CANADA HOUSE WELLNESS GROUP INC.

Consolidated Financial Statements

April 30, 2020

(Expressed in thousands of Canadian dollars)

Canada House Wellness Group Inc.

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Independent auditor's report

To the Shareholders of
Canada House Wellness Group Inc.

Opinion

We have audited the consolidated financial statements of **Canada House Wellness Group Inc.** and its subsidiaries [the "Group"], which comprise the consolidated statements of financial position as at April 30, 2020 and April 30, 2019, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, 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 Group as at April 30, 2020 and April 30, 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ["IFRSs"].

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 Group 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 of the consolidated financial statements, which indicates that the Group incurred a net loss of $9,520,000 during the year ended April 30, 2020 and, as of that date, the Group's cumulative deficit totaled $48,396,000. As stated in note 1, these events or conditions, along with other matters as set forth in note 1, indicate that a material uncertainty exists that may cast significant doubt on the Group'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 Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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. 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 IFRSs, 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 Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group'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 Group'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 Group'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 Group 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Kwan Song.

Ernst & Young LLP

Toronto, Canada
August 28, 2020

Chartered Professional Accountants
Licensed Public Accountants

Canada House Wellness Group Inc.
Consolidated Statements of Financial Position
(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

	Note	April 30, 2020 $	April 30, 2019 $
ASSETS			
Current assets:			
Cash		**1,767**	3,427
Trade and other receivables	5	**1,014**	1,517
Inventory	6	**1,773**	42
Biological assets	7	**203**	—
Loan receivable		**—**	10
Prepaid expenses and deposits		**225**	465
		4,982	5,461
Property, plant and equipment, net	8	**6,140**	**7,170**
Intangible assets, net	9	**124**	**3,676**
Right-of-use assets, net	3,10	**3,182**	—
		14,428	16,307
LIABILITIES			
Current liabilities:			
Trade and other payables		**2,089**	3,175
Due to related parties	12	**73**	88
Current portion of lease liability	10	**703**	—
Current portion of Convertible debentures	14	**522**	—
Promissory notes	11	**553**	—
Borrowings		**—**	7
Contingent consideration	4	**—**	3,912
		3,940	7,182
Non-current liabilities			
Lease liability	10	**2,505**	—
Borrowings	13	**320**	329
Convertible debentures	14, 24	**2,589**	386
Deferred tax liabilities		**—**	12
		9,354	7,909
SHAREHOLDERS' EQUITY			
Share capital	15	**39,241**	34,508
Equity component of convertible debentures	14	**419**	265
Contributed surplus	15,16	**13,810**	12,196
Deficit		**(48,396)**	(38,571)
		5,074	8,398
		14,428	16,307

Nature of operations and going concern (note 1)
Commitments and contingencies (note 20)
Subsequent events (note 24)

Approved by the Board:
"*Dennis Moir*" Chair of the Board "*Norman Betts*" Director

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

Canada House Wellness Group Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in thousands of Canadian dollars, except for shares and per share amounts)
For the years ended April 30, 2020 and 2019

	Note	April 30, 2020 $	April 30, 2019 $
Revenue			
Referral revenue		**4,874**	4,875
Product revenue		**301**	—
License revenue and other		**159**	—
Less excise tax		**(24)**	—
Net revenue		**5,310**	4,875
Cost of sales	6	**1,144**	723
Gross profit before fair value adjustments		**4,166**	4,152
Realized fair value gain (loss) on sale of inventory		**15**	—
Unrealized loss on changes in fair value of biological assets	7	**(796)**	(363)
Gross profit		**3,385**	3,789
Expenses			
General and administrative	19	**7,649**	8,588
Sales and marketing	19	**551**	577
Share-based compensation	16	**762**	1,927
Right-of-use assets amortization	10	**413**	—
Depreciation and amortization	8,9	**1,882**	1,862
Loss from operations		**(7,872)**	(9,165)
Finance and transaction costs (recovery), net		**(150)**	1,332
Gain on settlement of liability		**(24)**	—
Impairment of intangible assets	9	**1,942**	—
Other expenses		**65**	833
Loss before income taxes		**(9,705)**	(11,330)
Provision for (recovery of) income taxes	18	**(185)**	85
Net loss and comprehensive loss for the year		**(9,520)**	(11,415)
Weighted average number of shares outstanding - basic and diluted		**283,574,902**	201,448,102
Net loss per share - basic and diluted	17	**(0.03)**	(0.06)

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

Canada House Wellness Group Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in thousands of Canadian dollars, except for shares and per share amounts)
For the years ended April 30, 2020 and 2019

	Note	Share capital #	Share capital $	Equity component of convertible debenture $	Contributed surplus $	Deficit $	Total shareholders' equity $
Balance as at May 1, 2018		164,662,939	23,473	1,498	8,249	(27,156)	6,064
Common shares issued pursuant to conversion of convertible debentures, net of taxes	14, 15	31,113,864	2,793	(1,233)	504	—	2,064
Common shares issued pursuant to exercise of warrants	15	2,795,425	900	—	(212)	—	688
Common shares issued pursuant to private placement	15	36,934,802	3,842	—	928	—	4,770
Common shares issuable in exchange for services		—	—	—	160	—	160
Common shares to be issued to related party for land purchase	8	—	—	—	640	—	640
Common shares issued for acquisition of intangible assets	9	17,650,540	3,500	—	—	—	3,500
Share-based compensation	16	—	—	—	1,927	—	1,927
Net loss and comprehensive loss for the year		—	—	—	—	(11,415)	(11,415)
Balance as at April 30, 2019		253,157,570	34,508	265	12,196	(38,571)	8,398
Common shares issued pursuant to private placement	15	**97,342,857**	**1,813**	**—**	**909**	**—**	**2,722**
Common shares issuable in exchange for services	15	**1,000,000**	**160**	**—**	**(160)**	**—**	**—**
Shares issued on settlement of liabilities	15	**62,447,347**	**3,071**	**—**	**—**	**—**	**3,071**
Forgiveness of contingent consideration	4	**(3,955,596)**	**(311)**	**—**	**—**	**(305)**	**(616)**
Convertible debenture	14	**—**	**—**	**154**	**103**	**—**	**257**
Share-based compensation	16	**—**	**—**	**—**	**762**	**—**	**762**
Net loss and comprehensive loss for the year		**—**	**—**	**—**	**—**	**(9,520)**	**(9,520)**
Balance as at April 30, 2020		**409,992,178**	**39,241**	**419**	**13,810**	**(48,396)**	**5,074**

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

Canada House Wellness Group Inc.
Consolidated Statements of Cash Flows
(Expressed in thousands of Canadian dollars, except for shares and per share amounts)
For the years ended April 30, 2020 and 2019

	Note	April 30, 2020 $	April 30, 2019 $
Operating activities:			
Net loss and comprehensive loss for the period		**(9,520)**	(11,415)
Add (deduct) items not affecting cash			
Loss on disposal of assets	8,9	**144**	106
Impairment of intangible assets	9	**1,942**	—
Depreciation and amortization	8, 9, 10	**3,855**	2,547
Share-based compensation	16	**762**	1,927
Non-cash finance and transaction costs		**(111)**	1,055
Realized fair value gain (loss) on sale of inventory		**(15)**	—
Unrealized loss on changes in fair value of biological assets	7	**796**	363
Other non-cash expenses, net		**(193)**	736
		(2,340)	(4,681)
Net changes in non-cash working capital balances related to operations			
Trade and other receivables		**503**	(253)
Inventory		**(1,716)**	(42)
Biological assets		**(999)**	(363)
Prepaid expenses and deposits		**240**	(381)
Trade and other payables		**(967)**	(361)
Cash used in operating activities		**(5,279)**	(6,081)
Investing activities:			
Purchase of property, plant and equipment		**(757)**	(3,997)
Proceeds from repayment of loan receivable		**10**	10
Purchase of intangible asset		—	(1,165)
Cash used in investing activities		**(747)**	(5,152)
Financing activities:			
Issuance of convertible debenture, net of transaction costs	14	**2,428**	—
Lease payments		**(762)**	—
Due to related parties		**(15)**	(37)
Borrowings		**(7)**	306
Proceeds from private placement	15	**2,722**	5,438
Cash from financing activities		**4,366**	5,707
Decrease in cash during the period		**(1,660)**	(5,526)
Cash, beginning of period		**3,427**	8,953
Cash, end of period		**1,767**	3,427

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

1. Nature of operations and going concern uncertainty

Canada House Wellness Group Inc. (the “**Company**”), formerly Abba Medix Group Inc., was incorporated on September 29, 1982 under the *Company Act* of the Province of British Columbia and is listed on the Canadian Securities Exchange (the "**Exchange**") under the symbol CHV (formerly "ABA").

These consolidated financial statements of the Company for the year ended April 30, 2020, comprise the results of the Company and its wholly owned subsidiaries Abba Medix Corp. ("**Abba**"), 672800 NB Inc. doing business as Marijuana for Trauma ("**MFT**"), The Longevity Project Corp. ("**TLP**"), 690050 NB Inc. doing business as Knalysis Technologies (“**Knalysis**”) and 2104071 Alberta Inc., which holds the dispensary license in Edmonton, Alberta. In September 2018, 672800 NB Inc. began operating as Canada House Clinics (“**CHC**”). MFT and CHC may be used interchangeably throughout these consolidated financial statements.

Using its own proprietary patient management software developed by Knalysis, CHC provides education services concerning appropriate cannabinoid therapies to patients. Abba has received its license to produce medical marijuana under the Access to Cannabis for Medical Purposes Regulations, as well as its license to produce cannabis oil. Abba has received an amendment to its Producer’s Licence from Health Canada to include the sale and provision of marijuana seeds. In December 2018, the Company received a sales license to sell products from others, but not its own production. In August 2019, the Company was granted an amended license to sell its own production consisting of dried cannabis products to provincially and territorially authorized provincial retailers and to holders of a license for medical purposes. The Company commenced sale of its Abba branded cannabis flower on October 1, 2019. The registered office is located at 1773 Bayly Street, Pickering, Ontario.

Subsequent to the year end, on June 12, 2020, the Company closed the acquisition of IsoCanMed Inc. (“**ICM**”), a fully operational cannabis producer located in Louiseville, Quebec, acquiring 100% of the issued and outstanding securities of ICM (note 24).

Subsequent to the year end on August 24, 2020, the Company received its Cannabis 2.0 license allowing for the sale of cannabis oil, concentrate, topical and edible products (note 24).

Going concern uncertainty

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the year ended April 30, 2020, the Company incurred a net loss of $9,520, and as at April 30, 2020, had an accumulated deficit of $48,396 and a working capital surplus of $1,042. Cash flow used in operations for the year ended April 30, 2020 was $5,279. Whether, and when, the Company can attain profitability and positive cash flows from operations is subject to material uncertainty. There is a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern and, therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company will need to raise additional capital in order to fund its planned operations and meet its obligations. While the Company has been successful in obtaining financing to date and believes it will be able to obtain sufficient funds in the future and ultimately achieve profitability and positive cash flows from operations, there can be no assurance that the Company will achieve profitability and be able to do so in the future on terms favourable for the Company.

Subsequent to the year end, on August 8, 2020, the Company closed the strategic investment transaction with Archerwill Investments Inc.(**"Archerwill"**) in the form of a secured convertible debenture in the amount of $6,500. With this financing transaction, the Company repaid, $2,529 of its convertible debentures plus accrued interest of $290, for a total amount of $2,819.

COVID-19 global pandemic

On March 11, 2020, the World Health Organization recognized the outbreak of COVID-19 as a global pandemic resulting in uncertain economic and business impact on a global scale. Taking into consideration the impact of COVID-19, the Company has reviewed its significant estimates, assumptions and judgments used in the preparation of these consolidated financial statements, including with respect to the determination of whether indicators of impairment exist for its tangible and intangible assets and the credit risk of its counterparties that the Company transacts with.

Based on this analysis, the Company has determined that there was no significant impact to any of managements estimates, assumptions or judgments, however, the continuing uncertainty associated with the COVID-19 pandemic may require changes to certain of these estimates, assumptions or judgments which could have a material impact on the Company's financial position and results of operations.

2. Basis of preparation

Statement of compliance

These consolidated financial statements (**"financial statements"**) have been prepared by management in accordance with generally accepted accounting principles in Canada for publicly accountable enterprises, as set out in the *CPA Canada Handbook – Accounting*, which incorporates International Financial Reporting Standards (**"IFRS"**) as issued by the International Accounting Standards Board (**"IASB"**). The policies set out below have been consistently applied to all periods presented, unless otherwise noted.

These consolidated financial statements were approved and authorized for issuance in accordance with a resolution of the Board of Directors of the Company on August 28, 2020.

Basis of measurement

These financial statements have been prepared on a historical cost basis, except for convertible notes and biological assets that are measured at fair value and fair value less costs to sell. Historical costs are generally based upon the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, *Share-based Payments* (**"IFRS 2"**) and measurements that have some similarities to fair value but are not fair value, such as value in use in IAS 36*, Impairment of Assets*.

Functional currency and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities as at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

Estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgments, apart from those involving estimations, that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

Going concern assumption

At each reporting period, management assesses the basis of preparation of the financial statements. These financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis of presentation assumes that the Company will continue its operations for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Estimated useful lives, residual values and depreciation of property, plant and equipment

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

Impairment of property, plant and equipment

Property, plant and equipment impairment testing requires management to make estimates in the impairment testing model. Impairment of property, plant and equipment is influenced by judgment in defining a cash-generating unit ("CGU") and determining the indicators of impairment and estimates used to measure impairment losses. The recoverable value of property, plant and equipment is determined using discounted future cash flow models, which incorporate assumptions regarding future events, specifically future cash flows, growth rates and discount rates.

Valuation of share-based payments and warrants

Management measures the costs for share-based payments and warrants using market-based option valuation techniques. Assumptions are made and estimates are used in applying the valuation techniques. These include estimating the future volatility of the share price, expected dividend yield, expected risk-free interest rate and the rate of forfeiture. Such estimates and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based payments and warrants.

Business combinations

In a business combination, substantially all identifiable assets, liabilities and contingent liabilities acquired are recorded at the date of acquisition at their respective fair values. One of the most significant areas of judgment and estimation relates to the determination of the fair value of these assets and liabilities, including the fair value of consideration given. If any intangible assets are identified, depending on the type of intangible asset and the complexity of determining its fair value, the Company determines the fair value, using appropriate valuation techniques, which are generally based on a forecast of the total expected future net cash flows. These valuations are linked closely to the assumptions made by management regarding the future performance of the assets concerned and the discount rate applied.

Convertible debentures

Separating the liability and equity components requires the Company to estimate a market rate for an equivalent non-convertible instrument and in allocating the remainder to the conversion feature that is an equity instrument.

Valuation of the fair value less costs to sell of biological assets and agricultural produce

Biological assets, consisting of medical cannabis plants and agricultural produce, are measured at fair value less costs to sell up to the point of harvest. The determination of the fair values of the biological assets requires the Company to make assumptions with respect to how market participants would estimate fair value.

3. Significant accounting policies

Cash

Cash includes cash deposits in financial institutions.

Foreign currency translation

Foreign currency transactions are translated into Canadian dollars at exchange rates in effect on the date of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the foreign exchange rate applicable at that period-end date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Expenses are translated at the exchange rates that approximate those in effect on the date of the transaction. Realized and unrealized exchange gains and losses are recognized in the consolidated statements of loss and comprehensive loss.

Revenue recognition

The Company recognizes revenue to depict the transfer of promised services to customers in an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services by applying the following steps:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price; and
- Recognize revenue when, or as, the Company satisfies a performance obligation.

Revenue represents the amount the Company expects to receive for products and services in its contracts with customers, net of discounts and sales taxes. The Company earns referral fee revenue by providing educational services to patients that may benefit from cannabis products. The Company educates consumers on different strains of cannabis plants and how to properly use the products of licensed producers based on the consumers' ailments and ultimately refers these clients to the cannabis producers.

Referral revenue represents revenue earned by CHC for education services provided to medical cannabis patients to assist them with their selection of a Licensed Producer, identify appropriate strains, and consult and support them regarding the use of medical cannabis.

The Company recognizes revenue upon transfer of control of products or services to customers at an amount that reflects the consideration the Company expects to receive in exchange for the products or services transferred. The Company evaluates contracts with customers to determine the appropriate unit of accounting (performance obligation) for revenue recognition purposes based on whether the product or service is distinct from some or all of the other products or services in the arrangement. A product or service is distinct if the customer can benefit from it on its own or together with other readily available resources and the Company’s promise to transfer the good or service is separately identifiable from other promises in the contractual arrangement with the customer. Non-distinct products and services are combined with other goods or services until they are distinct as a bundle and therefore form a single performance obligation.

The Company also earns revenue for arranging an appointment between the Company's clients and a physician to obtain a prescription for the medical cannabis. These fees are paid by the patient and billed at the time when the appointment is arranged. Revenue is recognized when the appointment is completed.

In addition, the Company earns revenue through licensing of its proprietary patient management software, recognizing revenue using a software as a service model, whereby it earns and collects revenue monthly based on patient count and/or number of clinics.

Biological assets

While the Company’s biological assets are within the scope of IAS 41, *Agriculture*, the direct and indirect costs of biological assets are determined using an approach similar to the capitalization criteria outlined in IAS 2, *Inventories*. They include the direct cost of seeds and growing materials as well as other indirect costs such as utilities and supplies used in the growing process. Indirect labour for individuals involved in the growing and quality control process is also included, as well as depreciation on production equipment and overhead costs such as rent to the extent it is associated with the growing space. All direct and indirect costs of biological assets are capitalized as they are incurred, and they are all subsequently recorded within the line item “cost of sales” in the consolidated statements of loss and comprehensive loss in the period that the related product is sold. Unrealized fair value gains/losses on growth of biological assets are recorded in a separate line on the face of the consolidated statements of loss and comprehensive loss. Biological assets are measured at their fair value less costs to sell on the consolidated statements of financial position.

Inventories

The direct and indirect costs of inventory initially include the fair value of the biological asset at the time of harvest. They also include subsequent costs such as materials, labour and depreciation expense on equipment involved in packaging, labeling and inspection. All direct and indirect costs related to inventory are capitalized as they are incurred and they are subsequently recorded within “cost of sales” in the consolidated statements of loss and comprehensive loss at the time cannabis is sold, except for realized fair value amounts included in inventory sold, which are recorded as a separate line on the face of the consolidated statements of loss and comprehensive loss. Inventory is measured at lower of cost or net realizable value on the consolidated statements of financial position.

Property, plant and equipment

The Company's property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

The cost of an item of property, plant and equipment includes expenditures that are directly attributable to the acquisition or construction of the asset. The cost includes the cost of materials and direct labour, site preparation costs, installation and assembly costs, and any other costs directly attributable to bringing the assets to the location and condition necessary for the assets to be capable of operating in the manner intended by management. The cost of property, plant and equipment also includes any applicable borrowing costs. Borrowing costs are capitalized to property, plant and equipment until such time that the constructed asset is substantially complete and ready for its intended use.

Depreciation is recorded over the estimated useful lives as outlined below:

Building	4% on a declining balance basis
Leasehold improvements	Lesser of 5 years or lease term on a straight-line basis
Computer equipment	30% on a declining balance basis
Security equipment	5 years on a straight-line basis
Furniture and fixtures	20% on a declining balance basis
Vehicles	30% on a declining balance basis
Land	not subject to amortization

The Company assesses an asset's residual value, useful life and depreciation method at each financial year-end or as required and makes adjustments if appropriate.

Gains and losses on disposal of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of the property, plant and equipment and are recognized in the consolidated statements of loss and comprehensive loss.

Intangible assets

Intangible assets consist of acquired intellectual property with a finite life. Intangible assets are amortized on a straight-line basis over their estimated useful lives and are measured at cost less accumulated amortization and accumulated impairment losses. At each reporting period, the useful lives of such assets are reviewed to determine whether events and circumstances continue to support the useful life assessment for the asset. Costs for intangible assets acquired in a business combination represent the fair value of the asset at the time of the acquisition. Intellectual property intangibles are amortized over a three-year period and software intangible is amortized 30% on a declining balance basis.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed for impairment at each consolidated statements of financial position date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. The recoverable amount of an asset or a CGU is the higher of its fair value, less cost to sell, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income tax expense represents the sum of the income tax currently payable and deferred tax.

The income tax currently payable is based on taxable profit for the year. Taxable profit differs from "loss before income taxes" as reported in the consolidated statements of loss and comprehensive loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the year.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the year, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive loss or directly in equity, in which case the current and deferred taxes are also recognized in other comprehensive loss or directly in equity, respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Share-based payments

The Company measures equity-settled share-based payments based on their fair value at the grant date and recognizes compensation expense over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period) with a corresponding increase in equity (contributed surplus). Fair value is measured using the Black-Scholes option pricing model. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the consolidated statements of loss and comprehensive loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognized is the grant date fair value of the unmodified award, provided the original terms of the award are met. An additional expense, measured as at the date of modification, is recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the consolidated statements of loss and comprehensive loss.

Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for the effects of all dilutive potential common shares, which comprise preferred shares, warrants, share options and convertible debentures issued.

Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognized immediately in profit or loss.

(i) Financial assets

On initial recognition, a financial asset is classified as measured at amortized cost, fair value through other comprehensive income (''FVOCI''), or FVTPL. The classification of financial assets is based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated. Instead, the hybrid financial asset as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- 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 debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (**"OCI"**). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	Subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	Subsequently measured at amortized cost using the effective interest method, less any impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Debt investments at FVOCI	Subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	Subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment losses are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

(ii) Financial liabilities

The Company initially recognizes financial liabilities at fair value on the date at which the Company becomes a party to the contractual provisions of the instrument.

The Company classifies its financial liabilities as either financial liabilities at FVTPL or other liabilities.

Subsequent to initial recognition, other liabilities are measured at amortized cost using the effective interest method. Financial liabilities at fair value are stated at fair value with changes being recognized in profit or loss.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

(iii) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

(iv) Classification of financial instruments

The Company classifies its financial assets and liabilities depending on the purpose for which the financial instruments were acquired, their characteristics and management intent as outlined below:

Financial assets/liabilities	**Classification**
Cash	Fair value through profit or loss
Trade and other receivables	Amortized cost
Loan receivable	Amortized cost
Trade and other payables	Other liabilities
Contingent consideration	Fair value through profit or loss
Due to related parties	Amortized cost
Borrowings	Amortized cost
Convertible debentures	Amortized cost

(v) Impairment of financial assets

An expected credit loss ("ECL") model applies to financial assets measured at amortized cost. The Company's financial assets measured at amortized cost and subject to the ECL model consist primarily of trade and other receivables and loan receivable. The Company adopted the simplified approach to impairment for trade and other receivables by recognizing lifetime expected losses on initial recognition.

Convertible debentures

Convertible debentures are separated into liability and equity components based on the terms of the contract.

On issuance of the instruments, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortized cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the equity component that is recognized and included in equity. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods.

New standards, amendments and interpretations adopted by the Company

The following new accounting standards applied or adopted during the year ended April 30, 2020:

(i) IFRS 16, *Leases* (**"IFRS 16"**)

In January 2016, the IASB issued IFRS 16, which specifies how an IFRS reporter recognizes, measures, presents and discloses leases. The standard 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, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17, *Leases* (**"IAS 17"**). IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019, and 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 at the date of initial application. For the Company, IFRS 16 is effective for the annual reporting period beginning May 1, 2019.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

IFRS 16 provides a number of transition relief and practical expedients to allow an entity to minimize the costs incurred on transition to IFRS 16 without significantly compromising the quality of the financial information reported. The Company applied the new standard using the cumulative catch-up approach, recognizing the cumulative effect of initially applying IFRS 16 as an adjustment to the opening balance of retained earnings at the date of initial application and for the definition of a lease. The Company has elected to apply the practical expedient for leases previously classified as operating leases and ending within 12 months of the date of initial application and elected not to make any adjustments for low-value leases previously classified as operating leases. The Company has elected to exclude initial direct costs from the measurement of the right-of-use assets and to measure the right-of-use assets at an amount equal to the lease liability with any respective adjustments required for prepaid or accrued lease payments.

For leases that were classified as operating leases under IAS 17, lease liabilities at transition have been measured at the present value of remaining lease payments, discounted at a weighted average incremental borrowing rate of 6% as at May 1, 2019. Right-of-use assets at transition have been measured at an amount equal to the corresponding lease liabilities, adjusted for any prepaid or accrued rent relating to that lease, with no net impact on retained earnings.

The Company applied IFRS 16 on May 1, 2019, which requires assessment and potential restatement of previous financial statements, where transition adjustments exist.

The Company has made use of the following practical expedients available on transition to IFRS 16:

- Applied a single discount rate to a portfolio of leases with similar characteristics;
- Applied the recognition exemptions for low leases and leases that end within 12 months of the date of initial application, and account for them as low-value and short-term leases, respectively;
- Relied upon the Company's assessment of whether leases are onerous under the requirements of IAS 37, *Provisions*, contingent liabilities and contingent assets as at December 31, 2018 as an alternative to reviewing the Company's right-of-use assets for impairment, concluding that there were no onerous leases; and
- Accounted for non-lease components and lease components as a single lease component.

The cumulative effect of adoption of IFRS 16 on the Company's consolidated statement of financial position is as follows:

	As at April 30, 2019 $	**IFRS 16 Adjustments** $	**As at May 1, 2019** $
Assets			
Right-of-use assets, net	—	3,374	3,374
Prepayments	465	(57)	408
Liabilities			
Current portion of lease liability	—	612	612
Lease liability	—	2,762	2,762

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

The operating lease obligations as at April 30, 2019 are reconciled as follows to the recognized lease liabilities as at May 1, 2019:

	$
Aggregate lease commitments as disclosed at April 30, 2019	3,743
Newly found leases	433
	4,176
Less commitments related to short-term and low-value leases	108
Adjusted lease commitments	4,068
Less impact of present value	694
Opening IFRS 16 lease liability as at May 1, 2019	3,374

Accounting policy for leases under IFRS 16

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognizes a right-of-use assets and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, at the commencement of the lease. The right-of-use assets for such leases are recognized in the consolidated statements of financial position on a straight-line basis over the lease term. The Company has elected not to recognize right-of-use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or for leases of low value.

The right-of-use assets is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date and subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use assets is depreciated over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease, if available, or if this rate cannot be readily determined, the Company uses its incremental borrowing rate. Lease payments include fixed payments less any lease incentives, and any variable lease payments where variability depends on an index or rate. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments. Variable lease payments that do not depend on an index or rate are not included in the measurement of the right-of-use assets and lease liability. The related payments are recognized as an expense in the period in which the triggering event occurs and are included in the consolidated statements of loss and comprehensive loss.

(ii) IFRIC 23, *Uncertainty over Income Tax Treatment* (**"IFRIC 23"**)

In June 2017, the IASB issued IFRIC 23, which clarifies the accounting for uncertainties in income taxes. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019 and was adopted by the Company effective May 1, 2019. The requirements are applied by recognizing the cumulative effect of initially applying them in retained earnings, or in other appropriate components of equity, at the start of the reporting period in which the Company first applies them, without adjusting comparative information. Full retrospective application is permitted, if the Company can do so without using hindsight. The adoption of IFRIC 23 did not have a material impact on the financial statements of the Company.

Accounting guidance not yet adopted

The following new standard has been issued, but is not effective for the current fiscal year, and have not been applied in preparing these consolidated financial statements. Upon adoption, changes to the Company's existing accounting policies and other note disclosures may result.

IFRS 3 – Business Combinations ("IFRS 3")

In October 2018, the IASB amended IFRS 3 seeking to clarify whether an acquisition transaction results in the acquisition of an asset or the acquisition of a business. The amendments are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020, although earlier application is permitted. The Company will apply the standard prospectively from September 1, 2020. The effects, if any, of the amended standard on the Company's financial performance and disclosure will be dependent on the facts and circumstances of any future acquisition transactions.

4. Business acquisition and reverse takeover

Change to earn-out payments and contingent consideration

In May 2019, a settlement agreement was reached with the former shareholders of TLP to forgive the earn-out payment of 22.73% of $2,000, or $454. In addition, the shareholders of CHC and the Company, through mutual agreement, have deferred payment of the remaining $1,545, originally due in November 2019 pending further discussions between the parties. The net present value of these changes, using a discount rate of 18% of the earn-out payment, is a $536 reduction in the contingent consideration. The remainder of the earn-out payment, totally $2,000 originally due in November 2019, has also been deferred by mutual agreement pending further discussions between the parties.

In addition to the above settlement, an agreement was reached with the former shareholders of TLP to forgive 3,955,595 of their escrowed shares. Their remaining 7,000,000 escrowed shares were released from escrow on November 11, 2019. The fair value of escrowed shares was estimated at $613, of which $311 was accounted for as a reduction to share capital and the balance of $302 to deficit. The gain of $613 is included within finance and transaction costs, net, in the consolidated statements of loss and comprehensive loss for the year ended April 30, 2020.

As part of the Company's 2016 business combination to affect the RTO, the Company issued 10,995,595 common shares of the Company to the former shareholders of the acquired companies. The shares were held in escrow until such a time that certain performance targets are achieved or released from escrow after three years. In January 2020, the Company issued 30,000,000 common shares at a price per share of $0.05 to each of two former shareholders of MFT and TLP, totaling 60,000,000 common shares, pursuant to separate debt settlement agreements entered into between the Company and each such individual for the satisfaction of $3,000 of remaining contingent consideration of $3,545 owing to the shareholders, which payments were originally due in November 2019. The remaining $545 remains owing under a promissory note (notes 11 and 15).

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

A summary of the Company's contingent consideration is as follow:

	$
Balance, as at April 30, 2019	3,912
Interest accretion	87
	3,999
Forgiveness of amounts owing by former shareholders	(454)
Settlement by issuance of shares (note 15)	(3,000)
Conversion of amounts owed to promissory notes (note 11)	(545)
Balance, as at April 30, 2020	—

5. Trade and other receivables

The Company's trade and other receivables include the following:

	April 30, 2020 $	**April 30, 2019 $**
Trade and other receivables (note 22)	842	776
Input taxes and other taxes receivables	172	741
	1,014	**1,517**

As at April 30, 2020, $11 (2019 – nil) of allowance for doubtful accounts has been provided for.

6. Inventory

The Company's inventory is comprised of the following:

As at April 30, 2019	**$**
Purchased cannabis	41
Harvested cannabis	—
Supplies and consumables	1
	42

As at April 30, 2020	**$**
Purchased cannabis	827
Harvested cannabis	823
Supplies and consumables	123
	1,773

Prior to August 30, 2019, the Company had not received a license to sell cannabis produced by the Company. Therefore, cannabis produced and harvested by the Company was recognized at a fair value of nil upon harvest resulting in cost of nil being transferred from biological assets to inventory at the point of harvest.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

On August 30, 2019, the Company received a license to sell cannabis produced by the Company and commenced sales of the cannabis on October 1, 2019. Therefore, cannabis produced and harvested from August 31, 2019 to April 30, 2020 has been recognized at a fair value of $823 (2019 – nil) upon harvest comprised of $1,378 (2019 – $6) of capitalized cost less a fair value adjustment of $555 (2019 – $6).

Products purchased from other producers are carried at the lower of their carrying amount and net realizable value. Carrying amount approximates the price paid to acquire the products.

Cost of sales for the year ended April 30, 2020 includes nil (2019 - $723) of underutilization charges, $16 (2019 – nil) of impairment of inventory, and production-related expenditures not capitalized due to start-up costs and $235 (2019 – nil) of cost of goods sold during the year. The balance is comprised of inventory sold of $893 (2019 – nil)

7. Biological assets

Biological assets consist of cannabis on plants. The changes in the carrying value of biological assets are as follows:

	$
Balance, as at April 30, 2019	—
Production costs capitalized	1,800
Changes in fair value due to biological transformation	(796)
Transferred to inventory upon harvest	(801)
Balance, as at April 30, 2020	**203**

The Company measures its biological assets at their fair value less costs to sell. This is determined using a model that estimates the expected harvest yield in grams for plants currently being cultivated, and then multiplies that amount by the expected wholesale selling price.

The fair value measurements for biological assets have been categorized as Level 3 fair values based on the inputs to the valuation technique used. The Company's method of accounting for biological assets attributes value accretion on a straight-line basis throughout the life of the biological asset from initial cloning to the point of harvest.

The Company obtained a cannabis sales license to sell its own production on August 30, 2019. As a result, the biological assets were measured at their fair value less costs to sell of $203 on April 30, 2020 (2019 – nil).

As at April 30, 2020, it is expected that the Company's cannabis plants biological assets will yield approximately 85,500 grams of dry cannabis flowers and approximately 85,500 grams of dry cannabis trim upon completion of production. For the year ended April 30, 2020, $796 (2019 – loss of $363) is recognized as unrealized loss on changes in fair value of biological assets.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

The following table quantifies each significant unobservable input, and provides the impact a 10% increase / decrease in each input would have on the fair value of biological assets:

Assumption		**As at April 30, 2020**	
		Input	10% change
i	Expected yields for cannabis plants (average grams per plant) (a)	26.4-35.6	$12
Ii	Weighted average number of growing weeks completed as a percentage of total expected growing weeks as at period end	56%	$20
iii	Estimated selling price per gram (b)	$1.00 – $7.70	$43

a) The expected yield for cannabis includes expected dry flower yield and expected dry trim yield
b) The estimated selling price per gram reflects the Company's estimate selling price to third parties

8. Property, plant and equipment

Cost	**Leasehold Improvements $**	**Equipment $**	**Furniture and fixtures $**	**Building $**	**Land $**	**Total $**
As at April 30, 2018	**3,187**	**1,020**	**313**	**261**	**255**	**5,036**
Additions	3,433	337	45	—	300	4,115
Disposals	(126)	(7)	(45)	—	—	(178)
As at April 30, 2019	**6,494**	**1,350**	**313**	**261**	**555**	**8,973**
Additions	475	269	13	—	—	757
Disposals	(65)	(110)	(15)	—	—	(190)
As at April 30, 2020	**6,904**	**1,509**	**311**	**261**	**555**	**9,540**

Accumulated depreciation	**Leasehold Improvements $**	**Equipment $**	**Furniture and fixtures $**	**Building $**	**Land $**	**Total $**
As at April 30, 2018	**158**	**303**	**89**	**20**	**—**	**570**
Additions	1,039	203	49	10	—	1,301
Disposals	(50)	(5)	(13)	—	—	(68)
As at April 30, 2019	**1,147**	**501**	**125**	**30**	**—**	**1,803**
Additions	1356	242	36	9	—	1,643
Disposals	(2)	(38)	(6)	—	—	(46)
As at April 30, 2020	**2,501**	**705**	**155**	**39**	**—**	**3,400**

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

Net book value	Leasehold Improvements $	Equipment $	Furniture and fixtures $	Building $	Land $	Total $
As at April 30, 2019	5,347	849	188	231	555	7,170
As at April 30, 2020	**4,403**	**804**	**156**	**222**	**555**	**6,140**

Of total depreciation for the year ended April 30, 2020 totaling $1,643 (2019 - $1,301), $265 (2019 - $684) has been expensed to cost of sales, $733 (2019 – nil) to biological assets, $173 (2019 – nil) to inventory and $272 (2019 - $617) to depreciation.

On December 14, 2018, the Company entered into an agreement with a former officer of the Company to acquire land in Vegreville, Alberta, for a total purchase price of $1,000. Pursuant to the terms of the agreement, the Company paid $160 in cash on the date of closing and an additional $200 remains payable as at April 30, 2020 (2019 – $200). The Company is also obligated to issue $265 in common shares of the Company and an additional $375 common shares of the company based on meeting future operational targets, resulting in the recognition of $640 as contributed surplus. At the time of acquisition, the Company determined that the fair value of the land acquired was approximately $300, resulting in a difference between the consideration issued and the fair value of the land acquired of $700, which was recognized as other expense for unidentifiable goods or service received in accordance with IFRS 2.

9. Intangible assets

Cost	Computer Software $	Intellectual Property $	Total $
As at April 30, 2018	**398**	**13**	**411**
Additions	—	4,665	4,665
Other	—	(6)	(6)
As at April 30, 2019	**398**	**4,672**	**5,070**
Impairment	**—**	**(4,672)**	**(4,672)**
As at April 30, 2020	**398**	**—**	**398**

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

Accumulated amortization	Computer Software $	Intellectual Property $	Total $
As at April 30, 2018	**145**	**3**	**148**
Amortization	76	1,170	1,246
As at April 30, 2019	**221**	**1,173**	**1,394**
Amortization	**53**	**1,557**	**1,610**
Impairment	**—**	**(2,730)**	**(2,730)**
As at April 30, 2020	**274**	**—**	**274**

Net book value	Computer Software $	Intellectual Property $	Total $
As at April 30, 2019	177	3,499	3,676
As at April 30, 2020	**124**	—	**124**

In 2019, the Company acquired intellectual property for total consideration of $4,665, of which $1,165 was paid in cash and $3,500 was settled by issuance of 17,650,540 common shares of the Company. During the year ended April 30, 2020, the Company wrote off the remaining carrying value of intellectual property given the operating results and estimated future cash flows associated with this acquired intellectual property.

10. Right-of-use assets and lease liability

The change in carrying value of the Company's right-of-use assets and lease liability was as follows:

	Right-use-assets $	Lease liability $
Balance, as at May 1, 2019	3,374	3,317
Additions	410	410
Amortization expense	(602)	—
Interest expense	—	186
Payments	—	(705)
Balance as at April 30, 2020	**3,182**	**3,208**
Current	—	**703**
Non-current	**3,182**	**2,505**

Of total amortization for the year ended April 30, 2020 totaling $602 (2019 – nil), $36 (2019 – nil) has been expensed to cost of sales, $153 (2019 - nil) capitalized to biological assets, $11 (2019 – nil) capitalized to inventory and $402 (2019 – nil) to amortization.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

11. Promissory notes

In January 2020, the Company issued 30,000,000 common shares at a price per share of $0.05 to each of two former shareholders of MFT and TLP pursuant to separate debt settlement agreements entered into between the Company and each such individual for the satisfaction of $3,000 of remaining contingent consideration of $3,545 owing to the shareholders, which payments were originally due in November 2019. The remaining $545 remains owing under two promissory notes (note 4). As at April 30, 2020, the balance of promissory notes is $553, including accrued interest.

The promissory notes are each $273 in principal with interest at the rate of 5% per annum payable on or before December 31, 2020. Subsequent to April 30, 2020, one promissory note, including accrued interest was repaid in full.

12. Related party transactions

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly, including the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief Technology Officer and equivalent and Directors.

Compensation expense for the Company’s key management personnel for the years ended April 30, 2020 and 2019 is as follows:

	April 30, 2020 $	April 30, 2019 $
Salaries and wages	1,530	1,220
Share-based compensation	711	1,927
General and administrative	172	0
Balance as at April 30, 2020	**2,413**	**3,147**

During the year ending April 30, 2020, the Company incurred $60 of consulting fees to two shareholders. As of April 30, 2020, the amount outstanding to be paid to these shareholders is $33.

The amounts due to related parties of $73 as at April 30, 2020 (2019 - $88) are non-interest bearing, unsecured and have no specific terms of repayment.

All related party transactions were in the normal course of operations, measured at the exchange amount.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

13. Borrowings

Borrowings consist of the following:

	April 30, 2020 $	April 30, 2019 $
Loan from bank	—	23
Loan from vendor	320	313
Total debt	320	336
Less: current portion	—	**(7)**
	320	**329**

In 2014, the Company obtained an 8-year loan from the Bank of Nova Scotia to purchase a capital asset. The loan was collateralized against the capital asset and boar interest at 3.99% per annum. During the year ended April 30, 2020, the loan was repaid.

During the year ended April 30, 2019, the Company obtained a $313 loan from a vendor at 2% interest per annum. Interest is payable annually. The Company can borrow up to $500 from the vendor, resulting in total undrawn amount of $180 as at April 30, 2019. The loan is unsecured and matures on April 30, 2022.

14. Convertible debentures

During the year ended April 30, 2020, the changes of the carrying value of the convertible debentures are as follows:

	$
Balance as at April 30, 2018	**1,687**
Interest payments	(300)
Interest accretion expense	530
Converted into common shares	(1,531)
Balance as at April 30, 2019	**386**
Principal amount received (2019 Convertible debentures)	2,588
Issuance costs	(159)
Conversion feature	(154)
Warrants	(103)
Interest payment on 2017 debentures	(251)
Interest accretion	804
Balance as at April 30, 2020	**3,111**
Current	**522**
Non-current	**2,589**

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

2017 convertible debentures

On December 5, 2017, the Company issued 8,624 unsecured convertible debenture (**"2017 Debentures"**) units for gross proceeds of $8,624. Of the gross proceeds received, $2,000 represented promissory notes that were settled through the issuance of these convertible debenture units, $75 represented convertible debentures issued to former key management as severance and $130 represented convertible debentures issued as settlement of $176 of trade payables. Each 2017 Debentures unit comprises: (i) $1,000 principal amount of 8.5% unsecured convertible debentures with a maturity date of December 5, 2021; and (ii) 5,263 detachable common share purchase warrants of the Company (each, a **"2017 Warrant"**). Each 2017 Debenture shall be convertible at the holder's option into fully paid common shares of the Company at any time prior to the maturity date at a conversion price of $0.19 per share if converted within the first 12 months following issuance, and at a conversion price of $0.40 per share if converted at any time following the date that is 12 months and one day following issuance until maturity. If the volume weighted average closing price of the common shares is greater than or equal to $0.35 for a period of five consecutive days at any time within the first 12 months of the closing date, the Company has the option to force conversion at $0.19 per share. If the volume weighted average closing price of the common shares of the Company is greater than or equal to $0.50 for a period of five consecutive days at any time after 12 months and before maturity, the Company has the option to force conversion at $0.40 per share.

The debentures may be redeemed at any time after issuance on the following basis:

Redemption price	Redemption date
115% of the principal amount plus any accrued and unpaid interest	0–12 months from closing
112% of the principal amount plus any accrued and unpaid interest	12–24 months from closing
109% of the principal amount plus any accrued and unpaid interest	24–36 months from closing
106% of the principal amount plus any accrued and unpaid interest	36–48 months from closing

The interest payable on the debenture is payable monthly in cash. Each December Warrant shall be exercisable into one common share of the Company at an exercise price of $0.30 per share for a period of 12 months following issuance; at an exercise price of $0.40 from 12 months to 24 months following issuance; at an exercise price of $0.60 from 24 months to 36 months following issuance and at an exercise price of $0.80 from 36 months to 48 months following issuance.

Transaction costs consisted of $307 in cash and $356 of broker warrants with identical terms as the December Warrants.

On initial recognition, the Company allocated the proceeds, net of transaction costs, as follows:

	$
Convertible debentures, liability	1,934
Conversion feature	1,955
Deferred tax liability on conversion feature	705
Warrants	3,368
	7,962

The value of the conversion option was calculated by subtracting the net present value of the debenture from the face value of the convertible debentures. The net present value of the debenture was calculated using a discount rate of 20.37% over a term of 48 months. As of April 30, 2020, $1,170 of the principal amount of the 2017 debentures remains outstanding.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

2019 convertible debenture

On September 10, 2019, the Company issued a convertible security (the "**2019 Debenture**") with a notional value of $3,105 for cash consideration of $2,588. The 2019 Debenture has a term of 24 months and is convertible into common shares of the Company at a fixed conversion price per share of $0.08, being the last closing price of the Company's common shares on the Exchange prior to execution of the Convertible Security Funding Agreement.

The $3,105 notional value of the 2019 Debenture is composed of a principal amount of $2,588 and a imputed interest of $517. The Company is required to repay the cash consideration received of $2,588 in 18 equal monthly payments commencing on the seventh month after closing, except that the repayment amount will be reduced in any month by any amount converted by the investor into the Company's common shares.

The imputed interest will accrue monthly with the holder of the 2019 Debenture having the right to convert accrued interest into the Company's common shares once accrued at a conversion price equal to the last closing market price of the shares on the Exchange on the day prior to conversion. Upon receiving an accrued interest conversion notice from the Investor, the Company may elect to satisfy that conversion in cash.

Upon issuance of the 2019 Debenture, the Company also issued 16,171,875 warrants, with each warrant entitling the holder of the 2019 Convertible Debenture to purchase one common share at an exercise price of $0.15. The warrants expire 36 months from their date of issue, provided that if the volume weighted average price of the Company's common shares is at least $0.60 for 20 consecutive trading days, then the expiry date of the warrants may be accelerated by the Company.

The Company has the right to buyback the Debenture and the prepaid interest at any time with no penalty (the **"BuyBack Right"**). Should the Company exercise its Buy-Back Right, the Investor will have the right to convert 25 percent of the outstanding principal amount and 100 % of the prepaid interest into the Company's common shares.

The 2019 Debenture is secured by a general security agreement from the Company and certain of its subsidiaries.

On initial recognition, the Company allocated the proceeds of $2,429, net of $159 of transaction costs, as follows:

	$
Convertible debentures, liability	2,172
Conversion feature	154
Warrants	103
	2,429

On initial recognition, the fair value of the host debt was valued at $2,172 using a discount rate of 25% and a volatility of 75%. The warrants were valued at $103 using a volatility of 75% and risk-free interest rate of 1.6%. The principal amount of $2,588 was allocated to the host debt and subsequently to the warrants and conversion option using the residual approach, with the subsequent allocation between the two equity components based on their prorated fair values. The transaction costs were allocated pro-rata based on each individual component's fair value.

Subsequent to April 30, 2020, the full amount of the 2019 Debenture was repaid (see note 24).

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

15. Share capital

(a) Authorized

The authorized share capital of the Company consists of an unlimited number of common shares.

(b) Issued and outstanding

	Common shares		Equity component of convertible debentures	Contributed surplus Warrants	
	#	$	$	#	$
Balance, April 30, 2018	**16,662,939**	**23,473**	**1,498**	**67,824,118**	**8,249**
Common shares issued pursuant to conversion of convertible debentures *[i]*	31,113,864	2,793	(1,233)	—	504
Common shares issued pursuant to exercise of warrants *[ii]*	2,795,425	900	—	(2,795,425)	(212)
Issuance of common shares and warrants for cash, net of transaction costs *[iii]*	36,934,802	3,842	—	32,217,401	928
Warrants expired	—	—	—	(11,559,631)	—
Common shares issuable in exchange for professional services *[iv]*	—	—	—	—	160
Common shares issuable to a related party for purchase of land *[note 8]*	—	—	—	—	640
Common shares issued for acquisition of intangible assets *[note 9]*	17,650,540	3,500	—	—	—
Share-based compensation *[note 16]*	—	—	—	—	1,927
Balance as at April 30, 2019	**253,157,570**	**34,508**	**265**	**85,868,964**	**12,196**
Common shares issued pursuant to private placement *[v]*	97,342,857	1,813	—	97,342,857	909
Common shares issuable in exchange for professional services*[vi]*	1,000,000	160	—	—	(160)
Settlement of liability*[vii]*	62,447,347	3,071	—	—	—
Forgiveness of contingent consideration *[note 4 and vii]*	(3,955,596)	(311)	—	—	—
Warrants expired	—	—	—	—	—
Convertible debenture *[note 14]*	—	—	154	16,171,875	103
Share-based compensation *[note 16]*	—	—	—	—	762
Balance as at April 30, 2020	**409,992,178**	**39,241**	**419**	**199,383,696**	**13,810**

During the year ended April 30, 2019:

[i] During the year ended April 30, 2019, the Company issued 31,113,864 common shares pursuant to conversion of December Convertible Debentures and August Convertible Debentures.

[ii] During the year ended April 30, 2019, the Company issued 2,795,425 common shares pursuant to exercise of warrants. Total cash proceeds were $688. In addition, $212 was transferred from contributed surplus to common shares.

[iii] In December 2018, the Company issued 4,672,897 common shares and 2,336,449 common share purchase warrants for total cash proceeds of $1,000. There were no transaction costs. Each common share purchase warrant is exercisable to acquire one common share at an exercise price of $0.428 per common share for a period of two years from the date of issuance. Total proceeds of $1,000 was allocated to common shares and common share purchase warrants on a fair value proportionate basis. The fair value of common shares on date of issuance was $0.29 per share. The fair value of common share purchase warrants was determined to be $0.15 per warrant using Black-Scholes option pricing model with a market price per common share of $0.29, a risk-free interest rate of 2.19%, an expected annualized volatility of 100% and expected dividend yield of 0%.

In January 2019, the Company issued 4,761,905 common shares and 2,380,953 common share purchase warrants for total cash proceeds of $500. There were no transaction costs. Each common share purchase warrant is exercisable to acquire one common share at an exercise price of $0.30 per common share for a period of two years from the date of issuance. Total proceeds of $500 was allocated to common shares and common share purchase warrants on a fair value proportionate basis. The fair value of common shares on date of issuance was $0.14 per share. The fair value of common share purchase warrants was determined to be $0.055 per warrant using Black-Scholes option pricing model with a market price per common share of $0.14, a risk-free interest rate of 1.91%, an expected annualized volatility of 108% and expected dividend yield of 0%.

In March 2019, the Company issued 27,500,000 Units for total cash proceeds of $3,300. Each Unit is comprised of: (i) one common share; and (ii) and one detachable common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of $0.30 for a period of 12 months; at an exercise price of $0.40 from 12 months to 24 months; at an exercise price of $0.60 from 24 months to 36 months; and at an exercise price of $0.80 from 36 months to 48 months following the closing date. Total transaction costs were $30 in cash and issuance of 182,500 broker warrants with a total fair value of $7 on the same terms as above. Total proceeds, net of transaction costs of $3,232 were allocated to common shares and common share purchase warrants on a fair value proportionate basis. The fair value of common shares on date of issuance was $0.15 per share. The fair value of common share purchase warrants was determined to be $0.036 per warrant using Black-Scholes option pricing model with a market price per common share of $0.15, a risk-free interest rate of 1.59% - 1.67%, an expected annualized volatility of 77% - 108% and expected dividend yield of 0%.

[iv] A consultant provided professional services to the Company from February 15, 2019 to April 15, 2019 in exchange for 1,000,000 common shares of the Company. The fair value of the common shares issuable was $160. The shares were not issued as of April 30, 2019 resulting in recognition of contributed surplus of $160.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

During the year ended April 30, 2020:

[v] In March 2020, the Company issued 97,342,857 common shares and 97,342,857 common share purchase warrants for total cash proceeds of $2,725. The transaction costs were $3. Each common share purchase warrant is exercisable to acquire one common share at an exercise price of $0.05 per common share for a period of three years from the date of issuance. Total proceeds of $2,725 were allocated to common shares ($1,813) and common share purchase warrants ($909) on a fair value proportionate basis. The fair value of common shares on date of issuance was $0.04 per share. The fair value of common share purchase warrants was determined to be $0.03 per warrant using the Black-Scholes option pricing model with a market price per common share of $0.04, a risk-free interest rate of 0.99%, an expected annualized volatility of 75% and expected dividend yield of 0%.

[vi] A consultant provided professional services to the Company from February 15, 2019 to April 15, 2019 in exchange for 1,000,000 common shares of the Company. The shares were not issued as April 30, 2019, resulting in recognition of contributed surplus of $160 during the year ended April 30, 2019. The shares were issued during the year, resulting in reclassification of $160 from contributed surplus to shareholders' equity.

[vii] The Company issued the following shares to settle various obligations of the Company during the year:

	#	$
• Settlement of trade payables and other obligations in the amount of $85 for $61 of common shares of the Company.	2,114,014	61
• Settlement of debt of $10	333,333	10
	2,447,347	71

In addition, in January 2020, the Company issued 30,000,000 common shares at a deemed price per share of $0.05 to each of two former shareholders of MFT and TLP, totaling 60,000,000 common shares, pursuant to separate debt settlement agreements entered into between the Company and each such individual for the satisfaction of $3,000 of remaining contingent consideration of $3,545 owing to the shareholders, which payments were originally due in November 2019. The remaining $545 remains owing under two promissory notes (note 4).

16. Share-based compensation

The Company has established a stock option plan (the “Option Plan”) for directors, officers, employees and consultants of the Company. The Company’s Board of Directors determines, among other things, the eligibility of individuals to participate in the Option Plan and the term, vesting periods, and the exercise price of options granted to individuals under the Option Plan.

Each share option converts into one common share of the Company on exercise. No amounts are paid or payable by the individual on receipt of the option. The options carry neither rights to dividends nor voting rights. Options may be exercised at any time from the date of vesting to the date of their expiry.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

The Company's Option Plan provides that the number of common shares reserved for issuance may not exceed 10% of the common shares that are outstanding unless the Board of Directors shall have increased such limit by a Board of Directors resolution. In addition, the aggregate number of shares so reserved for issuance to one person may not exceed 5% of the issued and outstanding shares. If any options terminate, expire, or are cancelled as contemplated by the Option Plan, the number of options so terminated, expired or cancelled shall again be available under the Option Plan.

The changes in the number of stock options during the years were as follows:

	Number of Options #	Weighted Average Exercise Price $
Balance as at April 30, 2018	9,249,367	0.34
Granted	18,550,000	0.19
Exercised	(7,599,367)	0.36
Balance as at April 30, 2019	20,200,000	0.20
Granted	20,100,000	0.05
Forfeited	(3,100,000)	0.21
Balance as at April 30, 2020	37,200,000	0.12

The fair value of the share options on the date of grant was $0.02 – $0.03 per option for the options granted during the year ended April 30, 2020. The fair value of share options granted during the years ended April 30, 2020 and 2019 was estimated at the date of grant using the Black-Scholes option pricing model using the following inputs:

	April 30, 2020	April 30, 2019
Grant date share price	$0.03 – $0.04	$0.16–$0.30
Exercise price	$0.05	$0.16–$0.30
Expected dividend yield	—	—
Risk-free interest rate	0.67%–1.64%	1.57%–2.38%
Expected option life	5 years	3–5 years
Expected volatility	90%–115%	95%–108%

Expected volatility was estimated by using the historical volatility of other companies that the Company considers comparable that have trading and volatility history. The expected option life represents the period of time that options granted are expected to be outstanding. The risk-free interest rate is based on government bonds with a remaining term equal to the expected life of the options.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

The following table is a summary of the Company's share options outstanding as at April 30, 2020:

Exercising Price $	Number Outstanding $	Weighted Average Remaining Contractual Life Years	Number Exercisable #
0.050	19,900,000	4.85	11,770,833
0.155	1,000,000	3.99	1,000,000
0.160	1,100,000	3.98	433,333
0.170	3,550,000	3.56	1,479,167
0.190	1,500,000	3.50	1,233,333
0.200	7,000,000	3.16	7,000,000
0.250	2,400,000	1.53	2,400,000
0.295	750,000	3.41	750,000
0.119	37,200,000	4.08	26,066,666

The following table is a summary of the Company's share options outstanding as at April 30, 2019:

Exercising Price $	Number Outstanding $	Weighted Average Remaining Contractual Life Years	Number Exercisable #
0.155	1,000,000	4.96	—
0.160	1,100,000	4.98	100,000
0.170	4,300,000	4.56	358,333
0.190	4,000,000	4.37	2,750,000
0.200	5,525,000	4.21	5,325,000
0.250	2,900,000	2.87	1,700,000
0.295	1,375,000	4.36	1,375,000
0.199	20,200,000	4.21	11,608,333

The Company recognized $762 of share-based compensation expense during the year ended April 30, 2020 (2019 – $1,927), with a corresponding amount recognized as a contributed surplus.

17. Loss per share

Net loss per common share represents net loss attributable to common shareholders divided by the weighted average number of common shares outstanding during the period.

Diluted loss per common share is calculated by dividing the applicable net loss by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued during the period.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

For the year ended April 30, 2020, diluted loss per share equals basic loss per share due to the anti-dilutive effect of convertible debentures, warrants and stock options. The outstanding number and type of securities that could potentially dilute basic net loss per share in the future, but would have decreased the loss per share (anti-dilutive) for the periods presented, are as follows:

	April 30, 2020 #	**April 30, 2019** #
Convertible debentures *[notes 14 and 24]*	32,268,750	2,925,000
Warrants	199,383,696	85,868,964
Share options	36,450,000	20,200,000
	268,102,446	108,993,964

18. Income taxes

Income tax expense varies from the amount that would be computed by applying the basic federal and provincial tax rates to loss before income taxes, shown as follows:

	April 30, 2020	**April 30, 2019**
Loss before income taxes	**(9,705)**	(11,330)
Statutory federal and provincial income tax rate in Canada	**26.5%**	26.5%
Income tax recovery at the statutory tax rate	**(2,572)**	(3,002)
Permanent differences	**235**	830
Change in deferred tax assets not recognized	**2,152**	2,257
Provision for (recovery of) income taxes	**(185)**	85

A valuation allowance has been applied against all of the Company's deferred income tax assets which is comprised primarily of loss carryforwards.

The Company has a non-capital loss carried forward to reduce future years' taxable income, which will expire as follows:

	$
2034	265
2035	2,971
2036	2,082
2037	1,698
2038	4,890
2039	8,198
2040	8,305
	28,409

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

19. Nature of expenses

General and administrative expenses for the year ended April 30, 2020 and 2019 are composed of:

	April 30, 2020 $	April 30, 2019 $
Salaries, wages and consulting fees	**4,811**	5,706
General operating	**1,587**	1,285
Occupancy costs	**369**	810
Professional fees	**882**	787
	7,649	8,588

Sales and marketing expenses for the years ended April 30, 2020 and 2019 are comprised of:

	April 30, 2020 $	April 30, 2019 $
Advertising and promotion	**379**	218
Travel	**172**	359
	551	577

20. Commitments and contingencies

Commitments

As at April 30, 2020, the Company is committed under leases for equipment and office space for the following minimum annual rentals:

	$
2021	764
2022	660
2023	539
Thereafter	1,857
	3,820

Contingencies

(a) The Company and its subsidiary, Abba, were served with a Statement of Claim for damages for the alleged failure to pay invoices in the amount of $200 plus pre- and post-judgment interest. Pleadings have now closed, and the parties are in the process of scheduling examinations for discovery. Given that examinations for discovery have not yet occurred, it is too early in the process to have a reasonable expectation or evaluation of the Plaintiff's claim, but the Company believes the claim to be without merit.

(b) A Statement of Claim was filed by a former landlord of a CHC clinic claiming compensation for costs of leasehold improvements in the amount of $107, breach of a commercial lease in an amount to be established at trial, and punitive damages, plus interest on all unpaid amounts. The Company has engaged external counsel and it has been determined that the matter should proceed by arbitration. The parties are currently in settlement discussions.

(c) The Company has claimed lost profits against a licensed medical cannabis producer and related medical cannabis clinic and their principals for breach of confidence, conversion, breach of contract, conspiracy and breach of trust, breach of fiduciary duty, and negligent misrepresentation in relation to Trauma Healing Centers Inc. The Defendants have counterclaimed, pleadings have now closed, and the parties are in the process of scheduling examinations for discovery. The Company believes that the counterclaim has no basis and it is not probable that it will result in an outflow for the Company.

(d) On October 24, 2019, Abba was served with a Statement of Claim for damages for the alleged wrongful dismissal of a former employee in the amount of $68 plus interest and costs. The claim was initiated in the Ontario Superior Court of Justice. On October 31, 2019, Abba filed and served a Notice of Intent to Defend on the Plaintiff. Abba filed a Statement of Defence to the former employee's Claim with the Court the week of December 2-6, 2019.

In the ordinary course of business and from time to time, the Company is involved in various other claims related to its ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider the Company’s exposure to these claims to be material to these consolidated financial statements.

21. Capital management

The Company is an early-stage company and is dependent on raising further capital, primarily equity, to fund its capital expenditures and its operating expenses in excess of revenue until such time as it reaches cash break-even. As at April 30, 2020, the Company had raised, net of issuance costs, approximately $32,112 (2019 - $27,000) by the issuance of common shares, warrants, convertible debentures and long-term debt. The Company may raise additional equity in the future, although there can be no assurance that the Company will be successful in doing so.

22. Financial instruments and risk management

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from deposits with banks and outstanding receivables. The Company trades only with recognized, creditworthy third parties. The Company performs credit checks for all customers who wish to trade on credit terms. As at April 30, 2020 and April 30, 2019, two customers represented 57% and 81% of the outstanding trade and other receivable balance, respectively.

The Company does not hold any collateral as security, but mitigates this risk by dealing only with what management believes to be financially sound counterparties and, accordingly, does not anticipate significant loss for non-performance.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

The aging of trade receivables is as follows:

	April 30, 2020 $	April 30, 2019 $
Not past due	**503**	571
1 to 30 days past due	**262**	166
31 to 60 days past due	**27**	—
Over 61 days past due	**50**	39
	842	776

There was no impairment for credit loss recognized as at April 30, 2020 and April 30, 2019.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's exposure to liquidity risk is dependent on the Company's ability to raise additional financing to meet its commitments and sustain operations. The Company mitigates liquidity risk by management of working capital, cash flows and the issuance of share capital.

The Company is obligated to the following contractual maturities of undiscounted cash flows:

	Carrying amount $	Total contractual cash flow $	Year 1 $	Year 2 $	Year 3 $	Year 4 $
Lease liability	3,208	3,820	764	660	539	1,857
Promissory notes	553	553	553	—	—	—
Trade and other payables	2,089	2,089	2,089	—	—	—
Convertible debentures	3,111	3,916	1,968	1,948	—	—
Borrowings	320	320	—	320	—	—
Due to related parties	73	73	73	—	—	—
	9,354	**10,771**	**5,447**	**2,928**	**539**	**1,857**

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: currency risk, interest rate risk and other price risk.

Currency risk
Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates. The Company is not exposed to foreign currency exchange risk as it has minimal financial instruments denominated in a foreign currency and substantially all of the Company's transactions are in Canadian dollars, which is also the Company's functional currency.

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 is not exposed to interest rate risk as at April 30, 2020 as the Company does not have any variable interest rate assets or liabilities.

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 (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company is not exposed to other price risk as at April 30, 2020.

Fair values

The carrying values of cash, trade and other receivables, loan receivable, trade and other payables, borrowings and convertible debentures approximate the fair values due to the short-term nature of these items or the interest rates and discount rates being at market. The risk of material change in fair value is not considered to be significant due to a relatively short-term nature. The Company does not use derivative financial instruments to manage this risk.

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company's valuation techniques. A level is assigned to each fair value measurement based on the lowest-level input significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

- Level 1 – Unadjusted quoted prices as at the measurement date for identical assets or liabilities in active markets.
- Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 – Significant unobservable inputs that are supported by little or no market activity. The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

During the year, there were no transfers of amounts between levels.

(Expressed in thousands of Canadian dollars, except for shares and per share amounts)

23. Segmented information

The Company reports segment information based on internal reports used by the Chief Operating Decision maker (**"CODM"**) to make operating and resource decisions and to assess performance. The CODM is the Chief Executive Officer. The CODM makes decisions and assesses performance of the Company on a consolidated basis such that the Company is a single reportable operating segment.

The Company primarily operates in one principal geographical area, Canada, accordingly all of the Company's long lived assets are located in Canada.

The Company's revenue from external customers by nature is as follow:

	April 30, 2020 $	April 30, 2019 $
Referral revenue[1]	**4,874**	4,875
Product revenue	**301**	—
License revenue and other	**159**	—
Less excise tax	**(24)**	—
Net revenue	**5,310**	4,875
Cost of sales	**1,144**	723
Gross profit before fair value adjustments	**4,166**	4,152

1) For the year ended April 30, 2020, two customers accounted for 78% of the Company's referral revenue (2019 – two customers accounted for 78% of referral revenue).

24. Subsequent events

Business acquisition

On June 12, 2020, the Company closed the acquisition of IsoCanMed Inc., a fully operational cannabis producer located in Louiseville, Quebec, acquiring 100% of the issued and outstanding securities of ICM for a purchase price consideration comprised of common shares of the Company and promissory notes.

The closing was effected pursuant to the terms of a binding share exchange agreement (the "**Acquisition Agreement**") dated May 29, 2020 by and among the Company and the vendors party thereto (collectively, the "**Vendors**"). Pursuant to the Acquisition Agreement, the Company has acquired the securities of ICM held by the Vendors in exchange for the Company issuing to the Vendors today an aggregate of 273,461,452 common shares in the capital of the Company along with promissory notes in the amount of $12,500 due on May 20, 2023 is subject to early redemption in the event of certain events or conditions.

Financing and debt settlement

On August 8, 2020, the Company closed the strategic investment transaction with Archerwill Investments Inc.(**"Archerwill"**)

Archerwill invested $6,500 in the form of a secured convertible debenture to obtain a 15.9% ownership interest in the Company, assuming conversion of the full principal amount.

Prior to the transaction, Archerwill beneficially owned or had control or direction over 3,122,000 common shares in the capital of the Company and 4,973,635 securities of the Company convertible into or exercisable for 4,973,635 common shares.

Archerwill concurrently received common share purchase warrants, exercisable at six cents per share for a period of four years, which, if exercised in full, would subsequently increase Archerwill's ownership interest to 28.3% (assuming Archerwill's conversion and exercise in full of all securities it holds in the Company but no other conversions of outstanding securities of the Company).

The Company and Archerwill entered into an investor rights agreement, which provides Archerwill with a right to match certain acquisition proposals received by the Company, pre-emptive rights allowing it to participate alongside common shareholders in future financings in order to maintain its ownership percentage moving forward as well as certain other governance rights in respect of the Company.

Upon closing of the Archerwill financing, the Company repaid its 2019 Debenture in the amount of $2,529 plus accrued interest of $290 for a total amount of $2,819.

Receipt of Cannabis 2.0 license

On August 24, 2020 the Company announced that Abba received its amended sales license from Health Canada allowing for the sale of cannabis oil, concentrate, topical and edible products produced from its facility in Pickering, Ontario and an agreement with Organic Extraction Technologies (“OET”) to produce solventless cannabis rosin at its facility in Pickering. This license amendment allows the Company to further expand its existing product offerings to the medical and recreational consumer markets with internally produced oil, concentrate, extract, topical and edible products.

25. Comparative figures

Certain comparative figures have been reclassified to conform with the financial presentation adopted for the current year.