Taylor" Director
Douglas Taylor

"Mark Tommasi" Director
Mark Tommasi

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

GLENBRIAR TECHNOLOGIES INC.
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited – prepared by Management)
(Expressed in Canadian Dollars)

	Nine Months Ended June 30, 2021	Nine Months Ended June 30, 2020	Three Months Ended June 30, 2021	Three Months Ended June 30, 2020
EXPENSES				
General and administration	3,057	6,836	2,425	5,904
Professional fees (Note 9)	54,752	48,471	26,028	10,000
Advertising and promotions	7,781	-	7,781	-
Management (Note 9)	4,500	15,524	-	15,524
Transfer agent and filing fees	18,062	15,358	3,803	1,809
Loss for the period	(88,152)	(86,189)	(40,037)	(33,237)
Interest from loan	-	2,803	-	2,803
Unrealized gain (loss) on investments	48,676	-	(17,700)	-
Net and comprehensive loss for the period	$ (39,476)	$ (83,386)	(57,737)	$ (30,434)
Weighted average number of common shares outstanding – basic and diluted	212,356,189	211,037,508	214,700,511	211,037,508
Loss per common share – basic and diluted	$ 0.00	$ (0.00)	$ 0.00	$ (0.00)

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

GLENBRIAR TECHNOLOGIES INC.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Nine Months Ended June 30, 2021	Nine Months Ended June 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$ (39,476)	$ (83,385)
Items not involving cash		
Unrealized gain on investment	(48,676)	-
Changes in non-cash working capital:		
Accounts receivable	-	(224,374)
Accounts payable and accrued liabilities	(59,549)	(39,690)
GST liability	(4,822)	(37,155)
Net cash used in operating activities	(152,523)	(384,604)
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment	-	(655,00)
Advance of loans receivable	-	525,000
Net cash used in investing activities	-	(130,000)
CASH FLOWS FROM FINANCING ACTIVITIES		
Private Placement, net of share issue costs	188,000	540,000
Loan payable	40,273	-
Net cash (used in) provided by financing activities	228,273	540,000
Change in cash for the period	75,750	25,396
Cash, beginning of the period	13,295	7,461
Cash, end of the period	$ 89,045	$ 32,857
Supplemental cash flow information		
Interest paid (received)	$ -	$ -
Income taxes paid (received)	$ -	$ -
Fair value of broker warrants granted	$ 4,800	$ -

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

GLENBRIAR TECHNOLOGIES INC.
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Unaudited – prepared by Management)
(Expressed in Canadian Dollars)

	Capital Stock				Total
	Number	Amount	Warrant reserve	Deficit	equity (deficiency)
Balance as at September 30, 2018	130,421,510	$ 5,009,555	$ -	$ (5,396,306)	$ (386,751)
Private placement	17,308,000	865,400	-	-	865,400
Finder's fees	-	(9,200)	-	-	(9,200)
Net and comprehensive loss for the year	-	-	-	(121,407)	(121,407)
Balance as at September 30, 2019	147,729,510	5,865,755	-	$ (5,517,713)	$ 348,042
Private placement	40,000,000	400,000	-	-	400,000
Private placement	23,308,000	150,000	-	-	150,000
Finder's fees	-	(10,000)	-	-	(10,000)
Share adjustment	(2)	-	-	-	-
Net and comprehensive loss for the period	-	-	-	(83,385)	(83,385)
Balance as at June 30, 2020	211,037,508	6,405,755	-	$ (5,601,098)	$ 804,657
Net and comprehensive loss for the period	-	-	-	(272,179)	(272,179)
Balance as at September 30, 2020	211,037,508	6,405,755	-	$ (5,842,843)	$ 562,912
				-	-
Private placement	6,666,665	200,000	-	-	200,000
Finder's fees	-	(16,800)	4,800	-	(12,000)
Net and comprehensive loss for the period	-	-	-	(39,476)	(39,476)
Balance as at June 30, 2021	217,704,173	$ 6,588,955	$ 4,800	$ (5,882,319)	$ 711,436

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

1. NATURE OF OPERATIONS

Glenbriar Technologies Inc. ("Glenbriar" or the "Corporation") was incorporated under the Alberta Business Corporations Act on July 15, 1994. The Corporation's common shares are listed on the Canadian Securities Exchange (trading symbol; GTI.X). The Corporation's head office is located at 1780-355 Burrard Street, Vancouver, British Columbia, Canada, V6C 2G8.

On November 4, 2020, the Corporation entered into an agreement to acquire all of the shares of Kick Pharmaceuticals Inc. ("Kick"), an arms-length private company. Kick was founded in 2020 and is a specialized health and wellness company with exclusive rights/licenses to produce, market, package, sell and distribute 6 pharmaceutical and therapeutic products throughout Europe and the United Kingdom. Kick also holds the rights to a patent application for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients. The merger agreement contemplates that the Corporation will issue one Glenbriar share for each outstanding share of Kick. This ratio is based on Kick completing a concurrent private placement, among other things. The transaction will be considered a fundamental change pursuant to the policies of the Canadian Securities Exchange ("CSE"), and is subject to shareholder approval and CSE review. Trading in the shares of the Corporation has been halted pending review and approval of the transaction.

During the year ended September 30, 2019, the Corporation announced it had entered into an arm's length agreement to acquire Eleos Robotics Inc. ("Eleos"), a private company based in British Columbia. The Corporation announced a private placement of up to $1,500,000 to fund the technology development. On January 27, 2020, the parties decided to terminate the proposed reverse take-over of the Corporation by the Eleos shareholders. In its stead, the Corporation has acquired 18% of Eleos, represented by 744,691 common non-voting shares of Eleos, in return for the cumulative $655,000 in advances made to the date of termination. See note 4.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosure normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed, and therefore these financial statements should be read in conjunction with the Company's September 30, 2020 audited annual financial statements and notes thereto.

A summary of the Corporation's significant accounting policies under IFRS is presented in note 3. These policies have been consistently applied.

2. BASIS OF PRESENTATION (continued)

Basis of measurement and going concern

The condensed interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. The financial statements have been prepared on an accrual basis except for cash flow information.

These condensed interim financial statements have been prepared on the basis that the Corporation will continue as a going concern, which assumes that the Corporation will be able to realize its assets and satisfy its liabilities in the normal course of business for the foreseeable future.

As at June 30, 2021, the Corporation has a working capital deficiency of $16,983 (September 30, 2020 - $116,831) and has an accumulated deficit of $5,882,319 (September 30, 2020 - $5,842,843). The Corporation incurred a net loss during the nine months ended June 30, 2021 of $39,476 (2020 – $83,386). In order to continue as a going concern, the Corporation will need to generate positive cash flows from operations or obtain additional debt or equity financing. Whether and when the Corporation can generate sufficient operating and/or financing cash flows to pay for its expenditures and settle its obligations as they fall due subsequent to June 30, 2021 is uncertain.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world's equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Corporation may be restricted in its ability to raise additional funding. The impact of these factors on the Corporation is not yet determinable; however, they may have a material impact on the Corporation's financial position, results of operations and cash flows in future periods. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operations in future periods.

Management is aware, in making its going concern assessment, of the material uncertainty created by the aforementioned events and conditions that may cast significant doubt upon the Corporation's ability to continue as a going concern. These financial statements do not give effect to any adjustments which may be necessary should the Corporation be unable to continue as a going concern and therefore realize its assets and discharge its liabilities in other than the normal course of business at amounts different from those reflected in the accompanying financial statements. Such adjustments could be material.

Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional currency.

Use of estimates and judgements

The preparation of the Corporation's interim condensed financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses and other income (loss) during the periods presented. Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from the estimates.

The following discussion sets forth management's most critical estimates and assumptions in determining the carrying amounts of assets, liabilities and equity (deficiency):

Going concern

The assessment of the Corporation's ability to execute its strategy by funding future working capital requirements involves judgment. Factors considered by management are disclosed above.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

Cash and cash equivalents are comprised of cash on deposit with banks and short-term deposits with initial maturities of three months or less. The Corporation did not have any cash equivalents as at June 30, 2021 or September 30, 2020.

Income taxes

Income taxes are comprised of current and deferred taxes. Income tax expense (recovery) is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss). Current taxes are the expected taxes payable on the taxable income for the period plus any adjustment to taxes payable in respect of previous periods. Deferred taxes are recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences including carry-forward of unused tax losses and unused tax credits to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Deferred taxes are not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred taxes are not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred taxes are measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Net income (loss) per common share

The Corporation follows the treasury stock method to determine the dilutive effect of stock options or other potentially dilutive instruments. Under this method, basic net income (loss) per share is calculated using the weighted average number of common shares outstanding during the period. Diluted income per share is calculated on the basis of the weighted average number of common shares outstanding during the period plus the additional incremental common shares that would have been outstanding for any potentially dilutive stock options or other dilutive instruments using the treasury stock method. Diluted loss per share is equal to basic loss per share, as the effect of potentially dilutive stock options or other instruments would be anti-dilutive to the calculation.

Share capital

When units are issued, which include shares and warrants, the warrants are valued using the residual value method where proceeds are allocated to the common shares up to their fair value as determined by the current quoted trading price on the announcement date, and the balance, if any, to contributed surplus.

(i) Share issue costs

Share issue costs that are directly attributable to issuing new shares are deducted from equity.

Costs that are not incremental and directly attributable to issuing new shares, are recorded as an expense in profit or loss.

(ii) Equity instruments issued as consideration

Other equity instruments issued in non-cash transactions as purchase consideration are recorded at fair value determined by management using the Black-Scholes option pricing model. The fair value of the shares issued as purchase consideration is based upon the quoted trading price of those shares on the date of grant to issue shares as determined by the Board of Directors.

Provisions and contingencies

A provision is recognized on the statement of financial position when the Corporation has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the rate of exchange in effect at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are recorded at rates of exchange in effect at the statement of financial position date and any resulting gains or losses are recorded in profit or loss for the period.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Corporation becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Corporation has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis.

Financial assets

The Corporation classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Corporation's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

At initial recognition, the Corporation measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Corporation classifies its financial assets:

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest method. The effective interest method is the rate that discounts estimated future cash flows over the expected life of the financial instrument, or where appropriate, a shorter period. Cash and loan receivable are classified in this category.

Fair value through OCI (FVOCI): Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these debt instruments is included as finance income using the effective interest method. The Corporation has no assets classified in this category.

FVTPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises. Investments are classified in this category.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred.

The fair value changes to financial liabilities at FVTPL are presented as follows: where the Corporation optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Corporation does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Corporation classifies accounts payable and accrued liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

4. INVESTMENTS AND LOAN RECEIVABLE

During the three months ended September 30, 2019, the Corporation advanced $525,000 to Eleos, pursuant to the terms of the arm's length agreement (note 1). During the year ended September 30, 2020, the Corporation advanced a further $130,000. The loan bears interest at 10% per annum, waived for the first 18 months, calculated and compounded semi-annually on unpaid principal and interest balance from the date of the advance until the loan is repaid in full. The loan is secured by a general security agreement, including technology patents, and was repayable on February 26, 2020.

On January 27, 2020, the parties decided to terminate the proposed reverse take-over of the Corporation by the Eleos shareholders. In its stead, the Corporation has acquired 18% of Eleos, represented by 744,691 common non-voting shares of Eleos, in return for the cumulative $655,000 in advances made to the date of termination. As at September 30, 2020 and June 30, 2021, in accordance with the guidance in IFRS 9 regarding when cost may be the best estimate of fair value, the investment in Eleos was recorded at cost.

On March 24, 2020, the Corporation entered an agreement to lend up to $225,000 to Love Hemp Group PLC (formerly World High Life PLC) ("LHG") as a short-term convertible loan, repayable on November 1, 2020 with a 5% annual interest rate. During the year ended September 30, 2020, the Corporation advanced $221,571. On June 25, 2020, the Corporation signed a Debt Settlement Agreement and accepted 1,483,967 shares of LHG for a total value of $224,374 (principal $221,571 and interest $2,803). As at September 30, 2020, the shares of LHG were valued at $24. As at June 30, 2021, the shares of LHG were valued at $73,419.

5. LOAN PAYABLE

The Corporation has received an interest free loan in the amount of $40,273 from Kick Pharmaceuticals Inc. as of June 30, 2021. The loan is due in full on November 1, 2021.

6. GST LIABILITY

During the year ended September 30, 2018, the Corporation received notice from the Canada Revenue Agency ("CRA") that the Corporation's GST claims from October 2014 to August 2017 were denied. As a result of CRA's assessment, they are requesting the Corporation repay all refunds received. As a result of the CRA's notice, at September 30, 2018 the Corporation recognized a liability of $272,366, which represented the full amount of GST refunds to be repaid including interest. The Corporation appealed the CRA notice during fiscal 2019 and was successful in having the liability reduced to $51,766, offset by current GST receivable of $12,123. During the year ended September 30, 2020, this amount has been reduced further to $14,076 by a $32,000 payment and the first, second, third and fourth quarters GST tax credits of $1,838, $1,713, $1,605 and $535, respectively. During the nine months ended June 30, 2021, this amount has been reduced further to $9,254 by the first, second and third quarter GST tax credits of $308, $2,766 and $1,748, respectively.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL

a) Authorized

Unlimited number of common shares
Unlimited number of preferred shares of one or more series

b) Common shares issued and outstanding

	Number of shares		Amount
Balance, September 30, 2019	**147,729,510**	**$**	**5,865,755**
Private placement	23,308,000		150,000
Private placement	40,000,000		400,000
Share adjustment	(2)		-
Issuance costs	-		(10,000)
Balance, June 30, 2020 and September 30, 2020	211,037,508	$	6,405,755
Private placement	6,666,665		200,000
Finder's fees	-		(16,800)
Balance, June 30, 2021	217,704,173	$	6,588,955

During the year ended September 30, 2019, the Corporation announced a private placement financing of up to $1,500,000 by issuance of units at $0.05. Each unit to be comprised of one common share and one warrant to purchase a common share with an exercise price of $0.10 in the first year and $0.15 in the second year. The terms of the financing provide that the units will not be adjusted for the 2 for 1 consolidation that has been proposed but not yet completed.

The first tranche raised $429,700 through the issuance of 8,594,000 units. Units were priced at $0.05 each, with each unit consisting of one share and one warrant exercisable for 2 years from closing at an exercise price of $0.10 in the first year and $0.15 in the second year. No finder fees were paid on this tranche.

The second tranche raised $435,700 through the issuance of 8,714,000 units. Units were priced at $0.05 each, with each unit consisting of one share and one warrant exercisable for 2 years from closing at an exercise price of $0.10 in the first year and $0.15 in the second year. Cash finder's fees of $9,200 were paid and 184,000 finder's warrants, valued at $Nil, were issued on this tranche.

On March 20, 2020, the Corporation issued 23,308,000 units in favor of the holders to an early private placement at a subscription price of $0.05 per share on a 2 for 1 consolidation basis. As the consolidation was not completed, the shares were issued at a deemed price of $0.025. Each unit consists of one common share and one common shares purchase warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share in year one and $0.075 in year two. The Corporation issued 184,000 finder's warrants, valued at $Nil, in connection with this private placement.

On March 20, 2020, the Corporation issued 40,000,000 units at a subscription price of $0.01 per unit for total consideration of $400,000. Each unit consists of one common share and one common share purchases warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share. Cash finder's fees of $10,000 were paid and 1,000,000 finder's warrants, valued at $Nil, were issued in connection with this private placement.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

b) Common shares issued and outstanding (continued)

On November 4, 2020, the Corporation entered into an agreement to acquire all of the shares of Kick. The agreement contemplates that the Corporation will issue one common share for each outstanding share of Kick. The transaction is subject to exchange approval, further due diligence and shareholder approval. The transaction will be considered a Fundamental Change pursuant to the policies of the Canadian Securities Exchange, subject to shareholder and CSE review. Trading in the shares of the Corporation has been halted pending review and approval of the transaction.

On May 7, 2021, the Corporation completed a non-brokered private placement for gross proceeds of $200,000 through the sale of 6,666,665 units. Each unit consists of one common share in equity of the Corporation and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Corporation at a price of $0.05 per share until May 7, 2023. The Corporation paid finder fees to a qualified finder of $12,000 and issued 400,000 broker warrants with the same terms as the warrants forming part of the units.

c) Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of warrants	Weighted average exercise price
Outstanding September 30, 2019	17,492,000	$ 0.10
Granted	64,492,000	0.05
Outstanding September 30 and June 30, 2020	81,984,000	0.07
Granted	7,066,665	0.05
Expired	(17,492,000)	0.15
Outstanding June 30, 2021	71,558,665	$ 0.07

Finder's warrants granted during the year ended September 30, 2019 were valued at $Nil calculated using the Black-Scholes Option Pricing Model using the following assumptions: share price: $0.01, expected volatility: 100%, expected life: 2 years, dividend yield rate: 0%, and risk-free interest rate: 1.38%.

Finder's warrants granted during the year ended September 30, 2020 were valued at $Nil calculated using the Black-Scholes Option Pricing Model using the following assumptions: share price: $0.01, expected volatility: 100%, expected life: 2 years, dividend yield rate: 0%, and risk-free interest rate: 0.56%.

Finder's warrants granted during the period ended June 30, 2021 were valued at $4,800 calculated using the Black-Scholes Option Pricing Model using the following assumptions: share price: $0.03, expected volatility: 100%, expected life: 2 years, dividend yield rate: 0%, and risk-free interest rate: 0.29%.

Warrants outstanding as at June 30, 2021 are as follows:

Number of warrants	Exercise price	Grant date	Expiry date
41,000,000	$0.075[1]	March 20, 2020	March 20, 2022
23,492,000	$0.075[1]	March 20, 2020	March 20, 2022
7,066,665	$0.05	May 7, 2021	May 7, 2023
71,558,665	$0.07		

[1] $0.05 in year 1 and $0.075 in year 2

(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Corporation's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Corporation's exposure to each of the above risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Corporation's management of capital. Further quantitative disclosures are included throughout these financial statements. The Corporation employs risk management strategies and polices to ensure that any exposure to risk complies with the Corporation's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Corporation's risk management framework, the Corporation's management has the responsibility to administer and monitor these risks.

Fair value of financial instruments

The Corporation's financial instruments are comprised of cash, investments, accounts payable and accrued liabilities, and loan payable. The carrying values of the Corporation's cash, accounts payable and accrued liabilities, and loan payable approximate their respective fair values due to their short term to maturity.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 reflects valuation based on quoted prices observed in active markets for identical assets or liabilities.
- Level 2 reflects valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 reflects valuation techniques with significant unobservable market inputs.

The Corporations investment in Eleos is classified as Level 3 and its investment in LHG is classified as Level 1.

Credit risk

Credit risk is the risk of potential loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations. The Corporation's credit risk is limited to the carrying value of its financial instruments shown on the statements of financial position and arises from the Corporation's cash. As cash is held in a reputable financial institution, credit risk is considered minimal.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting its obligations as they become due. For the nine months ended June 30, 2021, the Corporation had a net loss of $39,476, cash used in operating activities of $152,523 and at June 30, 2021 had a working capital deficiency of $16,983.

Management believes that the Corporation will require funding from shareholder advances or equity financings in order to satisfy its current and future obligations. The Corporation is assessing various options to raise funding.

A contractual maturity analysis of the Corporation's financial liabilities is as follows:

Financial liabilities	2021	2022	Total
Accounts payable and accrued liabilities	$ 56,501	$ -	$ 56,501
Loan payable	-	40,273	40,273
GST liability	9,254	-	9,254
	$ 65,755	$ 40,273	$ 106,028

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange risk, interest rate risk and other price risk. Glenbriar's investment in LHG is subject to market risks.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. There is exchange risk associated with the Corporation's investment in LHG which is traded in the United Kingdom and traded in British Pound Sterling ("GBP"). A 10% change in the CAD/GBP exchange rate would have a $7,300 impact on net loss for the period.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. It is management's opinion that the Corporation is not subject to significant interest risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. There is other price risk associated with the Corporation's investment in LHG. A 10% change in the market price of LHG shares would have a $7,300 impact on net loss for the period.

Capital management

The Corporation's goal is to develop a strong capital base to meet its growth objectives, while maintaining the ability to fulfill its financial obligations, finance internal growth and fund potential acquisitions. The Corporation may be required to seek additional equity or debt financing, reduce its operations or to limit its growth to maintain liquidity. The Corporation does not have adequate surplus capital on hand to make strategic acquisitions. Accordingly, the Corporation may reasonably be expected to issue additional equity or obtain more debt to achieve the additional resources which it believes are necessary to enable it to seek new business opportunities which are sought by investors and shareholders. If additional equity is issued, existing shareholders may experience dilution of their shareholdings. If additional debt is taken on, the business could be put at greater risk of not being able to survive downturns in business cycles or other negative future events.

The Corporation's capital consists of the Corporation's shareholders' equity and debt that it may issue. The Corporation's capital management objectives, evaluation measures and targets have remained unchanged over the periods presented. The Corporation is not subject to any external restriction.

9. RELATED PARTY TRANSACTIONS

Parties are considered related if on party has the ability, directly or indirectly, to control the other party or have significant influence over the other party by making financial or operation decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation, directly or indirectly. Key management personnel include officers and directors.

For the nine months ended June 30, 2021, total compensation for key management personnel was $4,500 (June 30, 2020 - $ 15,524).

As at June 30, 2020, accounts payable and accrued liabilities included $14,044 (September 30, 2020 - $9,444) due to key management personnel.

Glenbriar Technologies Inc.

Management's Discussion and Analysis

For the nine months ended June 30, 2021

DATE OF REPORT: August 30, 2021

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited condensed interim financial statements of Glenbriar Technologies Inc. (the "Corporation" or "Glenbriar") for the three and nine months ended June 30, 2021 and the audited financial statements for the years ended September 30, 2020 and 2019 of Glenbriar Technologies Inc. (the "Corporation" or "Glenbriar") and related notes attached thereto (the "financial statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise stated. References to notes are with reference to the financial statements. Readers may also want to refer to the September 30, 2020 and 2019 audited financial statements.

This MD&A, may contain forward-looking statements, including statements regarding the business and anticipated future financial performance of the Corporation, which involve risks and uncertainties. These risks and uncertainties may cause the Corporation's actual results to differ materially from those contemplated by the forward-looking statements. Factors that might cause or contribute to such differences include, among others, share market price, continued availability of capital financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Investors are also directed to consider other risks and uncertainties discussed in the Corporation's required financial statements and filings.

It is the Corporation's policy that all forward-looking statements, if any, are based on the Corporation's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward-looking statements are subject to change, and the Corporation assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate. Forward-looking information or statements contained in this MD&A, may include, but are not limited to, information or statements concerning management's expectations for the Corporation's ability to raise capital and meet its obligations.

Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Corporation has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

DESCRIPTION OF BUSINESS

The Corporation was incorporated under the Alberta Corporations Act on July 15, 1994. The Corporation's common shares are listed on the Canadian Securities Exchange (trading symbol GTI.X). The Corporation's registered address is 1780 – 355 Burrard Street, British Columbia, Canada.

The Corporation has been seeking new business opportunities and in March 2019 the Corporation announced it had entered into an arm's length agreement to acquire all of the shares of Eleos Robotics Inc. ("Eleos"), a private company based in British Columbia. The agreement contemplated that the Corporation would issue 100% of the issued and outstanding shares, at a deemed value of approximately $4.74 million, to the shareholders of Eleos, upon certain milestones being met.

On January 27, 2020, the parties decided to terminate the proposed reverse take-over of the Corporation by the Eleos shareholders. In its stead, the Corporation has acquired 18% of Eleos, represented by 744,691 common non-voting shares of Eleos, in return for the cumulative $655,000 in advances made to the date of termination.

On March 14, 2019, the Corporation announced a private placement financing of up to $1,500,000 by issuance of units at $0.05. Each unit comprised of one common share and one warrant to purchase a common share with an exercise price of $0.10 in the first year and $0.15 in the second year. The terms of the financing provided that the units would be adjusted

for the 2 for 1 consolidation that had been proposed. At September 30, 2019, the Corporation issued 17,308,000 units for cash proceeds of $865,400. Cash finder's fees of $9,200 and 184,000 warrants were issued in connection with the financing.

On March 20, 2020, the Corporation issued 23,308,000 units it owed to subscribers of the March 14, 2019 financing due to the proposed share consolidation not being carried out. These extra shares were issued at a deemed price of $0.025. Each unit consists of one common share and one common shares purchase warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share in year one and $0.075 in year two. The Company issued 184,000 finder's warrants in connection with this private placement.

On March 20, 2020, the Corporation issued 40,000,000 units at a subscription price of $0.01 per unit for total consideration of $400,000. Each unit consists of the one common share and one common share purchases warrant. Each purchase warrant entitles the holder to acquire one additional common share up until March 20, 2022, at an exercise price of $0.05 per common share. Cash finder's fees of $10,000 were paid and 1,000,000 finder's warrants were issued in connection with this private placement.

On November 4, 2020, the Corporation entered into an agreement to acquire all the shares of Kick Pharmaceuticals Inc. (Kick), an arms length private company. Kick was founded in 2020 and is a specialized health and wellness company with exclusive rights/licenses to produce, market, package, sell and distribute 6 pharmaceutical and therapeutic products throughout Europe and the United Kingdom. Kick also holds the rights to a patent application for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients. The merger agreement contemplates that the Corporation will issue one Glenbriar share for each outstanding share of Kick. This ratio is based on Kick completing a concurrent private placement, among other things. The transaction will be considered a fundamental change pursuant to the policies of the Canadian Securities Exchange and is subject to shareholder approval and CSE review. Trading in the shares has been halted pending review and approval of the transaction.

On May 7, 2021 the Corporation completed a non-brokered private placement. The private placement raised proceeds of $200,000 through the sale of 6,666,665 units. Each unit consists of one common share in equity of the Corporation and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Corporation at a price of $0.05 per share until May 7, 2023. The Corporation paid finder fees to a qualified finder of $12,000 and issued 400,000 broker warrants with the same terms as the warrants forming part of the units. Securities issued are subject to trading restrictions of 4 months and a day until September 7, 2021. The net proceeds of the financing will be used to pay existing debts.

The Corporation has received an interest free loan in the amount of $40,273 from Kick as of June 30, 2021. The loan is due in full on November 1, 2021.

SELECTED ANNUAL FINANCIAL INFORMATION

The following table provides a brief summary of the Corporation's financial operations. For more detailed information refer to the financial statements.

	Year Ended September 30, 2020	Year Ended September 30, 2019	Year Ended September 30, 2018
Total revenues	$ -	$ -	$ -
Net loss from operations	(325,130)	(121,407)	(386,751)
Net and comprehensive income (loss) for the year	(325,130)	(121,407)	1,694,676
Basic and diluted loss per share – continuing	(0.00)	(0.00)	(0.00)
Basic and diluted (loss) earnings per share	(0.00)	(0.00)	0.01
Total assets	693,038	532,461	6,191
Current liability	130,126	184,419	392,942
Total long-term liabilities	-	-	-
Dividends declared per share	Nil	Nil	0.01

FINANCIAL SUMMARY

The following table presents the Corporation's statement of comprehensive loss for the three months ended June 30, 2021 and 2020. The financial information is presented in Canadian dollars and was prepared in accordance with IFRS.

	Three months ended June 30, 2021	Three months ended June 30, 2020	Change ($)	Change (%)
	$	$	$	$
General and administrative	(2,425)	(5,904)	3,479	59 %
Professional fees	(26,028)	(10,000)	(16,028)	(160) %
Management and Directors Fees	-	(15,524)	15,524	100 %
Advertising and promotion	(7,781)	-	(7,781)	(100) %
Transfer agent and filing fees	(3,803)	(1,809)	(1,994)	(110) %
Interest from Loan	-	2,803	(2,803)	(100) %
Unrealized loss on investments	(17,700)	,	(17,700)	(100)%
Net and comprehensive loss for the period	(57,737)	(30,434)	(27,303)	(90) %

Three months ended June 30, 2021

The Corporation's comprehensive loss totaled $57,737 for the three-month period ended June 30, 2021 (2020: (comprehensive loss of $30,434) with basic and diluted income per share of $0.00 (2020: loss per share of $0.00). Significant fluctuations during the period included:

i) Professional fees increased due to legal and accounting fees incurred with CSE filings and private placement.

ii) General and administrative expenses decreased due to decrease in admin.

iii) Advertising and promotion expenses increased due to the brand development.

iv) Transfer agent and filing fees increased due to private placement and AGM services.

v) Unrealized loss on investments due to the change in market price of the Corporations investment in Love Hemp Group PLC ("LHG").

SELECTED QUARTERLY RESULTS

A summary of selected information for each of the quarters is as follows:

Three Months Ended	Revenues	Comprehensive Gain (Loss)	Basic and Diluted Earnings (Loss) Per Share
	$	$	$
June 30, 2021	-	(57,737)	(0.00)
March 31, 2021	-	8,240	0.00
December 31, 2020	-	10,021	0.00
September 30, 2020	-	(241,745)	(0.00)
June 30, 2020	-	(30,434)	(0.00)
March 31, 2020	-	(39,782)	(0.00)
December 31, 2019	-	(13,169)	(0.00)
September 30, 2019	-	(48,933)	(0.00)

Cash and Working Capital

As at June 30, 2021, the Corporation had cash of $89,045 (September 30, 2020: $13,295) and a working capital deficiency of $16,983 (September 30, 2020: working capital deficiency of $116,831).

OUTSTANDING SHARE DATA

Authorized Share Capital

The Corporation is authorized to issue an unlimited number of common shares without par value. All issued common shares are fully paid.

As at June 30, 2021 and as at the date of this MD&A, the Corporation had 217,704,173 common shares outstanding and 71,558,665 warrants outstanding.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS AND BALANCES

Details of outstanding balances with related parties including key management personnel are as follows:

	June 30, 2021	**June 30, 2020**
Amounts due to officers Doug Taylor and Tatiana Kovaleva included in accounts payable and accrued liabilities.	$ 14,044	$ 15,524

The above amounts are unsecured, non-interest bearing with no fixed terms of repayment.

Compensation of the executive management team and directors

The key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Corporation. The Corporation has identified its directors and senior officers as its key management personnel. The personnel included CEO Doug Taylor, CFO Tatiana Kovaleva, Directors Zach Stadnyk and Mark Tommasi.

For the nine months ended June 30, 2021, total compensation for key management personnel was $4,500 (June 30, 2020 - $15,524).

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Please refer to the Notes on the unaudited condensed interim financial statements for the nine months ended June 30, 2021 and for the years ended September 30, 2020 and 2019.

CHANGES IN ACCOUNTING POLICIES AND FUTURE ACCOUNTING PRONOUNCEMENTS

Changes in accounting policies

The Corporation has considered the new accounting standards and determined that for the year beginning October 1, 2020 the impact any new standards will not have any impact on the Corporation's financial statements.

FINANCIAL INSTRUMENTS AND RISK FACTORS

The Corporation's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Corporation's exposure to each of the above risks, the Corporation's objectives, policies and processes for measuring and managing risk, and the Corporation's management of capital. Further quantitative disclosures are included throughout these financial statements. The Corporation employs risk management strategies and polices to ensure that any exposure to risk complies with the Corporation's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Corporation's risk management framework, the Corporation's management has the responsibility to administer and monitor these risks.

Fair value of financial instruments

The Corporation's financial instruments are comprised of cash, investments, accounts payable and accrued liabilities, and loan payable. The carrying values of the Corporation's cash, accounts payable and accrued liabilities, and loan payable approximate their respective fair values due to their short term to maturity.

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the inputs used in making the measurements. The fair value hierarchy has the followinglevels:

- 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 or indirectly; and
- Level 3 inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Corporations investment in Eleos is classified as Level 3 and its investment in LHG is classified as Level 1.

Credit risk

Credit risk is the risk of potential loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations. The Corporation's credit risk is limited to the carrying value of its financial instruments shown on the statements of financial position and arises from the Corporation's cash. As cash is held in a reputable financial institution, credit risk is considered minimal.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting its obligations as they become due. For the nine months ended June 30, 2021, the Corporation had a net loss from continuing operations of $39,476, cash used in operating activities of $152,523, and at June 30, 2021 has a working capital deficiency of $16,983.

Management believes that the Corporation will require funding from shareholder advances or financings in order to satisfy its current and future obligations. The Corporation is assessing various options to raise funding.

A contractual maturity analysis of the Corporation's financial liabilities is as follows:

Financial liabilities	2021	2022	Total
Accounts payable and accrued liabilities	$ 56,501	$ -	$ 56,501
Loan payable	-	40,273	40,273
GST liability	9,254	-	9,254
	$ 65,755	$ 40,273	$ 106,028

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: foreign exchange risk, interest rate risk and other price risk. The Corporation's investment LHG is subject to market risks.

Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. There is exchange risk associated with the Corporation's investment in LHG which is traded in the United Kingdom and traded in British Pound Sterling ("GBP"). A 10% change in the CAD/GBP exchange rate would have a $7,300 impact on net loss for the period.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. It is management's opinion that the Corporation is not subject to significant interest risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. There is other price risk associated with the Corporation's investment in LHG. A 10% change in the market price of LHG shares would have a $7,300 impact on net loss for the period.

Capital management

The Corporation's goal is to develop a strong capital base to meet its growth objectives, while maintaining the ability to fulfill its financial obligations, finance internal growth and fund potential acquisitions. The Corporation may be required to seek additional equity or debt financing, reduce its operations or to limit its growth to maintain liquidity. The Corporation does not have adequate surplus capital on hand to make strategic acquisitions. Accordingly, the Corporation may reasonably be expected to issue additional equity or obtain more debt to achieve the additional resources which it believes are necessary to enable it to seek new business opportunities which are sought by investors and shareholders. If additional equity is issued, existing shareholders may experience dilution of their shareholdings. If additional debt is taken on, the business could be put at greater risk of not being able to survive downturns in business cycles or other negative future events.

The Corporation's capital consists of the Corporation's shareholders' equity and debt that it may issue. The Corporation's capital management objectives, evaluation measures and targets have remained unchanged over the periods presented. The Corporation is not subject to any external restriction.

RISKS AND UNCERTAINTIES

The Corporation is investing in robotic technologies as well as Cannabidiol ("CBD") and cannabis companies and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The Corporation has no ongoing revenue or income from operations. The Corporation has limited capital resources and has to rely upon the sale of its assets or sale of its common shares for cash required to make new investments and to fund the administration of the Corporation. These risks may not be the only risks faced by the Corporation.

Additional risks and uncertainties not presently known by the Corporation or which are presently considered immaterial may also adversely impact the Corporation's business, results of operations, and financial performance. The most significant risks and uncertainties faced by the Corporation are (in no specific order):

Limited Operating History

The Corporation has no operating history in making investments in the robotics industry or the cannabis industry. The Corporation and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as robotics and cannabis. There is no certainty that the Corporation will be able to operate profitably.

No Profits to Date

The Corporation has not made profits since the sale of it's operating business in 2017 and it is expected that it will not be profitable for the foreseeable future. Its future profitability will, in particular, depend upon its success in making strategic investments in companies involved in robotics, agriculture robotics and cannabis. Because of the limited operating history, and the uncertainties regarding the development of the robotics market there are significant risks associated with the Corporation's investment strategy.

Additional Requirements for Capital

Substantial additional financing may be required if the Corporation is to be successful in developing distribution of products from the Kick licences or further investment in robotics. No assurances can be given that the Corporation will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Corporation, if at all. If the Corporation is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated investments.

Dependence on Management Team

The Corporation currently depends on certain key senior managers to identify business opportunities and acquisitions. Management who have developed key relationships in the industry are also relied upon to oversee the core marketing, business development, operational and fundraising activities. The Corporation expects the competition for management and other skilled personnel to intensify. Competition for experienced senior management is intense and other companies with greater financial resources may offer a higher and more attractive compensation package to recruit our senior managers. If one or more of our senior managers are unable or unwilling to continue their positions with the Corporation, we may not be able to replace them easily. Failure to attract and retain qualified employees or the loss or departure in the short-term of any member of the senior management may result in a loss of organizational focus, poor operating execution or an inability to identify and execute potential strategic initiatives. This could, in turn, materially and adversely affect the Corporation's business, financial condition and results of operations.

Risks associated with Covid-19

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. The expected impacts on global commerce are anticipated to be far reaching. To date there have been significant effects on the world's equity markets and the movement of people and goods has become restricted. Due to market uncertainty, the Company may be restricted in its ability to raise additional funding. The impact of these factors on the Company is not yet determinable; however, they may have a material impact on the Company's financial position, results of operations and cash flows in future periods. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

Schedule “D”

(See Attached)

KICK PHARMACEUTICAL INC.

CONSOLIDATED FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE PERIOD FROM INCORPORATION ON JANUARY 29, 2020 TO DECEMBER 31, 2020

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Kick Pharmaceutical Inc.:

Opinion

We have audited the consolidated financial statements of Kick Pharmaceutical Inc. and its subsidiaries (together the "Company"), which comprise the consolidated statement of financial position as at December 31, 2020, and the consolidated statement of loss and comprehensive loss, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the period from incorporation on January 29, 2020 to December 31, 2020, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2020, and its consolidated financial performance and its consolidated cash flows for the period from incorporation on January 29, 2020 to December 31, 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which describes conditions indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion & Analysis filed with the relevant Canadian securities commissions.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Anna C. Moreton.

Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
July 7, 2021

KICK PHARMACEUTICAL INC.
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
Expressed in Canadian Dollars

		As at December 31, 2020
ASSETS		
Current assets		
Cash	$	530,660
Prepaids		6,682
Total current assets		537,342
Non-current assets		
Intangible assets (Note 4)		239,422
Total assets	$	776,764
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 4 and 7)	$	135,853
Loans payable (Note 5)		213,402
Total liabilities		349,255
Shareholders' equity		
Share capital (Note 6)		586,001
Deficit		(158,492)
Total shareholders' equity		427,509
Total liabilities and shareholders' equity	$	776,764

Nature and continuance of operations (Note 1)
Subsequent events (Note 11)

On behalf of the Board:

"Zach Stadnyk" Director

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

KICK PHARMACEUTICAL INC.
CONSOLIDATED STATEMENT OF LOSS AND COMPREHENSIVE LOSS
Expressed in Canadian Dollars

		Period from incorporation on January 29, 2020 to December 31, 2020
EXPENSES		
Consulting (Note 7)	$	44,634
Foreign exchange		(11,321)
Investor relations		5,250
Office and miscellaneous		8,784
Professional fees		111,145
Loss and comprehensive loss for the period	$	(158,492)
Basic and diluted loss per common share	$	(0.00)
Weighted average number of common shares outstanding		49,287,835

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

KICK PHARMACEUTICAL INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
Expressed in Canadian Dollars
For the period from incorporation on January 29, 2020 to December 31, 2020

	Number of shares	Share capital	Deficit	Total shareholders' equity
January 29, 2020	-	$ -	$ -	$ -
Shares issued on incorporation	1	1		1
Common shares - acquisition	275,000,000	-	-	-
Common shares - placement	38,200,000	595,000	-	595,000
Share issuance costs	-	(9,000)	-	(9,000)
Loss and comprehensive loss for the period	-	-	(158,492)	(158,492)
December 31, 2020	**313,200,001**	**$ 586,001**	**$ (158,492)**	**$ 427,509**

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

KICK PHARMACEUTICAL INC
CONSOLDIATED STATEMENT OF CASH FLOWS
Expressed in Canadian Dollars

	Period from incorporation on January 29, 2020 to December 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	$ (158,492)
Items not involving cash:	
Accrued interest	7,402
Changes in non-cash working capital items:	
Increase in prepaids	(6,682)
Increase in accounts payable and accrued liabilities	103,900
Net cash used in operating activities	(53,872)
CASH FLOWS FROM INVESTING ACTIVITY	
Purchases of intangible assets	(200,436)
Net cash used in investing activities	(200,436)
CASH FLOWS FROM FINANCING ACTIVITIES	
Shares issued, net of issue costs	586,001
Loans received	206,000
Net cash provided by financing activities	792,001
Effect of foreign exchange on cash	(7,033)
Change in cash for the period	530,660
Cash, beginning of period	-
Cash, end of period	$ 530,660

There was no cash paid for interest or taxes, for the period from incorporation on January 29, 2020 to December 31, 2020.

Non-cash transactions

At December 31, 2020, the Company had accounts payable of $33,504 related to intangible assets.

1. NATURE AND CONTINUANCE OF OPERATIONS

Kick Pharmaceutical Inc. (the "Company" or "Kick") was incorporated under the Business Corporations Act (British Columbia) on January 29, 2020. The Company is a licensee of certain technologies relating to Cannabinoids ("CBD"). The Company's registered address is 20th Floor, 250 Howe Street, Vancouver, BC V6C 3R8.

On November 4, 2020, the Company entered into a definitive share purchase agreement with Glenbriar Technologies Inc. ("Glenbriar"), whereby Glenbriar will acquire all of the issued and outstanding shares of Kick. The agreement contemplates that Glenbriar will issue one Glenbriar share for each 2 outstanding shares of Kick. Upon the completion of the transaction Kick will become a wholly owned subsidiary of Glenbriar (the "Resulting Issuer"), and Kick will become a "control person" of Glenbriar. Upon completion of the transaction, the Resulting Issuer will continue to carry on the business of Kick as currently constituted. The transaction is an arm's length transaction and will constitute a reverse takeover ("RTO") of Glenbriar by the Company, pursuant to policies of the TSX-V.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well as its ability to raise financing. There has been no material disruption to the Company's current operations to date.

These consolidated financial statements have been prepared in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. The material uncertainty from these events and conditions may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These consolidated financial statements, have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements are presented in Canadian dollars unless otherwise noted.

The consolidated financial statements of the Company from the period from incorporation on January 29, 2020 to December 31, 2020 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 7, 2021.

Basis of consolidation

These consolidated financial statements include the Company and the Company's wholly owned subsidiaries. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

The consolidated financial statements include the financial information of and its wholly owned subsidiaries 2127774 Alberta Ltd. ("2127774 Alberta"), Nabilone Pharma Inc., Life Pharmaceuticals Company Inc. and LSB Life Sciences Biotech Inc, respectively (Note 3).

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Estimates, judgments and assumptions

The preparation of these consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

Judgments

i) Impairment of non-financial assets

Significant judgment is required to assess when impairment indicators exist, and impairment testing is required. The assessment of impairment indicators is based on management's judgment of whether there are internal and external factors that would indicate that a cash generating unit ("CGU") and specifically the non-financial assets within the CGU, are impaired. The determination of a CGU is also based on management's judgment and is an assessment of the smallest group of assets that generate cash inflows independently of other assets. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

ii) Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes judgments related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

iii) Going-concern assumption

The Company's ability to continue as a going concern is dependent on its ability in the future to achieve profitable operations and in the meantime, obtain the necessary financing to meet its obligations and repay its liabilities when they come due. Realization values may be substantially different from carrying values and these consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Estimates

i) Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Estimates include the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such estimates are inherently uncertain. Changes in these estimates affect the fair value of share-based payments.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position only when the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at FVTOCI if it meets both of the following conditions:

- it is held within a business model whose objective is both to hold assets to collect contractual cash flows and to potentially sell financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses. The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

Financial assets at FVTPL - Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise.

Financial assets at FVTOCI - Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

Financial assets at amortized cost - Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in profit or loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The Company has classified its cash at fair value through profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Financial liabilities at amortized cost - This category consists of liabilities carried at amortized cost using the effective interest method. These financial liabilities are initially recognized at fair value less directly attributable transaction costs.

The Company's accounts payable and accrued liabilities, and loans payable are classified at amortized cost.

Financial instruments that are measured at fair value use inputs, which are classified within a hierarchy that prioritizes their significance. 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 either directly or indirectly; and
Level 3 - Inputs that are not based on observable market data.

Foreign currency translation

The Canadian dollar is the functional and reporting currency of the Company and its wholly owned subsidiaries. All foreign currency monetary assets and liabilities are translated at the rate of exchange at the consolidated statement of financial position date and non-monetary assets and liabilities are translated at historical exchange rates, unless such items are measured at fair value, in which case they are translated using the exchange rates at the date when the fair value was measured. Income and expenses are translated at the rates approximating those at the transaction dates. Gains and losses arising from translation of foreign currency monetary assets and liabilities are recognized in profit or loss.

Intangible assets

Identifiable intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination are valued at fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and method for an intangible asset with a finite useful life are reviewed at least annually. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in profit or loss.

Intangible assets with indefinite lives are measured at cost less any accumulated impairment losses. These intangible assets are tested for impairment on an annual basis or more frequently if there are indicators that intangible assets may be impaired as described below.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of long-lived assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Loss per share

The Company recognizes the dilutive effect on loss per share based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive. Basic loss per share is calculated using the weighted average number of common shares outstanding during the period.

Share capital

The Company engages in equity financing transactions which may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants ("Warrants"). Depending on the terms and conditions of each equity financing agreement ("Agreement"), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. Warrants that are part of units are valued using the residual value method which involves comparing the selling price of the units to the Company's share price on the announcement date of the financing. The market value is then applied to the common share, and any residual amount is assigned to the warrants. Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date the amount previously recognized in equity is transferred from reserves to deficit.

In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate exchange on the date the shares are issued.

Share issuance costs

Share issue costs are deferred and charged directly to share capital on completion of the related equity financing. If the financing is not completed, share issue costs are charged to profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Share-based payment transactions

In situations where equity instruments are issued to non-employees and the fair value of some or all of the goods or services received by the Company as consideration cannot be reliably estimated, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in the equity settled share-based payments reserve account. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods.

The fair value is measured at the grant date using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each consolidated statement of financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

All share options and warrants are included in reserves, a component of shareholders' equity, until exercised. Upon exercise, the consideration received plus the amounts in reserves attributable to the options and/or warrants being exercised are credited to share capital. When options are forfeited or are not exercised at the expiry date the amount previously recognized in reserves is transferred to deficit.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Expressed in Canadian Dollars

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Common control transactions

IFRS 3 Business Combinations does not include specific measurement guidance for transfers of businesses or subsidiaries between entities under common control. Accordingly, the Company has developed a policy to account for such transactions taking into consideration other guidance in the IFRS framework and pronouncements of other standard-setting bodies.

The Company's policy is to record assets and liabilities recognized as a result of transactions between entities under common control at the carrying value on the transferor's financial statements. Accordingly, the acquisition of 2127774 Alberta Ltd has been accounted for at carrying values with any adjustments between consideration transferred and net assets received or paid recorded in equity. See note 3.

Accounting standards, amendments and interpretations issued

Certain accounting standards or amendments to existing standards that have been issued but have future effective dates, are either not applicable or not expected to have a significant impact on the Company's consolidated financial statements.

3. ACQUISITION OF 2127774 ALBERTA LTD.

On October 30, 2020, the Company acquired 100% of the share capital in 2127774 Alberta Ltd. by issuing 275,000,000 common shares. The Company valued the shares at cost as 2127774 Alberta was a related party under common control prior to the acquisition. As a result, the Company has included the operations of 2127774 Alberta Ltd. in the consolidation from incorporation.

On the acquisition date, 2127774 Alberta Ltd. had the following net assets:

Cash	$	128
Intangible assets		205,918
Accounts payable		(7,444)
Loan payable		(205,810)
Net assets	$	(7,208)

4. INTANGIBLE ASSETS

During the period ended December 31, 2020, the Company entered into an exclusive 10-year distribution license agreement on certain cannabinoid technologies for cash consideration of $205,918 (US$150,000) and granting the licensor a 3% royalty on gross sales if sublicensed. In the event that the Company transfers the license or merges with a public company, 5,000,000 shares of that public company must be issued to the licensor.

During the period ended December 31, 2020, the Company purchased certain patents and patent applications, for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients, for cash consideration of $33,504 (US$25,000). At December 31, 2020 the purchase price remains payable and has been included in accounts payable and accrued liabilities.

Expressed in Canadian Dollars

5. LOANS PAYABLE

At December 31, 2020, the Company had the following loans outstanding:

i) Loan from a former director of the Company in the amount of $500 with no interest and no fixed terms of repayment.

ii) Loans from various third parties totaling $205,500. The loans are unsecured, bear interest at 5% per annum and are repayable on December 31, 2021. Total interest accrued for the period ended December 31, 2020 was $7,402. Total principal and interest owing as at December 31, 2020 was $212,902.

6. CAPITAL STOCK

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

During the period ended December 31, 2020, the Company issued:

i) On January 29, 2020, the Company issued one incorporation common share for $1.

ii) On November 5, 2020, the Company issued 275,000,000 common shares to acquire 2127774 Alberta Ltd. (Note 3).

iii) On November 5, 2020, the Company issued 18,000,000 common shares for total proceeds of $90,000.

iv) On December 21, 2020, the Company issued 20,200,000 units for total proceeds of $505,000. The Company also paid $9,000 in share issuance costs. Each unit consisted of one common share and one common share purchase warrant ("warrant"). Each warrant is exercisable for one common share of the Company at $0.025 per share for a period of 2 years, expiring on December 21, 2022. Warrants were valued at Nil using the residual value method.

7. RELATED PARTY BALANCES AND TRANSACTIONS

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	Period ended December 31, 2020
Paid or accrued to the president and director	Professional fees	$ 18,900

The amounts due to other related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	December 31, 2020
Due to the president and director	$ 6,900

The amounts due to related parties are unsecured, non-interest bearing and are due on demand.

8. CAPITAL MANAGEMENT

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. In the management of capital, the Company includes the components of shareholders' equity. Total managed capital as at December 31, 2020 is $427,509. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

9. FINANCIAL INSTRUMENTS AND RISK

Fair values

The carrying amounts of cash, accounts payable and accrued liabilities and loans payable approximates fair value due to the short-term nature.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of financial loss associated with the counterparty's inability to fulfill its payment obligations. The Company is satisfied with the credit rating of its bank. As at December 31, 2020 the Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2020 the Company had a cash balance of $530,660 to settle accounts payable and accrued liabilities of $135,853 and loans payable of $213,402. The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. The Company's trade payables have contractual maturities of 30 days and are subject to normal trade terms, the loans payable are due within 12 months or on demand.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances. The Company is satisfied with the credit ratings of its bank. As of December 31, 2020, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

Expressed in Canadian Dollars

9. FINANCIAL INSTRUMENTS AND RISK (cont'd…)

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at December 31, 2020, the Company was not exposed to significant foreign currency risk.

c) Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material price risk at December 31, 2020.

10. SEGMENTED INFORMATION

The Company has one operating segment, being the licensee of certain technologies relating to Cannabinoids in Canada.

11. INCOME TAXES

A reconciliation of income taxes at statutory rate with the reported taxes is as follows:

		December 31, 2020
Loss for the period	$	(158,492)
Expected income tax (recovery) – 27%	$	(42,790)
Share issue costs		(2,420)
Change in unrecognized deductible temporary differences		45,210
Total income tax expense (recovery)	$	-

The significant components of the Company's deferred tax assets and liabilities are as follows that have not been included on the statement of financial position as follows:

		December 31, 2020
Non-capital losses	$	43,270
Share issue costs		1,940
		45,210
Unrecognized deferred tax asset		(45,210)
Net deferred tax assets	$	-

The Company has non-capital loss carry-forwards of approximately $160,000, which may be available to reduce taxable income in future years. The potential of these losses has not been recognized as a deferred tax benefit, as currently it is not probable that such a benefit will be utilized in the foreseeable future. Unless utilized, these losses will expire in 2040.

Tax attributes are subject to review, and potential adjustment, by tax authorities.

11. SUBSEQUENT EVENTS

i) On February 4, 2021, the Company issued 8,600,000 units for total proceeds of $215,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.025 per share for a period of 2 years, expiring on February 4, 2023. Warrants were valued at Nil using the residual value method. The Company paid $3,125 in share issuance costs.

ii) On March 15, 2021, the Company advanced $36,800 to Glenbriar. The loan is non-interest bearing with no fixed terms of repayment.

iii) On March 22, 2021, the Company issued 23,199,214 units for total proceeds of $811,972. Each unit consisted of one common share and one common share purchase. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 22, 2023. Warrants were valued at Nil using the residual value method. The Company paid $34,520 in share issuance costs and issued 986,280 broker warrants.

iv) On March 24, 2021, the Company issued 21,136,500 units for total proceeds of $739,778. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 24, 2023. Warrants were valued at Nil using the residual value method. The Company paid $55,006 in share issuance costs and issued 1,571,600 broker warrants.

KICK PHARMACEUTICAL INC.

Management Discussion and Analysis ("MD&A")

FOR THE PERIOD FROM INCORPORATION ON JANUARY 29, 2020 TO DECEMBER 31, 2020

July 7, 2021

This discussion and analysis of the financial position and results of operations are prepared as at July 7, 2021 and should be read in conjunction with the audited consolidated financial statements for the period from incorporation on January 29, 2020 to December 31, 2020 for Kick Pharmaceutical Inc. (the "Company" or "Kick"). The consolidated financial statements, were prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). They have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, the consolidated financial statements were prepared using the accrual basis of accounting except for cash flow information. The consolidated financial statements were presented in Canadian dollars unless otherwise noted. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The Company was incorporated under the Business Corporations Act (British Columbia) on January 29, 2020. The Company is a licensee of certain technologies relating to Cannabinoids ("CBD"). The Company's registered address is 20th Floor, 250 Howe Street, Vancouver, BC V6C 3R8.

Forward-Looking Information

Statements contained in this MD&A that are not historical facts are "forward-looking statements" or "forward-looking information" (collectively, "Forward-Looking Information") (within the meaning of applicable Canadian securities legislation).

Forward-Looking Information includes, but is not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the acquisition of certain intellectual property rights; permitting time lines and requirements for additional capital. In certain cases, Forward-Looking Information can be identified by the use of words such as "plans", "expects", "intends" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intended", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur", or "be achieved".

In disclosing the Forward-Looking Information in this MD&A, the Company has applied several material assumptions, including, but not limited to, the assumption that additional financings needed will be available on reasonable terms, that the development of its wellness product business can be achieved, that general business and economic conditions will not change in a materially adverse manner, that a patent will be issued in due course for its delivery system for Nabilone and that all necessary governmental approvals (if any) will be obtained in a timely manner and on acceptable terms in respect to its business lines. Other assumptions are discussed throughout this MD&A and, in particular, in the "Risk Factors" found in this MD&A.

Forward-Looking Information involves 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 Information. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in product development based upon changes in business plans; future prices of the Company's

products; availability of third-party contractors; availability of equipment and delays in obtaining governmental approvals or financing; as well as those factors discussed in the "Risk Factors" found in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information 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 Information.

The Forward-Looking Information contained in this MD&A is made as of the date hereof and, unless so required by applicable law, the Company undertakes no obligation to update publicly or revise any Forward-Looking Information, whether as a result of new information future events or otherwise. The Forward-Looking Information contained in this MD&A is expressly qualified by this cautionary statement.

Overview and Going Concern

The Company is a licensee of certain technologies relating to Cannabinoids ("CBD"). The consolidated financial statements were prepared in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. The material uncertainty from these events and conditions may cast significant doubt on the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well as its ability to raise financing. There has been no material disruption to the Company's current operations to date.

Results of Operations

The results of operations reflect the overhead costs incurred by the Company to maintain an administrative infrastructure to manage the acquisition, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as operations continue.

On November 4, 2020, the Corporation entered into an agreement with Glenbriar Technologies Inc. ("Glenbriar"), an arms-length private company, whereby Glenbriar will acquire all of the shares of Kick. Kick also holds the rights to a patent application for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients. The merger agreement contemplates that the Glenbriar will issue one common share for each outstanding share of Kick.

Acquisition of 2127774 Alberta Ltd.

On October 30, 2020, the Company acquired 100% of the share capital in 2127774 Alberta Ltd. ("2127774 Alberta") by issuing 275,000,000 common shares. The Company valued the shares at cost as 2127774 Alberta was a related party under common control prior to the acquisition. As a result, the Company has included the operations of 2127774 Alberta operations in the consolidation from incorporation.

On the acquisition date, 2127774 Alberta had the following net assets:

Cash	$	128
Intangible assets		205,918
Accounts payable		(7,444)
Loan payable		(205,810)
Net assets	$	(7,208)

Intangible Assets

During the period ended December 31, 2020, the Company entered into an exclusive 10-year distribution licence agreement on certain cannabinoid technologies for cash consideration of $205,918 (US$150,000) and granting the licensor a 3% royalty on gross sales if sublicensed. In the event that the Company transfers the license or merges with a public company, 5,000,000 shares of that public company must be issued to the licensor.

During the period ended December 31, 2020, the Company purchased certain patents and patent applications, for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients, for cash consideration of $33,504 (US$25,000). As at the date of this MD&A, the purchase price remains payable and has been included in accounts payable and accrued liabilities.

Wellness Product Portfolio

The Company has a sales agreement with an arms-length company for the sale of up to $1,000,000 of two products, namely the CBD Oral Strips and the Arousal Gel with CBD (the "Initial Products"). This agreement provides the customer with the right to develop and sell other of the Company's wellness products as well. The Company has completed branding and marketing plans for the Initial Products and is in the process of receiving a shipment of the same from its manufacturer for bottling and distribution.

The Company's Wellness Product Portfolio business segment is currently comprised of the portfolio of wellness products and the underlying intellectual property, concentrating on sexual health, with or without the benefit of CBD, acquired pursuant the Product License. In particular, the Company has rights to utilize the following products and the related intellectual property pursuant to the Product License:

(a) CBD oral strips (CannaStrips™): CannaStrip™ oral muco-adhesive strips enhance the bioavailability of hemp oil extracts and THC, increasing the impact and duration of the health benefits. CannaStrip™ delivers hemp oil extracts and THC faster, with longer beneficial effects in the body.

(b) Arouse RX gel with CBD and/or THC (Arousel Gel): The Arousel Gel is a topical gel infused with CBD and/or THC that increases genital blood flow causing vaginal engorgement/lubrication and clitoral engorgement/sensitivity. This stimulation arouses the user, addressing female sexual dysfunction issues. The Arousel Gel can also be sold as a product without CBD and THC.

(c) CBD/THC biphasic mints/candies (CannaMint): CannaMint is a patent-protected technology that uses orally dissolvable mints to deliver CBD or THC for a variety of conditions. These CannaMints increase the onset of

actives when compared to edible consumption and do not have the negative impacts associated with smoking. They are discreet and sublingual with a minty flavor.

(d) Female Sexual Dysfunction supplement (FSD Supplement): The FSD Supplement is a clinically proven female sexual desire supplement that utilizes known and approved ingredients to increase the active, free testosterone in women, which is directly aligned with sexual responsiveness and arousal in women.

(e) ToConceive: ToConceive is an innovative, FDA-cleared, multi-patented vaginal moisturizer that improves the ability to conceive naturally. ToConceive is not a traditional lubricant; it is a gel, moisturizer, and a lubricant. When applied to the vulva and clitoris daily, ToConceive helps the body produce additional lubrication that helps sperm fertilize an egg.

(f) Male Enhancement Gel With CBD (Male Enhancement Gel): The Male Enhancement Gel is a topical personal care penile gel containing proprietary levels of L-arginine and menthol increasing penis length, girth, and volume (overall size).

General and Administrative Expenses

The Company incurred a loss and comprehensive loss for the period from incorporation on January 29, 2020 to December 31, 2020 of $158,492 which consisted primarily of consulting fees of $44,634 and professional fees of $111,145.

Summary of Yearly Results

The Company was incorporated on January 29, 2020 and, for that reason, only one period has been presented in the table below.

	From incorporation on January 20, 2020 to December 31, 2020
Interest Income	$ -
Intangible Assets	239,422
Deficit	158,492
Net Loss	(158,492)
Basic and Diluted Loss Per Share	(0.00)

Fourth Quarter

During the fourth quarter ended December 31, 2020, the Company did not have any material events or transactions other than the share issuances detailed below.

Liquidity and Capital Resources

At December 31, 2020, the Company had cash of $530,660 and a working capital of $188,087.

The Company expects its current capital resources will not be sufficient to meet its business objectives or day-to-day operations through its next quarter or current operating year, and that its continuation as a going concern will be dependent on its ability to raise additional funds through equity issuances. There is no guarantee the Company will be successful in that regard. See "Overview and Going Concern" above.

During the period from incorporation on January 29, 2020 to December 31, 2020:

i) Net cash used in operating activities of $53,872 which consists of the cash paid for expenses on the consolidated statement of loss and comprehensive loss.

ii) Net cash used in investing activities of $200,436 which consists of cash paid for the purchase of intangible assets.

iii) Net cash provided by financing activities of $792,001 which consists of $586,001 of proceeds from private placements and $206,000 from loans received.

During the period from January 29, 2020 to July 7, 2021 the Company completed the following share issuances:

i) On January 29, 2020, the Company issued one incorporation common share for $1.

ii) On November 5, 2020, the Company issued 275,000,000 common shares to acquire 2127774 Alberta.

iii) On November 5, 2020, the Company issued 18,000,000 common shares for total proceeds of $90,000.

iv) On December 21, 2020, the Company issued 20,200,000 units for total proceeds of $505,000. The Company also paid $9,000 in share issuance costs. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.025 per share for a period of 2 years, expiring on December 21, 2022. Warrants were valued at Nil using the residual value method.

v) On February 4, 2021, 8,600,000 units for total proceeds of $215,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.025 per share for a period of 2 years, expiring on February 4, 2023. Warrants were valued at Nil using the residual value method. The Company paid $3,125 in share issuance costs.

vi) On March 22, 2021, 23,199,214 units for total proceeds of $811,972. Each unit consisted of one common share and one common share purchase. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 22, 2023. Warrants were valued at Nil using the residual value method. The Company paid $34,520 in share issuance costs and issued 986,280 broker warrants.

vii) On March 24, 2021, 21,136,500 units for total proceeds of $739,778. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 24, 2023. Warrants were valued at Nil using the residual value method. The Company paid $55,006 in share issuance costs and issued 1,571,600 broker warrants.

Related Party Transactions

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	Period ended December 31, 2020
Paid or accrued to the president and director, namely Zach Stadnyk	Professional fees	$ 18,900

The amounts due to other related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	December 31, 2020
Due to the president and director, namely Zach Stadnyk	$ 6,900

The amounts due to related parties are unsecured, non-interest bearing and are due on demand.

Risk Factors

An investment in the securities of the Company is subject to a number of risks, including those described below, that could have a material adverse effect upon, among other things, the operating results, earnings, business prospects and condition (financial or otherwise) of the Company. A prospective purchaser of such securities should carefully consider the risk factors set out below before making a decision to purchase securities of the Company. The risks described herein are not the only risk factors facing the Company and should not be considered exhaustive. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also materially and adversely affect the business, operations and condition (financial or otherwise) of the Company.

Risks Related to the Business of the Company

- ***Risks related to COVID-19***

The Company cautions that its business could be materially and adversely affected by the risks, or the public perception of the risks, related to the COVID-19 pandemic. The risk of a pandemic, or public perception of such a risk, could cause temporary or long-term disruptions in the Company's supply chains and/or delays in the delivery of its products. Further, such risks could also adversely affect the Company's customers' financial condition, resulting in reduced buying of its products. Moreover, an epidemic, pandemic, outbreak or other public health crisis, such as COVID-19, could cause employees to avoid the Company's properties, which could adversely affect its ability to adequately staff and manage its businesses. "Shelter-in-place" or other such orders by governmental entities could also disrupt the Company's operations, if employees who cannot perform their responsibilities from home are not able to report to work. Risks related to an epidemic, pandemic or other health crisis, such as COVID-19, could also lead to the complete or partial closure of one or more of the Company's stores, facilities or operations of its partners.

- ***Risks relating to key personnel***

If the Company fails to attract and retain key management and sales personnel, it may be unable to successfully develop or commercialize its product candidates. The Company will need to expand and effectively manage its managerial, operational, financial, development and other resources in order to grow organically. The Company's success depends on its continued ability to attract, retain and motivate highly qualified management, sales personnel, including its key management personnel. The loss of the services of any of its senior management could impact its sales. At this time, the Company does not have "key man" insurance policies on the lives of any of its employees or consultants. In addition, the Company's advisors may have arrangements with other companies to assist those companies in developing products or technologies that may potentially compete with the Company's products or technologies. All of its advisors and consultants sign agreements with the Company, which includes provisions for: confidentiality; non-disclosure; intellectual property rights; and non-competes covering its intellectual property and other proprietary information.

The Company will need to hire additional personnel as it continues to expand its development activities. The Company may not be able to attract or retain qualified management and sales personnel in the future due to the intense competition for qualified personnel among the health and wellness business. If it is not able to attract and retain the necessary personnel to accomplish its business objectives, it may experience constraints that will impede significantly the achievement of its development objectives, its ability to raise additional capital and its ability to implement its business strategy. In particular, if the Company loses any members of its senior management team, it may not be able to find suitable replacements in a timely fashion or at all and its business may be harmed as a result.

- ***Risks relating to early stage development***

If the Company is unable to develop its sales and marketing and distribution capability on its own or through collaborations with marketing partners, it will not be successful in commercializing its product candidates. The Company currently does not have a marketing staff or a sales or distribution organization. The Company currently does not have marketing, sales or distribution capabilities. If the Company's product candidates are approved, it may establish a sales and marketing organization with technical expertise and supporting distribution capabilities to commercialize its product candidates, which will be expensive and time consuming. Any failure or delay in the development of internal sales, marketing and distribution capabilities would adversely impact the commercialization of these product candidates. The Company may choose to collaborate with third parties that have direct sales forces and established distribution systems, either to augment its own sales force and distribution systems or in lieu of its

own sales force and distribution systems. To the extent that the Company enters into co-promotion or other licensing arrangements, its product revenue is likely to be lower than if it directly marketed or sold its products, when and if it has any. In addition, any revenue it receives will depend in whole or in part upon the efforts of such third parties, which may not be successful and will generally not be within its control. If the Company is unable to enter into such arrangements on acceptable terms or at all, it may not be able to successfully commercialize its existing and future product candidates. If it is not successful in commercializing its existing and future product candidates, either on its own or through collaborations with one or more third parties, its future product revenue will suffer and it may incur significant additional losses.

- ***Risk Relating to various Regulatory Systems***

Some of the planned activities of the Company, particularly in respect to its CBD infused products are subject to regulation by governmental authorities. 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. The Company cannot predict the time required to secure or maintain all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. 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.

The Company operates in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

The Company incurs ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs 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. Further, the Company may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect its ability to conduct business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future.

The industry in which the Company operates is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Company and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Company's earnings and could make future capital investments or the Company's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

- ***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 its products but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. To its knowledge, the Company is currently in compliance with such laws in all material respects. Changes to such laws, regulations and guidelines

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

While the impact of the changes are uncertain and are highly dependent on which specific laws, regulations or guidelines are changed and on the outcome of any such court actions, it is not expected that any such changes would have an effect on the Company's operations that is materially different than the effect on similar-sized companies in the same business as the Company.

Local, state and federal laws and regulations governing CBD for medicinal and recreational purposes are broad in scope and are subject to evolving interpretations, which could require the Company to incur substantial costs associated with bringing the Company's operations into compliance. In addition, violations of these laws, or allegations of such violations, could disrupt the Company's operations and result in a material adverse effect on its financial performance. It is beyond the Company's scope to predict the nature of any future change to the existing laws, regulations, policies, interpretations or applications, nor can the Company determine what effect such changes, when and if promulgated, could have on the Company's business.

- ***Product Liability, Operational Risk***

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 CBD-infused or other products based on the Company's recipes and brands 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 alone 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 the Company's 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 products.

- ***Product Recall Risks***

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 products developed by the Company and sold by it or by licensed producers are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of revenue due to a loss of and may not be able to replace that revenue at an acceptable margin or at all. In addition, a product recall may require significant management attention. 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 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 the regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Company's operations can also be substantially affected by adverse publicity resulting from quality, illness, injury, health concerns, public opinion, or operating issues. The Company will attempt to manage these factors, but the occurrence of any one or more of these factors could materially and adversely affect the Company's business, financial condition and results of operations.

- ***Uninsurable Risks***

It is not always possible to fully insure against all risks, and the Company may decide not to take out insurance against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not currently have any insurance policies covering its properties or the operation of its business and any liabilities that may arise as a result any of the above-noted risks may cause a material adverse effect on the financial condition of the Company.

- ***The Company May Not Be Able to Accurately Predict its Future Capital Needs and it May Not Be Able to Secure Additional Financing***

The Company may need to raise significant additional funds in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms, or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

- ***Factors Which May Prevent Realization of Growth Targets***

The Company is currently in the early growth stage. There is a risk that the additional resources will be needed and milestones will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Company:

(g) maintaining, or conditions imposed by, regulatory approvals;

(h) facility design errors;

(i) non-performance by third party contractors;

(j) increases in materials or labor costs;

(k) breakdown, aging or failure of equipment or processes;

(l) contractor or operator errors;

(m) labor disputes, disruptions or declines in productivity;

(n) inability to attract sufficient numbers of qualified workers;

(o) disruption in the supply of energy and utilities; and

(p) major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

- ***Competitive Risks***

The CBD industry is highly competitive. The Company will compete with numerous other businesses in the medical and adult use industry, many of which possess greater financial and marketing resources and other resources than the Company. The CBD business is often affected by changes in consumer tastes and discretionary spending patterns, national and regional economic conditions, demographic trends, consumer confidence in the economy, traffic patterns, local competitive factors, cost and availability of raw material and labor, and governmental regulations. Any change in these factors could materially and adversely affect the Company's operations.

Due to 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 legal users of CBD in its target jurisdictions 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.

- ***Difficulties in Forecasting***

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 CBD industry in the in the UK and Europe**.** A failure in the demand for its products to materialize as a result of competition, technological change, market acceptance or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

- ***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 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.

- ***Currency Fluctuations***

Exchange rate fluctuations may adversely affect the Company's financial position and results. It is anticipated that substantially all of the Company's business will be conducted in outside of Canada in foreign currencies. The Company's financial results are reported in Canadian dollars and costs will be incurred primarily in U.S. dollars in its production costs, and planned sales will be in the pound Sterling and the Euro. The depreciation of the Canadian dollar against the U.S. dollar could increase the actual capital and operating costs of the Company's U.S. suppliers and materially adversely affect the results presented in the Company's financial statements. Currency exchange fluctuations may also materially adversely affect the Company's future cash flow from operations, its results of operations, financial condition and prospects.

- ***Enforcement of Legal Rights***

In the event of a dispute arising from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, to the extent that the Company's assets are located outside of Canada, investors may have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities provisions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

- ***Global Financial and Economic Conditions***

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Company's ability to obtain debt and equity financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

- ***Conflicts of Interest***

Certain officers and directors of the Company are also officers and/or directors of other entities engaged in the wellness industry generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Company. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the BCBCA. The BCBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA.

In addition, the directors and officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

- ***Success of Quality Control Systems***

The quality and safety of the Company's products are critical to the success of its business and operations. As such, it is imperative that the Company's (and its service provider's) quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by employees to quality control guidelines. Although the Company strives to ensure that all of its service providers have implemented and adhere to high caliber quality control systems, any significant failure or deterioration of such quality control systems could have a material adverse effect on the Company's business and operating results.

- ***Inability to Protect Intellectual Property***

The Company's success is heavily dependent upon its intangible property and technology. The Company relies upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that is considered important to the development of the business. The Company relies on various methods to protect its proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology or processes. There can be no assurances that the steps taken by the Company to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Company's intangible property, technology or processes. It is likely that other companies can duplicate a production process similar to the Company's. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Company may have to litigate to enforce its intangible property rights, which could result in substantial costs and divert management's attention and other resources.

The Company's ability to successfully implement its business plan depends in part on its ability to maintain and build brand recognition using its trademarks, service marks, trade dress, domain names and other intellectual property rights, including the Company's names and logos. If the Company's efforts to protect its intellectual property are inadequate, or if any third party misappropriates or infringes on its intellectual property, the value of its brands may be harmed, which could have a material adverse effect on the Company's business and might prevent its brands from achieving or maintaining market acceptance.

The Company may be unable to obtain registrations for its intellectual property rights for various reasons, including prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. This could harm its image, brand or competitive position and cause the Company to incur significant penalties and costs.

Risks Relating to Investment in the Company

- ***Volatility of Stock Markets***

Securities markets experience a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries.

These fluctuations may affect the ability of holders of the Company's securities to sell their securities at an advantageous price. The market price of such securities may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares or other securities of the Company may be materially adversely affected.

As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

- ***Risk Factors Related to Dilution***

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's constating documents permit the issuance of an unlimited number of Common Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under its stock option plan and upon the exercise of outstanding convertible securities.

- ***Additional Financing***

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved.

- ***Dividends***

The Company 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.

Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant.

- ***Forward-Looking Information May Prove Inaccurate***

Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. See "Forward-Looking Information".

Financial Risk Factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of financial loss associated with the counterparty's inability to fulfill its payment obligations. As at December 31, 2020 the Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2020 the Company had a cash balance of $530,660 to settle accounts payable and accrued liabilities of $135,853 and loans payable of $213,402. The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. The Company's trade payables have contractual maturities of 30 days and are subject to normal trade terms, the loans payable are due within 12 months or on demand.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances. The Company is satisfied with the credit ratings of its bank. As of December 31, 2020, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at December 31, 2020, the Company was not exposed to any significant foreign currency risk.

c) Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its Company or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material price risk at December 31, 2020.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies and Future Accounting Pronouncements

Please refer to the audited consolidated financial statements for the period ended December 31, 2020.

Contingencies

There are no contingent liabilities.

Management's Responsibility for Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these 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 careful judgements and have been properly reflected in the financial statements.

Other MD&A Requirements

Common Shares

As at July 7, 2021, the Company had 366,135,715 common shares outstanding.

Warrants

As at July 7, 2021, the following warrants were outstanding and exercisable:

Exercise Price	Number Outstanding	Expiry Date
$0.025	20,200,000	December 21, 2022
$0.025	8,600,000	February 4, 2023
$0.050	23,199,214	March 22, 2023
$0.050	986,280	March 22, 2023
$0.050	21,136,500	March 24, 2023
$0.050	1,571,600	March 24, 2023
	75,693,594	

Schedule “E”

(See Attached)

KICK PHARMACEUTICAL INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Expressed in Canadian Dollars

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2021
AND
FOR THE PERIOD FROM INCORPORATION ON JANUARY 29, 2020 TO JUNE 30, 2020

KICK PHARMACEUTICAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)

	As at June 30, 2021	As at December 31, 2020
ASSETS		
Current assets		
Cash	$ 1,462,067	$ 530,660
Prepaids	330,878	6,682
Deposit	181,195	-
Loan receivable (Note 3)	40,273	-
Total current assets	2,014,413	537,342
Non-current assets		
Intangible assets (Note 5)	271,634	239,422
Total assets	$ 2,286,047	$ 776,764
LIABILITIES AND EQUITY		
Current liabilities		
Unearned revenue	$ 123,000	$ -
Accounts payable and accrued liabilities (Note 8)	203,426	135,853
Loans payable (Note 6)	218,497	213,402
Total liabilities	544,923	349,255
Equity		
Capital stock (Note 7)	2,201,200	586,001
Contributed surplus	58,900	-
Deficit	(518,976)	(158,492)
Total equity	1,741,124	427,509
Total liabilities and equity	$ 2,286,047	$ 776,764

Nature and continuance of operations (Note 1)
Subsequent event (Note 12)

On behalf of the Board:

"Zach Stadnyk" Director

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

KICK PHARMACEUTICAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)

	Three month period ended June 30, 2021	Three month period ended June 30, 2020	Six month period ended June 30, 2021	Period from incorporation on January 29, 2020 to June 30, 2020
EXPENSES				
Consulting	$ 36,473	$ -	$ 100,234	$ -
Foreign exchange	554	(46)	(2,401)	(46)
Investor relations	-	-	9,000	-
Office and miscellaneous	56,182	268	61,905	1,228
Professional fees (Note 8)	65,890	18,920	164,746	18,920
Travel and entertainment	27,000	-	27,000	-
Loss and comprehensive loss for the period	$ (186,099)	$ (19,141)	$ (360,484)	$ (20,101)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding	366,135,715	1	344,398,335	1

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

KICK PHARMACEUTICAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)
For the six month period ended June 30, 2021 and the period from incorporation on January 29, 2020 to June 30, 2020

	Number of shares	Capital stock	Contributed surplus	Deficit	Total equity
January 29, 2020	-	$ -	$ -	$ -	$ -
Common shares - placement, net of fees	1	1	-	-	1
Loss for the period	-	-	-	(960)	(960)
June 30, 2020	1	1	-	-	(959)
Common shares - placement, net of fees	313,200,000	586,000	-	-	586,000
Loss for the period	-	-	-	(157,532)	(157,532)
December 31, 2020	313,200,001	586,001	-	(158,492)	427,509
Common shares - placement, net of fees	52,935,714	1,615,199	58,900	-	1,674,099
Loss for the period	-	-	-	(360,484)	(360,484)
June 30, 2021	366,135,715	$ 2,201,200	$ 58,900	$ (518,976)	$ 1,741,124

KICK PHARMACEUTICAL INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)

	Six months period ended June 30, 2021	Period from incorporation on January 29, 2020 to June 30, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (360,484)	$ (20,101)
Items not involving cash:		
Accrued interest	5,095	-
Changes in non-cash working capital items:		
Increase in deposits	(181,195)	-
Increase in prepaids	(324,196)	-
Unearned revenue collected	123,000	-
Increase in accounts payable and accrued liabilities	12,567	19,654
Net cash used in operating activities	(725,213)	(447)
CASH FLOWS FROM INVESTING ACTIVITY		
Purchase of intangible assets	(32,212)	(65,500)
Net cash used in investing activities	(32,212)	(65,500)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued	1,729,105	1
Loans received	-	66,601
Loans advanced	(40,273)	-
Net cash provided by financing activities	1,688,832	66,602
Change in cash for the period	931,407	655
Cash, beginning of period	530,660	142
Cash, end of period	$ 1,462,067	$ 797

There was no cash paid for interest or taxes, for the six months period ended June 30, 2021 or for the period from incorporation on January 29, 2020 to June 30, 2020.

Non-cash transactions during the period ended June 30, 2021 included:

i) Finders' warrants granted with a fair value of $58,900 (2020 - $Nil).

1. NATURE AND CONTINUANCE OF OPERATIONS

Kick Pharmaceutical Inc. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 29, 2020. The Company is a licensee of certain technologies relating to Cannabinoids ("CBD"). The Company's registered address is 20th Floor, 250 Howe Street, Vancouver, BC V6C 3R8.

These condensed interim consolidated financial statements have been prepared in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. The material uncertainty from these events and conditions may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time, it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well as its ability to raise financing. There has been no material disruption to the Company's current operations to date.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and statement of compliance

These condensed interim consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), specifically International Accounting Standard ("IAS") 34 – Interim Financial Reporting. In addition, these condense interim consolidated financial statement have been prepared using interpretations issued by the IFRS Interpretations Committee ("IFRIC") in effect at June 30, 2021 and the same accounting policies and methods of their application as the most recent annual financial statements of the Company. They have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise noted.

The consolidated financial statements of the Company were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on September 3, 2021.

Basis of consolidation

These condensed interim consolidated financial statements include the Company and the Company's wholly owned subsidiaries. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated.

The condensed interim consolidated financial statements include the financial information of the Company and its wholly owned subsidiaries 2127774 Alberta Ltd. ("212774 Alberta"), Nabilone Pharma Inc., Life Pharmaceuticals Company Inc. and LSB Life Sciences Biotech Inc.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Revenue recognition

Revenue is recognized when persuasive evidence of an arrangement exists, the fee is fixed or determinable, and collectability is reasonably assured.

Revenue is recognized when the goods have been provided and control of the deliverable has been transferred to the customer. Revenue collected prior to it being earned is recorded as deferred revenue and recognized as the related services are provided. The Company's arrangements with customers are evidenced by contracts with customers and/or purchase orders.

Estimates, judgments and assumptions

The preparation of these condensed interim consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the condensed interim consolidated financial statements and related notes. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

i) Carrying values for assets and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of value in use or fair value less costs of disposal in the case of non-financial assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

ii) Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing potential income tax assets, management makes judgments related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

iii) Share-based payments

Management determines measurement for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

iv) Going-concern assumption

The Company's ability to continue as a going concern is dependent on its ability in the future to achieve profitable operations and in the meantime, obtain the necessary financing to meet its obligations and repay its liabilities when they come due. Realization values may be substantially different from carrying values and these condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Expressed in Canadian Dollars

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are expected to have a material impact on the Company's consolidated financial statements.

3. LOAN RECEIVABLE

As at June 30, 2021, the Company had advanced a non-interest bearing loan of $40,273 to Glenbriar Technologies Inc. with no fixed terms of repayment (Note 12).

4. ACQUISITION OF 2127774 ALBERTA LTD.

During the period from incorporation from January 29, 2020 to December 31, 2020, the Company acquired 100% of the share capital in 2127774 Alberta by issuing 275,000,000 common shares. The Company valued the shares at cost as 2127774 Alberta was a related party under common control prior to the acquisition. As a result, the Company has included the operations of 2127774 Alberta from incorporation.

On the acquisition date, 2127774 Alberta had the following net assets:

Cash	$	128
Intangible assets		200,436
Accounts payable		(7,444)
Loan payable		(205,810)
Net assets	$	(12,644)

5. INTANGIBLE ASSETS

During the period from incorporation on January 29, 2020 to December 31, 2020, the Company entered into an exclusive 10-year distribution licence agreement on certain cannabinoid technologies for cash consideration of $205,918 (US$150,000) and granting the licensor a 3% royalty on gross sales if sublicensed. The Company must also issue the vendor 5,000,000 shares if the Company merges with a public company (Note 12).

During the period from incorporation on January 29, 2020 to December 31, 2020, the Company purchased certain patents and patent applications, for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients, for cash consideration of $33,504 (US$25,000). At June 30, 2021 the purchase price remains payable.

During the period ended June 30, 2021, the Company paid $32,212 (US$25,000) on behalf of 1288339 BC Ltd. in connection with a license agreement covering certain patent filings and intellectual property rights.

6. LOANS PAYABLE

At June 30, 2021 and December 31, 2020, the Company had the following loans outstanding:

i) Loan from a former director of the Company at June 30, 2021 in the amount of $500 (December 31, 2020 - $500) with no interest and no fixed terms of repayment.

ii) Loans from various third parties totaling $205,500. The loans are unsecured, bear interest at 5% per annum and are repayable on December 31, 2021. Total interest accrued for the period ended June 30, 2021 was $12,497 (December 31, 2020 - $7,402). Total principal and interest owing as at June 30, 2021 was $217,997 (December 31, 2020 - $212,902).

7. CAPITAL STOCK

Authorized share capital

Unlimited number of common shares without par value.

Issued share capital

During the period ended June 30, 2021, the Company issued:

i) On February 4, 2021, 8,600,000 units for total proceeds of $215,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.025 per share for a period of 2 years, expiring on February 4, 2023. Warrants were valued at Nil using the residual value method. The Company paid $3,125 in share issuance costs.

ii) On March 22, 2021, 23,199,214 units for total proceeds of $811,972. Each unit consisted of one common share and one common share purchase. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 22, 2023. Warrants were valued at Nil using the residual value method. The Company paid $34,520 in share issuance costs and issued 986,280 broker warrants.

iii) On March 24, 2021, 21,136,500 units for total proceeds of $739,778. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 24, 2023. Warrants were valued at Nil using the residual value method. The Company also paid $55,006 in share issuance costs and issued 1,571,600 broker warrants.

During the period ended December 31, 2020, the Company issued:

i) On January 29, 2020, one incorporation common share for $1.

ii) On November 5, 2020, 275,000,000 common shares to acquire 2127774 Alberta (note 4).

iii) On November 5, 2020, 18,000,000 common shares for total proceeds of $90,000.

iv) On December 21, 2020, the Company issued 20,200,000 units for total proceeds of $505,000. The Company paid $9,000 in share issuance costs. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.025 per share for a period of 2 years, expiring on December 21, 2022. Warrants were valued at Nil using the residual value method.

Expressed in Canadian Dollars

7. CAPITAL STOCK (cont'd…)

Warrants

Warrant activity during the periods is summarized as follows:

	Six months period ended June 30, 2021		Period from incorporation on January 29, 2020 to December 31, 2020	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Balance – Beginning of period	20,200,000	$ 0.025	-	$ -
Issued	55,493,594	0.050	20,200,000	0.025
Balance – End of period	75,693,594	$ 0.040	20,200,000	$ 0.025

The following table summarizes information about stock options outstanding and exercisable at June 30, 2021:

Exercise Price	Number Outstanding	Expiry Date
$0.025	20,200,000	December 21, 2022
$0.025	8,600,000	February 4, 2023
$0.050	23,199,214	March 22, 2023
$0.050	986,280	March 22, 2023
$0.050	21,136,500	March 24, 2023
$0.050	1,571,600	March 24, 2023
	75,693,594	

At June 30, 2021, the warrants had a weighted average remaining life of 1.65 years (2020 – 1.97).

During the period ended June 30, 2021, the Company granted 2,557,880 (Period from incorporation on January 29, 2020 to December 31, 2020 – Nil) broker warrants with a total fair value of $58,900 (Period from incorporation on January 29, 2020 to December 31, 2020 - $Nil) using the Black-Scholes option pricing model using the following weighted average inputs:

	Six months period ended June 30, 2021	Period from incorporation on January 29, 2020 to December 31, 2020
Exercise price	$0.050	-
Market price	$0.035	-
Risk free interest rate	0.28%	-
Expected dividend yield	0.00%	-
Expected stock price volatility	150%	-
Expected warrant life in years	2	-

Expressed in Canadian Dollars

8. RELATED PARTY BALANCES AND TRANSACTIONS

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	Six months period ended June 30, 2021	Period from incorporation on January 29, 2020 to June 30, 2020
Paid or accrued to the president and director	Professional fees	$ 37,800	$ -

The amounts due to other related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	June 30, 2021	December 31, 2020
Due to the president and director	$ -	$ 6,900

The amounts due to related parties are unsecured, non-interest bearing and are due on demand.

9. CAPITAL MANAGEMENT

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. The Company's strategy for capital management did not change during the period ended June 30, 2021.

10. FINANCIAL INSTRUMENTS AND RISK

Fair values

The Company's financial assets measured at fair value on a recurring basis were calculated as follows:

	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As at June 30, 2021				
Cash	$ 1,462,067	$ 1,462,067	-	-

	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
As at December 31, 2020				
Cash	$ 530,660	$ 530,660	-	-

10. FINANCIAL INSTRUMENTS AND RISK (cont'd…)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of financial loss associated with the counterparty's inability to fulfill its payment obligations. The Company is satisfied with the credit ratings of its bank. As at June 30, 2021 the Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2021 the Company had a cash balance of $1,462,067 (December 31, 2020 - $530,660) to settle accounts payable and accrued liabilities of $203,426 (December 31, 2020 - $135,853) and loans payable of $218,497 (December 31, 2020 - $213,402). The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. The Company's trade payables have contractual maturities of 30 days and are subject to normal trade terms, the loans payable are due within 12 months or on demand.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances. As of June 30, 2021, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at June 30, 2021, the Company was not exposed to any significant foreign currency risk.

c) Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material price risk at June 30, 2021.

11. SEGMENTED INFORMATION

The Company has one operating segment, being the licensee of certain technologies relating to Cannabinoids in Canada.

12. SUBSEQUENT EVENT

On November 4, 2020, the Company entered into an agreement with Glenbriar Technologies Inc. ("Glenbriar"), an arms-length private company, whereby Glenbriar will acquire all of the shares of Kick. The merger agreement contemplates that Glenbriar will issue one share for each outstanding share of Kick. At June 30, 2021, Kick has advanced funds to Glenbriar (Note 3).

KICK PHARMACEUTICAL INC.

Management Discussion and Analysis ("MD&A")

FOR THE THREE AND SIX MONTH PERIOD ENDED JUNE 30, 2021

September 3, 2021

This discussion and analysis of the financial position and results of operations is prepared as at September 3, 2021 and should be read in conjunction with the interim condensed consolidated financial statements for the period ended June 30, 2021 and the audited consolidated financial statements for the period from incorporation on January 29, 2020 to December 31, 2020 for Kick Pharmaceutical Inc. (the "Company" or "Kick"). The interim condensed consolidated financial statements for the three and six months ended June 30, 2021 were prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), specifically International Accounting Standard ("IAS") 34 – Interim Financial Reporting. In addition, the condensed interim consolidated financial statements have been prepared using interpretations issued by the IFRS Interpretations Committee ("IFRIC") in effect at June 30, 2021 and the same accounting policies and methods of their application as the most recent annual financial statements of the Company. They have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, the condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The condensed interim consolidated financial statements were presented in Canadian dollars unless otherwise noted.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

The Company was incorporated under the Business Corporations Act (British Columbia) on January 29, 2020. The Company is a licensee of certain technologies relating to Cannabinoids ("CBD"). The Company's registered address is 20th Floor, 250 Howe Street, Vancouver, BC V6C 3R8.

Forward-Looking Information

Statements contained in this MD&A that are not historical facts are "forward-looking statements" or "forward-looking information" (collectively, "Forward-Looking Information") (within the meaning of applicable Canadian securities legislation).

Forward-Looking Information includes, but is not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the acquisition of certain intellectual property rights; permitting time lines and requirements for additional capital. In certain cases, Forward-Looking Information can be identified by the use of words such as "plans", "expects", "intends" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intended", "anticipates", or "does not anticipate", or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur", or "be achieved".

In disclosing the Forward-Looking Information in this MD&A, the Company has applied several material assumptions, including, but not limited to, the assumption that additional financings needed will be available on reasonable terms, that the development of its wellness product business can be achieved, that general business and economic conditions will not change in a materially adverse manner, that a patent will be issued in due course for its delivery system for Nabilone and that all necessary governmental approvals (if any) will be obtained in a timely manner and on acceptable terms in respect to its business lines. Other assumptions are discussed throughout this MD&A and, in particular, in the "Risk Factors" found in this MD&A.

Forward-Looking Information involves 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 Information. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in product development based upon changes in business plans; future prices of the Company's products; availability of third-party contractors; availability of equipment and delays in obtaining governmental approvals or financing; as well as those factors discussed in the "Risk Factors" found in this MD&A.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in Forward-Looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that Forward-Looking Information 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 Information.

The Forward-Looking Information contained in this MD&A is made as of the date hereof and, unless so required by applicable law, the Company undertakes no obligation to update publicly or revise any Forward-Looking Information, whether as a result of new information future events or otherwise. The Forward-Looking Information contained in this MD&A is expressly qualified by this cautionary statement.

Overview and Going Concern

The Company is a licensee of certain technologies relating to Cannabinoids ("CBD"). The interim condensed consolidated financial statements were prepared in accordance with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive financial support from related parties, complete sufficient equity financings or generate profitable operations in the future. The material uncertainty from these events and conditions may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The impact of the COVID-19 pandemic has major implications for all economic activities, including that of the Company. At this time it is not possible to predict the duration or magnitude of the adverse results of the outbreak, however, management believes that the impact to the Company will be limited mainly to the curtailment of travel and access to mineral projects due to travel and social distancing restrictions as well as its ability to raise financing. There has been no material disruption to the Company's current operations to date.

Results of Operations

The results of operations reflect the overhead costs incurred by the Company to maintain an administrative infrastructure to manage the acquisition, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as operations continue.

On November 4, 2020, the Corporation entered into an agreement with Glenbriar Technologies Inc. ("Glenbriar"), an arms-length private company, whereby Glenbriar will acquire all of the shares of Kick. Kick also holds the rights to a patent application for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients. The merger agreement contemplates that the Glenbriar will issue two common shares for each outstanding share of Kick.

Acquisition of 2127774 Alberta Ltd.

On October 30, 2020, the Company acquired 100% of the share capital in 2127774 Alberta Ltd. ("2127774 Alberta") by issuing 275,000,000 common shares. The Company valued the shares at cost as 2127774 Alberta was a related party under common control prior to the acquisition. As a result, the Company has included the operations of 2127774 Alberta operations in the consolidation from incorporation.

On the acquisition date, 2127774 Alberta had the following net assets:

Cash	$	128
Intangible assets		200,436
Accounts payable		(7,444)
Loan payable		(205,810)
Net assets	$	(12,644)

Intangible Assets

During the period from incorporation on January 29, 2020 to December 31, 2020, the Company entered into an exclusive 10-year distribution licence agreement on certain cannabinoid technologies for cash consideration of $205,918(US$150,000) and granting the licensor a 3% royalty on gross sales if sublicensed. In the event that the Company transfers the license or merges with a public company, 5,000,000 shares of that public company must be issued to the licensor.

During the period from incorporation on January 29, 2020 to December 31, 2020, the Company purchased certain patents and patent applications, for an alternate delivery system for the FDA-approved drug Nabilone used for treating nausea in chemotherapy patients, for cash consideration of $33,504 (US$25,000). As at the date of this MD&A, the purchase price remains payable.

During the period ended March 31, 2021, the Company paid $32,212 (US$25,000) on behalf of 1288339 BC Ltd. in connection with a license agreement covering certain patent filings and intellectual property rights.

Wellness Product Portfolio

The Company has a sales agreement with an arms-length company for the sale of up to $1,000,000 of two products, namely the CBD Oral Strips and the Arousal Gel with CBD (the "Initial Products"). This agreement provides the customer with the right to develop and sell other of the Company's wellness products as well. The Company has completed branding and marketing plans for the Initial Products and is in the process of receiving a shipment of the same from its manufacturer for bottling and distribution.

The Company's Wellness Product Portfolio business segment is currently comprised of the portfolio of wellness products and the underlying intellectual property, concentrating on sexual health, with or without the benefit of CBD, acquired pursuant the Product License. In particular, the Company has rights to utilize the following products and the related intellectual property pursuant to the Product License:

(a) CBD oral strips (CannaStrips™): CannaStrip™ oral muco-adhesive strips enhance the bioavailability of hemp oil extracts and THC, increasing the impact and duration of the health benefits. CannaStrip™ delivers hemp oil extracts and THC faster, with longer beneficial effects in the body.

(b) Arouse RX gel with CBD and/or THC (Arousel Gel): The Arousel Gel is a topical gel infused with CBD and/or THC that increases genital blood flow causing vaginal engorgement/lubrication and clitoral

engorgement/sensitivity. This stimulation arouses the user, addressing female sexual dysfunction issues. The Arousel Gel can also be sold as a product without CBD and THC.

(c) CBD/THC biphasic mints/candies (CannaMint): CannaMint is a patent-protected technology that uses orally dissolvable mints to deliver CBD or THC for a variety of conditions. These CannaMints increase the onset of actives when compared to edible consumption and do not have the negative impacts associated with smoking. They are discreet and sublingual with a minty flavor.

(d) Female Sexual Dysfunction supplement (FSD Supplement): The FSD Supplement is a clinically proven female sexual desire supplement that utilizes known and approved ingredients to increase the active, free testosterone in women, which is directly aligned with sexual responsiveness and arousal in women.

(e) ToConceive: ToConceive is an innovative, FDA-cleared, multi-patented vaginal moisturizer that improves the ability to conceive naturally. ToConceive is not a traditional lubricant; it is a gel, moisturizer, and a lubricant. When applied to the vulva and clitoris daily, ToConceive helps the body produce additional lubrication that helps sperm fertilize an egg.

(f) Male Enhancement Gel With CBD (Male Enhancement Gel): The Male Enhancement Gel is a topical personal care penile gel containing proprietary levels of L-arginine and menthol increasing penis length, girth, and volume (overall size).

General and Administrative Expenses

The Company incurred a loss and comprehensive loss for the three month period ended June 30, 2021 of $176,099 which consisted primarily of consulting fees of $36,473 and professional fees of $55,890.

Liquidity and Capital Resources

At June 30, 2021, the Company had cash of $1,462,067 and a working capital of $1,479,489

The Company expects its current capital resources will not be sufficient to meet its business objectives or day-to-day operations through its next quarter or current operating year, and that its continuation as a going concern will be dependent on its ability to raise additional funds through equity issuances. There is no guarantee the Company will be successful in that regard. See “Overview and Going Concern” above.

During thesix month period ended June 30, 2021:

i) Net cash used in operating activities of $715,886 which consists of the cash paid for expenses on the statement of loss and comprehensive loss, adjusted by changes in non-cash working capital.

ii) Net cash used in investing activities of $41,539 which consists of cash paid for the purchase of intangible assets.

iii) Net cash provided by financing activities of $1,688,832 which consists of $1,674,099 of proceeds from private placements.

During the period from January 1, 2021 to September 3, 2021 the Company completed the following share issuances pursuant to private placements:

i) On February 4, 2021, 8,600,000 units for total proceeds of $215,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the

Company at $0.025 per share for a period of 2 years, expiring on February 4, 2023. Warrants were valued at Nil using the residual value method. The Company paid $3,125 in share issuance costs.

ii) On March 22, 2021, 23,199,214 units for total proceeds of $811,972. Each unit consisted of one common share and one common share purchase. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 22, 2023. Warrants were valued at Nil using the residual value method. The Company paid $34,520 in share issuance costs and issued 986,280 broker warrants.

iii) On March 24, 2021, 21,136,500 units for total proceeds of $739,778. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at $0.05 per share for a period of 2 years, expiring on March 24, 2023. Warrants were valued at Nil using the residual value method. The Company paid $55,006 in share issuance costs and issued 1,571,600 broker warrants.

Related Party Transactions

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	Period ended June 30, 2021
Paid or accrued to the president and director, namely Zach Stadnyk	Professional fees	$ 37,800

The amounts due to other related parties and key management personnel included in accounts payable and accrued liabilities are as follows:

	June 30, 2021
Due to the president and director, namely Zach Stadnyk	$ -

Risk Factors

An investment in the securities of the Company is subject to a number of risks, including those described below, that could have a material adverse effect upon, among other things, the operating results, earnings, business prospects and condition (financial or otherwise) of the Company. A prospective purchaser of such securities should carefully consider the risk factors set out below before making a decision to purchase securities of the Company. The risks described herein are not the only risk factors facing the Company and should not be considered exhaustive. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also materially and adversely affect the business, operations and condition (financial or otherwise) of the Company.

Risks Related to the Business of the Company

- ***Risks related to COVID-19***

The Company cautions that its business could be materially and adversely affected by the risks, or the public perception of the risks, related to the COVID-19 pandemic. The risk of a pandemic, or public perception of such a risk, could cause temporary or long-term disruptions in the Company's supply chains and/or delays in the delivery of its products. Further, such risks could also adversely affect the Company's customers' financial condition, resulting in reduced buying of its products. Moreover, an epidemic, pandemic, outbreak or other public health crisis, such as COVID-19, could cause employees to avoid the Company's properties, which could adversely affect its ability to adequately staff and manage its businesses. "Shelter-in-place" or other such orders by governmental entities could also disrupt the Company's operations, if employees who cannot perform their responsibilities from home are not able to report to work. Risks related to an epidemic, pandemic or other health crisis, such as COVID-19, could also lead to the complete or partial closure of one or more of the Company's stores, facilities or operations of its partners.

- ***Risks relating to key personnel***

If the Company fails to attract and retain key management and sales personnel, it may be unable to successfully develop or commercialize its product candidates. The Company will need to expand and effectively manage its managerial, operational, financial, development and other resources in order to grow organically. The Company's success depends on its continued ability to attract, retain and motivate highly qualified management, sales personnel, including its key management personnel. The loss of the services of any of its senior management could impact its sales. At this time, the Company does not have "key man" insurance policies on the lives of any of its employees or consultants. In addition, the Company's advisors may have arrangements with other companies to assist those companies in developing products or technologies that may potentially compete with the Company's products or technologies. All of its advisors and consultants sign agreements with the Company, which includes provisions for: confidentiality; non-disclosure; intellectual property rights; and non-competes covering its intellectual property and other proprietary information.

The Company will need to hire additional personnel as it continues to expand its development activities. The Company may not be able to attract or retain qualified management and sales personnel in the future due to the intense competition for qualified personnel among the health and wellness business. If it is not able to attract and retain the necessary personnel to accomplish its business objectives, it may experience constraints that will impede significantly the achievement of its development objectives, its ability to raise additional capital and its ability to implement its business strategy. In particular, if the Company loses any members of its senior management team, it may not be able to find suitable replacements in a timely fashion or at all and its business may be harmed as a result.

- ***Risks relating to early stage development***

If the Company is unable to develop its sales and marketing and distribution capability on its own or through collaborations with marketing partners, it will not be successful in commercializing its product candidates. The Company currently does not have a marketing staff or a sales or distribution organization. The Company currently does not have marketing, sales or distribution capabilities. If the Company's product candidates are approved, it may establish a sales and marketing organization with technical expertise and supporting distribution capabilities to commercialize its product candidates, which will be expensive and time consuming. Any failure or delay in the development of internal sales, marketing and distribution capabilities would adversely impact the commercialization of these product candidates. The Company may choose to collaborate with third parties that have direct sales forces

and established distribution systems, either to augment its own sales force and distribution systems or in lieu of its own sales force and distribution systems. To the extent that the Company enters into co-promotion or other licensing arrangements, its product revenue is likely to be lower than if it directly marketed or sold its products, when and if it has any. In addition, any revenue it receives will depend in whole or in part upon the efforts of such third parties, which may not be successful and will generally not be within its control. If the Company is unable to enter into such arrangements on acceptable terms or at all, it may not be able to successfully commercialize its existing and future product candidates. If it is not successful in commercializing its existing and future product candidates, either on its own or through collaborations with one or more third parties, its future product revenue will suffer and it may incur significant additional losses.

- ***Risk Relating to various Regulatory Systems***

Some of the planned activities of the Company, particularly in respect to its CBD infused products are subject to regulation by governmental authorities. 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. The Company cannot predict the time required to secure or maintain all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. 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.

The Company operates in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

The Company incurs ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs 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. Further, the Company may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect its ability to conduct business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future.

The industry in which the Company operates is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the Company and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Company's earnings and could make future capital investments or the Company's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

- ***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 its products but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. To its knowledge, the Company

is currently in compliance with such laws in all material respects. Changes to such laws, regulations and guidelines due to matters beyond the control of the Company may cause adverse effects to the Company's operations.

While the impact of the changes are uncertain and are highly dependent on which specific laws, regulations or guidelines are changed and on the outcome of any such court actions, it is not expected that any such changes would have an effect on the Company's operations that is materially different than the effect on similar-sized companies in the same business as the Company.

Local, state and federal laws and regulations governing CBD for medicinal and recreational purposes are broad in scope and are subject to evolving interpretations, which could require the Company to incur substantial costs associated with bringing the Company's operations into compliance. In addition, violations of these laws, or allegations of such violations, could disrupt the Company's operations and result in a material adverse effect on its financial performance. It is beyond the Company's scope to predict the nature of any future change to the existing laws, regulations, policies, interpretations or applications, nor can the Company determine what effect such changes, when and if promulgated, could have on the Company's business.

- ***Product Liability, Operational Risk***

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 CBD-infused or other products based on the Company's recipes and brands 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 alone 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 the Company's 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 products.

- ***Product Recall Risks***

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 products developed by the Company and sold by it or by licensed producers are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of revenue due to a loss of and may not be able to replace that revenue at an acceptable margin or at all. In addition, a product recall may require significant management attention. 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 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 the regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Company's operations can also be substantially affected by adverse publicity resulting from quality, illness, injury, health concerns, public opinion, or operating issues. The Company will attempt to manage these factors, but the occurrence of any one or more of these factors could materially and adversely affect the Company's business, financial condition and results of operations.

- ***Uninsurable Risks***

It is not always possible to fully insure against all risks, and the Company may decide not to take out insurance against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not currently have any insurance policies covering its properties or the operation of its business and any liabilities that may arise as a result any of the above-noted risks may cause a material adverse effect on the financial condition of the Company.

- ***The Company May Not Be Able to Accurately Predict its Future Capital Needs and it May Not Be Able to Secure Additional Financing***

The Company may need to raise significant additional funds in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms, or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

- ***Factors Which May Prevent Realization of Growth Targets***

The Company is currently in the early growth stage. There is a risk that the additional resources will be needed and milestones will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Company:

(g) maintaining, or conditions imposed by, regulatory approvals;

(h) facility design errors;

(i) non-performance by third party contractors;

(j) increases in materials or labor costs;

(k) breakdown, aging or failure of equipment or processes;

(l) contractor or operator errors;

(m) labor disputes, disruptions or declines in productivity;

(n) inability to attract sufficient numbers of qualified workers;

(o) disruption in the supply of energy and utilities; and

(p) major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

- ***Competitive Risks***

The CBD industry is highly competitive. The Company will compete with numerous other businesses in the medical and adult use industry, many of which possess greater financial and marketing resources and other resources than the Company. The CBD business is often affected by changes in consumer tastes and discretionary spending patterns, national and regional economic conditions, demographic trends, consumer confidence in the economy, traffic patterns, local competitive factors, cost and availability of raw material and labor, and governmental regulations. Any change in these factors could materially and adversely affect the Company's operations.

Due to 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 legal users of CBD in its target jurisdictions 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.

- ***Difficulties in Forecasting***

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 CBD industry in the in the UK and Europe**.** A failure in the demand for its products to materialize as a result of competition, technological change, market acceptance or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

- ***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 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.

- ***Currency Fluctuations***

Exchange rate fluctuations may adversely affect the Company's financial position and results. It is anticipated that substantially all of the Company's business will be conducted in outside of Canada in foreign currencies. The Company's financial results are reported in Canadian dollars and costs will be incurred primarily in U.S. dollars in its production costs, and planned sales will be in the pound Sterling and the Euro. The depreciation of the Canadian dollar against the U.S. dollar could increase the actual capital and operating costs of the Company's U.S. suppliers and materially adversely affect the results presented in the Company's financial statements. Currency exchange fluctuations may also materially adversely affect the Company's future cash flow from operations, its results of operations, financial condition and prospects.

- ***Enforcement of Legal Rights***

In the event of a dispute arising from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, to the extent that the Company's assets are located outside of Canada, investors may have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities provisions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

- ***Global Financial and Economic Conditions***

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Company's ability to obtain debt and equity financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

- ***Conflicts of Interest***

Certain officers and directors of the Company are also officers and/or directors of other entities engaged in the wellness industry generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies. The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Company. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the BCBCA. The BCBCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall

refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA.

In addition, the directors and officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

- ***Success of Quality Control Systems***

The quality and safety of the Company's products are critical to the success of its business and operations. As such, it is imperative that the Company's (and its service provider's) quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by employees to quality control guidelines. Although the Company strives to ensure that all of its service providers have implemented and adhere to high caliber quality control systems, any significant failure or deterioration of such quality control systems could have a material adverse effect on the Company's business and operating results.

- ***Inability to Protect Intellectual Property***

The Company's success is heavily dependent upon its intangible property and technology. The Company relies upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that is considered important to the development of the business. The Company relies on various methods to protect its proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology or processes. There can be no assurances that the steps taken by the Company to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Company's intangible property, technology or processes. It is likely that other companies can duplicate a production process similar to the Company's. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Company may have to litigate to enforce its intangible property rights, which could result in substantial costs and divert management's attention and other resources.

The Company's ability to successfully implement its business plan depends in part on its ability to maintain and build brand recognition using its trademarks, service marks, trade dress, domain names and other intellectual property rights, including the Company's names and logos. If the Company's efforts to protect its intellectual property are inadequate, or if any third party misappropriates or infringes on its intellectual property, the value of its brands may be harmed, which could have a material adverse effect on the Company's business and might prevent its brands from achieving or maintaining market acceptance.

The Company may be unable to obtain registrations for its intellectual property rights for various reasons, including prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. This could harm its image, brand or competitive position and cause the Company to incur significant penalties and costs.

Risks Relating to Investment in the Company

- ***Volatility of Stock Markets***

Securities markets experience a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries.

These fluctuations may affect the ability of holders of the Company's securities to sell their securities at an advantageous price. The market price of such securities may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares or other securities of the Company may be materially adversely affected.

As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

- ***Risk Factors Related to Dilution***

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's constating documents permit the issuance of an unlimited number of Common Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under its stock option plan and upon the exercise of outstanding convertible securities.

- ***Additional Financing***

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved.

- ***Dividends***

The Company 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.

Any decision to declare and pay dividends in the future will be made at the discretion of the Company's board of directors and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Company's board of directors may deem relevant.

- ***Forward-Looking Information May Prove Inaccurate***

Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, known and unknown risks and uncertainties, of both a general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking information or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. See "Forward-Looking Information".

Financial Risk Factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of financial loss associated with the counterparty's inability to fulfill its payment obligations. As at June 30, 2021 the Company believes it has no significant credit risk.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2021 the Company had a cash balance of $1,462,067 to settle accounts payable and accrued liabilities of $203,426 and loans payable of $218,497. The Company will require financing from lenders, shareholders and other investors to generate sufficient capital to meet its short-term business requirements. The Company's trade payables have contractual maturities of 30 days and are subject to normal trade terms, the loans payable are due within 12 months or on demand.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has cash balances. The Company is satisfied with the credit ratings of its bank. As of June 30, 2021, the Company did not hold any investments. The Company believes it has no significant interest rate risk.

b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at June 30, 2021, the Company was not exposed to any significant foreign currency risk.

c) Price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its Company or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material price risk at June 30, 2021.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Changes in Accounting Policies and Future Accounting Pronouncements

Please refer to the unaudited interim condensed consolidated financial statements for the six months ended June 30, 2021.

Contingencies

There are no contingent liabilities.

Management's Responsibility for Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these 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 careful judgements and have been properly reflected in the financial statements.

Other MD&A Requirements

Common Shares

As at September 3, 2021, the Company had 366,135,715 common shares outstanding.

Warrants

As at September 3, 2021, the following warrants were outstanding and exercisable:

Exercise Price	Number Outstanding	Expiry Date
$0.025	20,200,000	December 21, 2022
$0.025	8,600,000	February 4, 2023
$0.050	23,199,214	March 22, 2023
$0.050	986,280	March 22, 2023
$0.050	21,136,500	March 24, 2023
$0.050	1,571,600	March 24, 2023
	75,693,594	

Schedule “F”

(See Attached)

LOVE PHARMA INC. (formerly GLENBRIAR TECHNOLOGIES INC.)

Pro Forma Consolidated Financial Statements

June 30, 2021

(Expressed in Canadian dollars)

(Unaudited)

LOVE PHARMA INC. (formerly GLENBRIAR TECHNOLOGIES INC.)

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at June 30, 2021
(Canadian dollars - Unaudited)

	Kick Pharmaceutical Inc. As at June 30, 2021 $	Love Pharma Inc. As at June 30, 2021 $	Pro forma adjustments $	Note	Pro forma consolidated $
ASSETS					
Current					
Cash	1,462,067	89,045	(250,000)	3(b)	1,301,112
Prepaids	330,878	-	-		330,878
Advances	181,195	-	-		181,195
Loan receivable	40,273	-	(40,273)	3(c)	-
Total current assets	2,014,413	89,045	(290,273)		1,813,185
Intangible assets	271,634	-	1,200,000	3(d)	1,651,634
			180,000	3(e)	
Investments	-	728,419	-		728,419
TOTAL ASSETS	2,286,047	817,464	1,089,727		4,193,238
LIABILITIES					
Current					
Unearned revenue	123,000	-	-		123,000
Trade and accounts payable	203,426	56,501	-		259,927
GST payable	-	9,254	-		9,254
Loans payable	218,497	40,273	(40,273)	3(c)	218,497
Total Liabilities	544,923	106,028	(40,273)		610,678
EQUITY					
Share capital	2,201,200	6,588,955	(6,588,955)	3(a)	10,112,325
			6,531,125	3(a)	
			1,200,000	3(d)	
			180,000	3(e)	
Reserves	58,900	4,800	295,200	3(a)	354,100
			(4,800)	3(a)	
Deficit	(518,976)	(5,882,319)	5,882,319	3(a)	(6,883,865)
			(6,114,889)	3(a)	
			(250,000)	3(b)	
Total equity	1,741,124	711,436	1,130,000		3,582,560
TOTAL LIABILITIES AND EQUITY	2,286,047	817,464	1,089,727		4,193,238

The accompanying notes are an integral part of these pro forma consolidated financial statements.

1. PROPOSED TRANSACTION

Love Pharma Inc. (formerly Glenbriar Technologies.) ("Love Pharma" or the "Company") was incorporated under the Business Corporations Act (Alberta) on July 15, 1994. Love Pharma's head office is located at 1780 – 355 Burrard Street, Vancouver, BC, V6C 2G8. The Company's common shares are listed on the Canadian Securities Exchange (the "Exchange") (trading symbol; GTI.X).

Kick Pharmaceutical Inc. ("Kick") was incorporated under the Business Corporations Act (British Columbia) on January 29, 2020. Kick is a licensee of certain technologies relating to Cannabinoids ("CBD"). The Company's registered address is 20th Floor, 250 Howe Street, Vancouver, BC V6C.

Concurrent with the closing of the transaction, the Company and Kick will each consolidate their outstanding common shares on the basis of 2 old shares for 1 new share. The pro forma consolidated financial statements reflect the share consolidations.
Love Pharma entered into a definitive share purchase agreement, as amended December 31, 2020, with Kick whereby the Company will acquire all of the issued and outstanding share capital of Kick by way of issuing one common share for each outstanding share of Kick, being 183,067,857 shares (the "Transaction"). Upon the completion of the Transaction Kick will become a wholly owned subsidiary of the Company (the "Resulting Issuer"), and Kick will become a "control person" of the Company. Upon completion of the Transaction, the Company will continue to carry on the business of Kick as currently constituted. The Transaction is an arm's length transaction and will constitute a reverse takeover ("RTO") of Love Pharma by Kick, pursuant to policies of the Exchange. Following the completion of the Transaction, the Resulting Issuer will have 314,919,945 issued and outstanding shares.

Completion of the Transaction is subject to satisfaction of a number of conditions precedent, including, but not limited to, receipt of the approval of the Exchange. The agreement may be terminated: (i) by mutual agreement in writing by the parties; (ii) in the event that the Effective Date has not occurred by September 15, 2021; or (iii) if either Kick or Love Pharma fails to meet any conditions precedent as set forth in the Amalgamation Agreement at any time prior to the Effective Date.

2. BASIS OF PRESENTATION

The unaudited pro forma statement of financial position as at June 30, 2021 gives effect to the Transaction as if it had occurred as at June 30, 2021, and has been prepared by Kick's management for inclusion in a listing statement (the "Listing Statement") to be filed with the Exchange and to be dated on or about September 22, 2021 post closing of the Transaction

The unaudited pro forma consolidated statements have been prepared for illustrative purposes only and may not be indicative of the combined entities' financial position that would have occurred if the acquisition had been in effect at the date indicated. Actual amounts recorded upon consummation of the Transaction will differ from those recorded in the unaudited pro forma consolidated statement of financial position. The pro forma adjustments and allocations of the purchase price are based in part on estimates of the fair value of assets acquired and liabilities to be assumed. The final purchase price allocation will be completed after asset and liability valuations are finalized as of the date of the completion of the acquisition.

Consequently, the actual allocation of the purchase price may result in different adjustments than those in the unaudited pro forma consolidated statement of financial position. Similarly, the calculation and allocation of the purchase price has been prepared on a preliminary basis and is subject to change between the time such preliminary estimations were made and closing as a result of a number of factors.

The unaudited pro forma consolidated statement of financial position has been prepared in accordance with Love Pharma's and Kick's accounting policies, as disclosed in Love Pharma's condensed interim financial statements for the period ended June 30, 2021, and Kick's condensed interim consolidated financial statements for the period ended June 30, 2021. There are no material differences in accounting policies between Kick and Love Pharma. These unaudited pro forma consolidated financial statements are compiled from and include, and should be read in conjunction with the following:

a. The unaudited condensed interim consolidated financial statements of Kick as at and for the six month period ended June 30, 2021, and;
b. The unaudited condensed interim financial statements of Love Pharma as at and for the nine months ended June 30, 2021.

In the opinion of the management of Kick and Love Pharma, these unaudited pro forma consolidated financial statements include all adjustments necessary for the fair presentation, in all material respects, of the transactions described in Note 3. These unaudited pro forma consolidated financial statements do not reflect any cost savings that could result from the combination of the operations of Kick and Love Pharma, as management does not anticipate any material cost savings as a result of the Transaction.

The pro forma adjustments are based in part on estimates, including the fair values of the assets acquired and liabilities assumed, as applicable. For purposes of the unaudited pro forma consolidated statement of financial position, it is assumed that there are no tax consequences and no income tax effect is being recorded. Both entities have incurred losses since inception and, when combined,

(Expressed in Canadian dollars - Unaudited)

are not expected to generate profits in the immediate future, and therefore neither entity carries any deferred tax assets in its most recent financial statements. The pro forma effective income tax rate that will be applicable to the operations is 27%.

3. UNAUDITED PRO FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro-forma consolidated statement of financial position was prepared based on the following assumptions and adjustments:

a) Consideration paid and fair value of net assets acquired

In accordance with the Transaction, Love Pharma will issue a total of 183,067,857 common shares to the shareholders of Kick. As a result, the shareholders of Kick will acquire control of Love Pharma, thereby constituting a reverse takeover of Love Pharma. The Transaction is considered a purchase of Love Pharma's net assets by the Kick shareholders. The Transaction will be accounted for in accordance with guidance provided in IFRS 2, *Share-Based Payment* as Love Pharma did not qualify as a business according to the definition in IFRS 3, *Business Combinations*.

The transaction is recognized as if Kick had issued common shares to the existing Company shareholders outstanding before the Transaction in exchange for the net assets acquired. The fair value of the 108,852,088 common shares of Love Pharma was determined to be $0.06 per common share, based on the fair value as determined by reference to the Concurrent Financing. The fair value of the 32,246,000 warrants were valued at $295,200 using the Black-Scholes option pricing model using an exercise price of $0.15, a 100% volatility rate, a 0.22% risk free return, and a 0.97 year term.

The fair value of the net assets (liabilities) acquired from Love Pharma as at June 30, 2021 are:

Consideration paid:		
Fair value of 108,852,088 Love Pharma common shares	$	6,531,125
Fair value of 35,779,333 Love Pharma warrants		295,200
Total consideration paid	**$**	**6,826,325**
Identifiable assets acquired:		
Cash	$	89,045
Investments		728,419
Trade and other payables		(56,501)
Loan payable		(40,273)
GST liability		(9,254)
Net assets acquired		**711,436**
Unidentifiable assets acquired:		
Share listing expense		**6,114,889**
Total net identifiable assets and share listing costs	**$**	**6,826,325**

Under RTO accounting, the net assets of Love Pharma are eliminated as follows:

Share capital	$	6,588,955
Reserves		4,800
Deficit		(5,882,319)
	$	**711,436**

b) Pro forma adjustment to deficit

In connection with the Transaction, the Company anticipates incurring expenses (regulatory fees, legal expenses, filing fees, etc.) of approximately $250,000.

c) Intercompany loans of $40,273 were offset upon consolidation.

d) Acquisition of 1288339 BC Ltd.

Concurrent with closing of the transaction, the Company anticipates issuing 20,000,000 common shares at a value of $1,200,000 to purchase 1288339 BC Ltd., an arms-length private company with a license agreement covering certain patent filings and intellectual property.

e) upon closing of the transaction, the Company will issue 3,000,000 common shares at a value of $180,000 to an arms-length vendor relating to certain product license agreements.

(Expressed in Canadian dollars - Unaudited)

4. PRO FORMA SHARE CAPITAL

The number of common shares issued and outstanding after giving effect to the assumptions and pro forma adjustments discussed in Note 3 is as follows:

	Number of common shares	Amount ($)
Issued:		
Share capital of Kick as at June 30, 2021	183,067,857	2,201,200
Adjustments to record the Transaction:		
Share capital of Love Pharma as at June 30, 2021	108,852,088	6,588,955
Elimination of Love Pharma's equity	-	(6,588,955)
Shares issued on RTO	-	6,531,125
Shares issued for concurrent acquisition of 1288339 BC Ltd.	20,000,000	1,200,000
Shares issued for product license agreement	3,000,000	180,000
Pro forma balance, June 30, 2021	**314,919,945**	**10,112,325**

5. PRO FORMA WARRANTS

	Number of warrants	Exercise price	Expiry date
Issued:			
Warrants of Kick as at June 30, 2021			
	10,100,000	$0.05	December 21, 2022
	4,300,000	$0.05	February 4, 2023
	11,599,607	$0.10	March 22, 2023
	493,140	$0.10	March 22, 2023
	10,568,250	$0.10	March 24, 2023
	785,800	$0.10	March 24, 2023
Warrants issued on RTO	32,246,000	$0.15	March 20, 2022
Warrants issued on RTO	3,533,333	$0.10	May 7, 2023
Pro forma balance, June 30, 2021	**73,626,130**		