NABIS HOLDINGS INC.
(formerly Innovative Properties Inc.)
Management's Discussion and Analysis

For the nine-month periods ended September 30, 2020 and July 31, 2019
(Expressed in Canadian dollars unless stated otherwise)

GENERAL

The following Management's Discussion and Analysis ("MD&A") has been prepared by management and is provided to enable readers to assess the results of operations and financial condition of Nabis Holdings Inc. (formerly Innovative Properties Inc.) ("Nabis") for the nine months ended September 30, 2020 and July 31, 2019. This MD&A should be read in conjunction with the Company's annual audited consolidated financial statements and related notes for the fourteen-months ended December 31, 2019. The terms "Nabis", "Innovative", the "Company", "we", "us", and "our" in the following MD&A refer to Nabis Holdings Inc. All amounts, unless noted otherwise, are presented in Canadian dollars and are based on financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

During 2019, the Company changed its fiscal year end from October 31st to December 31st in order to be better aligned with their industry peers, as well as facilitate efficiencies in the administration, accounting and production of the annual audited financial statements. As a result of this change, during the current nine-month period ended September 30, 2020, the comparative period represents the nine-month period of November 1, 2018 to July 31, 2019 and are therefore not entirely comparable.

The financial statements, along with additional information on the Company, are available on SEDAR at www.sedar.com. The Board of Directors of the Company, under the recommendation of its Audit Committee has approved the contents of this MD&A, and this report covers other relevant information available up to November 30, 2020.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws. Forward looking statements are frequently, but not always, identified by words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions or statements (including negative variations) suggesting that events, conditions or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements are statements concerning the Company's current beliefs, plans and expectations about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, the risks that: (i) any of the assumptions used in management estimates turn out to be incorrect, incomplete or flawed in any respect; (ii) operations are disrupted or suspended due to acts of god, unforeseen government actions or other events; (iii) the Company experiences the loss of key personnel; (iv) the Company's operations are adversely affected by other political, military or terrorist activities; (v) the Company becomes involved in any material disputes with any of its key business partners, lenders, suppliers or customers; or (vi) the Company is subjected to any hostile takeover or other unsolicited attempts to acquire control of the Company. Other factors that could cause the actual results to differ include market prices, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver their services in a timely manner. Other risks are more fully described under the heading "Financial Risk Management and Capital Management" below. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company assumes no obligation to update such forward-looking statements in the future, except as required by law. For the reasons set forth above, investors should not place undue reliance on the Company's forward-looking statements.

NON-IFRS FINANCIAL MEASURES

The Company's financial statements are prepared using International Financial Reporting Standards ("IFRS"); whereas, this MD&A refers to certain non-IFRS measures such as gross margin, and gross margin %. Non-IFRS measures are used externally to provide a supplemental measure of the Company's operating performance, facilitate comparisons, and enable analysis of the Company's ability to meet future capital and working capital requirements. Management uses them internally to prepare operating budgets and assess performance. These measures do not have standardized meanings prescribed by IFRS and are therefore unlikely to be comparable to similar measures presented by other companies. Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS.

COMPANY OVERVIEW

Nabis Holdings Inc. (formerly Innovative Properties Inc.) ("Nabis" or the "Company") was incorporated under the Business Corporations Act and later continued into British Columbia on May 29, 2019 when the Company changed its name to "Innovative Properties Inc." and its common shares became listed and posted for trading on the TSX Venture Exchange under the symbol "INR".

On September 2, 2014, the Company announced that it had received final approval to list its common shares on the Canadian Securities Exchange ("CSE"). The Company's common shares commenced trading on the CSE effective September 3, 2014, under the symbol "INR". It received consent from the Toronto Venture Stock Exchange to voluntarily delist its shares effective upon the closing of markets on September 5, 2014.

On May 29, 2019, the Company changed its name to Nabis Holdings Inc. and CSE ticker symbol to "NAB". Nabis is a Canadian investment issuer that invests in high quality cash flowing assets across multiple industries, including real property and all aspects of the U.S. and international cannabis sector. The Company is focused on investing across the entire vertically integrated aspects of the space with a focus on revenue generation, EBITDA and growth.

On November 13, 2019, the Company announced that its common stock commenced trading on the OTCQB Venture Market in the U.S. under the symbol "NABIF". The Company also announced that the Board of Directors had approved to change its fiscal year from October 31 to December 31, effective in 2019.

RECAPITALIZATION PLAN

In August, 2020, given the liquidity constraints the Company was facing and the overall decline in the Cannabis capital markets, the Company's Board of Directors formed a Special Committee to initiate a strategic alternative review process. As part of this process, the Special Committee is focused on securing additional capital to meet the Company's liquidity needs, including continuing engagement with the Company's debtholders. To date, the Company has not made the June 30, 2020 and September 30, 2020 quarterly interest payments totaling $1,403,520 accrued on the convertible debentures.

Subsequent to the nine-month period ended September 30, the Company entered into a support agreement (the "Support Agreement") with certain holders of the Company's outstanding $35 million principal amount 8.0% unsecured convertible debentures. Pursuant to the Support Agreement, the Debentureholders have agreed to support a recapitalization plan for Nabis that will, subject to required approval of Nabis' creditors and the Ontario Superior Court of Justice, result in the recapitalization of the Debentures and all other debts of the Company, including the June

30 and September 30 missed interest payments. The Recapitalization is to be implemented pursuant to a proposal under the Bankruptcy and Insolvency Act of Canada (the "BIA") which was filed with the Official Receiver on November 23, 2020.

The material terms of the Proposal are: (i) the cancellation of all of the common shares, preferred shares, warrants, stock options and any other similar equity-type securities in the capital of the Company ; (ii) all Equity Claims will be irrevocably and finally extinguished upon implementation of the Proposal; (iii) in full and final satisfaction of all Creditor claims, which will be irrevocably and finally extinguished, on the implementation date of the Proposal, Nabis shall issue and pay to each Creditor its pro rata share of: (a) 3,700,000 new common shares in the capital of the Company; and (b) new 5.3% first lien notes in the aggregate amount of $23 million due 2022 on the terms set out in the Proposal; and (iv) certain persons, including the Company and each of its affiliates and the Debentureholders party to the Support Agreement, and each of their respective former and current officers, directors, principals and employees, will receive releases of certain claims pursuant to the BIA.

KSV Restructuring Inc. has been appointed as the proposal trustee pursuant to the BIA in respect of the Proposal. Under the Support Agreement, the Debentureholders party thereto have agreed, subject to certain conditions precedent and termination rights, to support and vote for the Proposal at the meeting of the Creditors to be held on December 14, 2020. Under the terms of the Support Agreement, Nabis has agreed to certain customary covenants and restrictions with respect to its business and operations until the Proposal has been implemented.

Under the Support Agreement, the Debentureholders party thereto have agreed, subject to certain conditions precedent and termination rights, to support and vote for the Proposal at the meeting of the Creditors to be held on December 14, 2020 (the "**Creditors' Meeting**"). Under the terms of the Support Agreement, Nabis has agreed to certain customary covenants and restrictions with respect to its business and operations until the Proposal has been implemented. Information relating to the Creditors' Meeting has been posted on the website of the Proposal Trustee at https://www.ksvadvisory.com/insolvency-cases/case/nabis-holdings.

GOING CONCERN

For the nine-month period ended September 30, 2020, the Company reported a comprehensive loss of $13,434,393 and an accumulated deficit of $45,819,237, including a loss on disposal of $5,704,743 relating to the default and loss of ownership of the Michigan assets. In addition, the Company has not made the June 30, 2020 and September 30, 2020 quarterly interest payments totaling $1,403,520 accrued on the convertible debentures. These factors indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern. See "Recapitalization Plan".

Significant events for the Company during the nine-month period ended September 30, 2020 and up to the date of this MD&A include the following:

ARIZONA:

- January 20, 2020 – ***the Company's wholly-owned subsidiary, Nabis Hemp Holdings Inc. announced that they have secured a full hemp license in Arizona.*** The Company successfully secured all five types of hemp licenses available, including licenses to: Nurse; Grow; Harvest; Transport and Process. Obtaining these hemp licenses will give the Company the ability to manufacture their own CBD oil extracts for the BIS and BIS+ line of products, allowing for better cost control and increased margins and profitability;

- January 28, 2020 – ***Nabis announced they entered into a binding memorandum of understanding ("MOU") with Panaxia Pharmaceutical Industries, Ltd. ("Panaxia") to form a joint venture to launch multiple pharma grade THC and CBD cannabis products in Arizona.*** Under the terms of the MOU, Panaxia will be providing proprietary pharma grade cannabis-based products that have proven to be in high demand in other states in the U.S. including New Mexico, Colorado, and California. The products will be produced in the first operating EU GMP facility in Arizona, under Nabis licenses, located at Nabis' "Camp Verde" facility. Nabis will provide the raw materials for production of the products and will also be responsible for sales, marketing and distribution through their already established dispensary and whole-sale channels which serve more than 50% of Arizona dispensaries. Panaxia shall be responsible for the production, clinical affairs, and quality. All products of the joint venture will be sold under the Panaxia brand, of which Nabis owns 50% in Arizona;

- July 17, 2020 – ***Nabis announced that the Company closed the sale of its cultivation, production and fulfillment facility located in Camp Verde, Arizona, outside of the greater Phoenix area for gross proceeds of $6.1M (US$4.5M)***. After first mortgage discharge and payment of other associated costs, the Company received net cash proceeds of approximately $3.4M (US$2.5) and recorded a gain on disposal of approximately $1.1M during the three and nine-month period ended September 30, 2020;

- October 25, 2020 – ***Nabis announced that the Company's wholly owned subsidiary, Nabis AZ, LLC failed to fund the Note payable obligation in respect of an asset purchase agreement for the assets and management agreements related to the operation and management of Perpetual Healthcare Inc., the operator of the Emerald medical marijuana retail dispensary located in Arizona.*** Nabis AZ was required to make payment to the vendors under such asset purchase agreement of approximately USD $8.1 million, including accrued interest. The Company's is in the process of securing alternative financing to replace the existing Note payable; and

- November 5, 2020 – ***Nabis announced that PNTM Management Services, LLC and Nolan Ryan have filed a lawsuit against Nabis AZ, Nabis and Krytiuk in the State of Arizona.*** The lawsuit involves Nabis AZ's failure to fund its Note payable in respect of the asset purchase agreement for the assets and management agreements related to the operation and management of Perpetual.

MICHIGAN:

- ***On August 31, 2020, the Company defaulted on the mortgages relating to the Michigan properties.*** As a result of the default, ownership of the properties reverted back to the seller. At the time of default, the properties had a carrying value of $10,482,589 and associated mortgage obligations of $4,777,846, resulting in a loss on disposal of $5,704,743 recognized during the three and nine-month periods ended September 30, 2020.

CORPORATE DEVELOPMENT:

- June 29, 2020 – ***Nabis announced the deferral of quarterly debenture interest payment due June 30, 2020.*** The overall decline in the public cannabis markets, coupled with the extraordinary market conditions resulting from the global pandemic coronavirus known as COVID-19, have negatively impacted the financing markets and have caused liquidity constraints for the Company. Despite the Company's best efforts, Management has not been able to secure further rounds of financing to execute on the Company's development initiatives. The Company, because of the pandemic, will be deferring the interest payment obligation.

Per Section 13.19 of the Indenture Agreement ("Agreement"), available at www.SEDAR.com, Nabis cannot be held in breach of the Agreement if they were prevented, hindered or delayed in the performance of any provision by reason of act of an epidemic, or any other similar cause. Performance times under the Agreement shall be extended for a period equivalent to the time lost because of any delay that is excusable under Section 13.19, Force Majeure;

- July 27, 2020 – ***Nabis announced that they received a Demand for Payment from Odyssey Trust Company Ltd.*** The Company was notified after the close of business on July 24, 2020 that Odyssey Trust Company Ltd. has commenced a legal action against the Company, alleging a breach of the Indenture Agreement occurred when Nabis Holdings Inc. deferred the interest payment due to the unsecured debenture holders on June 30, 2020. The Company disagrees with the Trustee's position and will vigorously defend any steps taken by the Trustee to recover payment of the Indebtedness;

- August 19, 2020 – ***Nabis announced the Company's Board of Directors formed a Special Committee to initiate a strategic alternative review process.*** As part of this process, the Special Committee is focused on securing additional capital to meet the Company's liquidity needs, including continuing engagement with the Company's debtholders. The strategic alternative review process remains ongoing and there can be no assurance as to what, if any alternatives might be pursued by the Company.

- September 22, 2020 – ***Nabis announced changes to the Board of Directors, including the resignation of Mark Krytiuk, Chairman of the Board, the appointment of Emmanuel Paul to Chairman of the Board, and the reappointment of Independent Director James Tworek.*** The resignations of Independent Board Members Dr. Lyn-Lassiter and Yoni Ashurov were previously announced on September 18 and August 19, 2020 respectively. The Board of Directors have expanded the mandate of the Special Committee to include taking a more active role in the management of the Company, and to continue the Strategic Alternatives Review Process. As part of the Strategic Alternatives Review Process, the Special Committee remains focused on securing additional capital to meet the Company's liquidity needs, including continuing engagement with the Company's debtholders

- October 6, 2020 – ***Nabis announced the resignations of the Company's co-founders Shay Shnet, CEO and Mark Krytiuk, President and COO***. As a result of the recent changes in management of the Company, the Special Committee, comprised of Emmanuel Paul and James Tworek, will continue to take on a more active role in the management of the Company.

- October 16, 2020 – ***Nabis announces that it has commenced civil proceedings in the Arizona Superior Court and the Ontario Superior Court of Justice, both against Mark Krytiuk, the Company's former Director, President and Chief Operating Officer.*** On November 23, 2020, the Company announced that the disputes with Mr. Krytiuk have been resolved, including in respect of outstanding employment entitlements. Mr. Krytiuk has agreed to an orderly transition of his directorship and other positions and interests in Perpetual Healthcare, Inc. to a nominee of Nabis. Nabis expects that its nominee will be appointed to the board of directors of Perpetual imminently. The Legal Actions will be discontinued on a without costs and with prejudice basis.

- November 23, 2020 – ***Nabis announced that the Company had entered into a support agreement (the "Support Agreement") with certain holders of the Company's outstanding $35 million principal amount 8.0% unsecured convertible debentures.*** Pursuant to the Support Agreement, the Debentureholders have agreed to support a recapitalization plan for Nabis that will, subject to required approval of Nabis' creditors and the Ontario Superior Court of Justice, result in the recapitalization of the Debentures and all other debts of the Company. The Recapitalization is to be implemented pursuant to a proposal under the Bankruptcy and Insolvency Act of Canada (the "BIA") which was filed with the Official Receiver on November 23, 2020.

  The material terms of the Proposal are: (i) the cancellation of all of the common shares, preferred shares, warrants, stock options and any other similar equity-type securities in the capital of the Company ; (ii) all Equity Claims will be irrevocably and finally extinguished upon implementation of the Proposal; (iii) in full and final satisfaction of all Creditor claims, which will be irrevocably and finally extinguished, on the implementation date of the Proposal, Nabis shall issue and pay to each Creditor its pro rata share of: (a) 3,700,000 new common shares in the capital of the Company; and (b) new 5.3% first lien notes in the aggregate amount of $23 million due 2022 on the terms set out in the Proposal; and (iv) certain persons, including the Company and each of its affiliates and the Debentureholders party to the Support Agreement, and each of their respective former and current officers, directors, principals and employees, will receive releases of certain claims pursuant to the BIA.

  KSV Restructuring Inc. will act as proposal trustee pursuant to the BIA in respect of the Proposal. Under the Support Agreement, the Debentureholders party thereto have agreed, subject to certain conditions precedent and termination rights, to support and vote for the Proposal at the meeting of the Creditors to be held on December 14, 2020. Under the terms of the Support Agreement, Nabis has agreed to certain customary covenants and restrictions with respect to its business and operations until the Proposal has been implemented.

OVERALL PERFORMANCE

During fiscal 2019, the Company's primary focus was to secure cannabis assets in limited license states in the U.S., increase revenue and profitability at the operational dispensary in Phoenix, Arizona, and raise sufficient capital to build out assets so they become operational. This focus extended throughout the first half of fiscal 2020 and retail revenues were $4,149,947 and $10,444,683 for the three and nine-month periods ended September 30, 2020 respectively. Revenues were primarily earned from the dispensary in Phoenix which was acquired October 10, 2019. (July 31, 2019 - $nil).

SELECTED ANNUAL INFORMATION

	2019	2018	2017
Revenue	$ 2,232,396	$ -	$ -
Net loss	(26,290,647)	(5,153,690)	(308,234)
Total assets	37,506,023	1,114,534	1,439,705
Total non-current financial liabilities	26,042,253	-	-
Basic and diluted EPS	$ (0.24)	$ (0.21)	$ (0.02)

- Revenue for the year ended December 31, 2019 was $2,232,396 compared to $nil in both fiscals 2018 and 2017. Revenue in 2019 was primarily earned from the Company's dispensary in Arizona which was acquired on October 10, 2019.

- Net loss in fiscal 2019 increased significantly compared to 2018 as the Company began to execute on its plan of becoming a vertically integrated cannabis provider in multiple states across the U.S. As a result, the Company incurred significant sales and marketing, business development and professional fees. Net loss for fiscal 2018 increased compared to fiscal 2017 as the Company wrote off $3,800,000 in an uncollectible loan receivable and incurred significant consulting and professional fees in fiscal 2018 due to potential business acquisitions.
- Total assets of the Company decreased in 2018 as the Company sold a large portion of its marketable securities in the first quarter while total assets decreased slightly in 2017 compared to 2016 as in 2017, the fair value of marketable securities were less than the fair value in 2016, and loan receivable in 2017 was either written off or collected.

The above selected Annual Information in fiscal 2018 and 2017 is the result of operations of Innovative Properties Inc. prior to the Company changing its name to Nabis Holdings Inc. and focusing primarily on operations across the vertically integrated cannabis industry in the U.S.

SUMMARY OF QUARTERLY RESULTS

	September 30, 2020	June 30, 2020	March 31, 2020	Dec 31 2019[1]	July 31, 2019
Revenue	$4,149,947	$3,987,777	$2,306,959	$2,232,396	-
Cost of goods sold	(2,290,375)	(2,144,880)	(1,330,813)	(1,411,097)	-
Gross profit	1,859,572	1,842,897	976,146	821,299	-
Total operating expenses	2,434,653	(2,195,626)	(2,411,815)	(4,260,549)	(3,732,604)
Other income (expenses)	(5,112,127)	(1,849,101)	(2,253,599)	(9,799,081)	(1,433,432)
Net loss	(5,687,208)	(2,201,830)	(3,689,268)	(13,238,331)	(5,166,036)
Weighted-average number of shares outstanding	120,790,309	118,129,437	118,085,479	109,729,634	101,494,364
Loss per share	($0.06)	($0.02)	($0.03)	($0.12)	($0.05)

	30-Apr-19	31-Jan-19	Oct 31 2018	31-Jul-18
Revenue	-	-	-	-
Cost of goods sold	-	-	-	-
Gross Profit	-	-	-	-
Total operating expenses	(3,549,944)	(3,533,417)	(364,213)	(59,306)
Other income (expenses)	(680,124)	(122,795)	(3,670,727)	(20)
Net loss	(4,230,068)	(3,656,212)	(4,034,940)	(59,326)
Weighted-average number of shares outstanding	95,344,659	83,925,034	27,598,865	24,142,033
Loss per share	($0.04)	($0.04)	($0.15)	$0.00

[1] As a result of the Company changing the year end from October 31 to December 31, this period represents results of operations for the five-month period from August 1, 2019 to December 31, 2019.

Results of Operations

Retail revenue for the three and nine-month periods ended September 30, 2020 was $4,149,947 and $10,444,683 respectively. (2019-$nil). Cost of goods sold for the same periods was $2,290,375 and $5,766,068 (2019-$nil) and gross profit was $1,859,572 and $4,678,615 or 44.8% for the three month period and 44.8% for the nine month period ended September 30, 2020 (2019-$nil).

Basic and diluted loss per share for the three and nine-month periods ended September 30, 2020 was a loss of $0.06 and a loss of $0.11 per share compared to a loss of $0.11 and $0.14 per share during the three and nine-month periods ended July 31, 2019.

During the three-month period ended September 30, 2020, the Company incurred $1,973,469 in selling, general and administrative expenses ("SG&A"), a decrease of $1,661,403 or 46% when compared to $3,634,872 in the comparative three-month period ended July 31, 2019. SG&A expenses during the nine-month period ended September 30, 2020 were $5,653,465, a decrease of $3,688,101 or 40% when compared to $9,341,566 in the comparative nine-month period ended July 31, 2019.

The decrease in SG&A expenses is due to significant decreases in consulting and management fees, professional fees, business development and investor relation fees. During the comparative periods, the Company was incurring due diligence related costs to secure appropriate cannabis assets whereas the costs incurred during the current periods ended September 30, 2020 are costs incurred operating the dispensary in Phoenix, Arizona, as well as corporate costs supporting the Company's other cannabis assets.

Share-based compensation costs during the three and nine-month periods ended September 30, 2020 were $90,000 and $243,757 respectively, significantly reduced from $7,953 and $1,334,572 reported during the comparative three and nine-month periods decreased. The decrease in share-based compensation expense is due to the Company issuing fewer options during the quarter, at reduced Black Scholes valuations.

The Company reported depreciation and amortization expense of $371,184 and $1,144,874 during the three and nine-month periods ended September 30, 2020, compared to $89,779 and $139,828 in the comparative periods ended July 31, 2019. Increase in depreciation and amortization primarily relates to the amortization of intangible assets, property and equipment and right-of-use assets.

Total operating expenses decreased by $1,297,951 or 35% and $3,773,870 or 35% during the three and nine-month periods ended September 30, 2020 when compared to the three and nine-month periods ending July 31, 2019. The decrease in total operating expenses is a result of the Company's recent cost cutting exercise which has resulted in cost reductions in selling, and general and administrative expenses in fiscal 2020

OUTLOOK

Impact of Covid-19

The rapid spread of COVID-19 has affected both people and global operations and may continue to do so for the foreseeable future. The extent of the financial and operational impact of COVID-19 has yet to be fully determined.

The impact on the Company has/ may include curtailment of operations if deemed non-essential, logistic issues related to supply and delivery of products, stock market volatility which may the Company's access to market capital, revaluation of other financial assets, foreign translation risk as a result of the declining Canadian dollar, and delays in financial reporting. Canadian securities regulators have recognized the latter and provided blanket relief for filers with up to 45 day filing extensions. The Company has leveraged this for both the annual filings and first quarter reporting.

To minimize the spread of the virus and its impact on the operations, the Company has instituted measures including creating a Committee focused on consistent and open communications with the staff, implementing best in-class hygiene practices, facilitating remote work locations where possible, imposing travel restrictions and minimizing social exposure by conducting meetings remotely.

Arizona Operations

Nabis closed the Phoenix, Arizona acquisition on October 10, 2019 and continues to work diligently on improving operating efficiencies and profitability at the dispensary. The Company has launched their own "Emerald" brand of products which include shatters, wax, butter, pre-rolls, vapes, cartridges, and oral sprays. Emerald products are processed and packaged internally, resulting in reduced costs and higher profit margins.

The State of Arizona designated cannabis as an essential service during the Covid-19 lockdown restrictions so the operating hours at the dispensary were not impacted. Management and dispensary staff followed best hygiene practices and the guidelines and recommendations of the Arizona Department of Health Services to ensure the safety of staff and patients. Operational efficiencies made at the dispensary level, coupled with the positive impact on sales during the Covid-19 pandemic have resulted in unaudited retail and wholesale revenues of approximately $4,149,947 and $10,444,683 for the three and nine-month periods ended September 30, 2020. Unaudited retail and wholesale revenues during the third quarter of fiscal 2020 increased by $162,170 or 4% when compared to the retail and wholesale revenues reported during the second quarter of fiscal 2020. Gross margin reduced by 1%, decreasing from 46% to 45% for the third quarter of fiscal 2020.

Sales to date continue to meet Management's expectations however Management does expect to see a temporary decline in sales resulting from the mandatory testing requirements implemented for all medical marijuana dispensaries in the state of Arizona. Effective November 1, 2020, the Arizona Department of Health Services ("ADHS") will oversee Senate Bill 1494, which requires that all Arizona medical marijuana dispensaries must test all marijuana and marijuana products for medical use to determine unsafe levels of microbial contamination, heavy metals, pesticides, herbicides, fungicides, growth regulators and residual solvents and confirm the potency of the marijuana to be dispensed. All testing must be conducted in State certified, third-party cannabis testing laboratory facilities. There is a shortage of State certified labs and until more qualified facilities come on line, there will be delays in getting lab certified product for sale, which may result in a temporary decline in revenue.

On November 3, 2020, the voters of the state of Arizona passed Proposition 207, known as the "Smart and Safe Arizona Act" which will legalize recreational use of marijuana in the state of Arizona. Voting results need to be certified before recreational use of cannabis in Arizona is legal. Recreational sales are expected to commence around March 2021 and Management expects the legalization of the recreational cannabis market will positively impact revenue.

Michigan Operations

To continue to develop the investments in Michigan, the Company requires a significant amount of capital for construction, finishing and product purchase. In order to fund the foregoing, the Company requires outside capital. As a result of Covid-19 and the corresponding capital market volatility, as of the date of this MD&A, the Company has been unsuccessful in raising the additional debt or equity capital to fund Michigan development.

On July 29, 2020, the Company reached an agreement with the vendors of the Michigan properties and the repayment terms were modified such that the Michigan mortgages are due on August 31, 2020. The Company made a principal payment in the amount of US$75,000 and will make a final payment in the amount of US$3,315,602 on August 31, 2020. Upon receipt of the final payment, the vendors have agreed to forgive the additional US$168,816 outstanding.

On August 31, 2020, the Company was unable to secure appropriate financing and the Company defaulted on the mortgages relating to the Michigan properties. As a result of the default, ownership of the properties reverted back to the seller. At the time of default, the properties had a carrying value of $10,482,589 and associated mortgage obligations of $4,777,846, resulting in a loss on disposal of $5,704,743 recognized during the three and nine-month periods ended September 30, 2020.

CAPITAL STRUCTURE

The authorized share capital of the Company consists of an unlimited number of common shares. As of the date of this MD&A, the Company has 121,729,441 common shares issued and outstanding. In addition, there are 38,982,767 common share purchase warrants, 2,640,115 broker's warrants and 6,315,000 stock options outstanding. See "Recapitalization Plan".

Restricted Stock Units ("RSUs")

As at the report date, the Company had granted 12,325,000 RSUs, of which 11,825,000 RSUs have met the vesting conditions and have been exercised and 300,000 were forfeited upon the resignation of two of the Company's board members. The remaining 200,000 RSU's are scheduled to vest on December 31, 2020 and will be priced based on the closing share price on the CSE on the day immediately preceding the vesting date. See "Recapitalization Plan".

CAPITAL RESOURCES

The Company considers its capital structure to include debt financing, contributed capital, accumulated deficit, and any other component of Shareholder's equity. The Company's objectives when managing its capital are to safeguard its ability to continue as a going concern, to meet its capital expenditures for its continued operations, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and adjusts it as appropriate given changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new units, issue new debt, or acquire or dispose of assets. The Company is not subject to externally imposed capital requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There have been no changes to the Company's capital management approach from the year ended December 31, 2019.

The Company's capital transactions during the nine-month period ended September 30, 2020 are as follows:

In November, 2019, the Board of Directors approved the grant of an aggregate of 8,725,000 Restricted Share Units under the Company's Restricted Share Unit Plan (the "Plan") to certain Officers, Directors and Employees of the Company ("RSU Recipients"); 6,225,000 of the RSU's granted vested immediately, 2,000,000 RSU's vested on January 2, 2020, 300,000 RSU's were forfeited during the nine-month period ended September 30, 2020 and the balance of 200,000 RSU's will vest on December 31, 2020.

On July 24, 2020, the Company issued 3,600,000 RSU's to certain employees as compensation for their services to the Company and as an incentive mechanism to foster long-term commitment. Each RSU carries the right to receive one common share of the Company upon vesting. The RSU's vested immediately upon grant.

During the three and nine-months ended September 30, 2020, the Company recognized $90,000 and $200,000 respectively as share-based compensation related to RSUs (three and nine-months ended July 31, 2019- $nil).

LIQUIDITY

The Company's objective in managing liquidity risk is to maintain sufficient liquidity to meet operational and investing requirements.

At September 30, 2020, the Company had $13,051,367 in current liabilities (December 31, 2019 - $16,192,556), of which $10,664,571 relates to mortgages and notes payable in connection with the AZ acquisition (December 31, 2019 - $14,379,445).

		September 30, 2020		December 31, 2019
Current assets	$	**5,110,926**	$	3,909,163
Current liabilities		**(13,051,367)**		(16,192,556)
Working capital (deficit)	$	**(7,940,441)**	$	(12,283,393)

The Company had net losses of $6,960,087 and $12,851,155 for the three and nine-month periods ended September 30, 2020 compared to net losses of $5,166,036 and $13,052,317 for the three and nine-month periods ended September 30, 2019. At September 30, 2020, the Company has an accumulated deficit of $45,819,237 (December 31, 2019 - $32,968,082).

The Company's ability to continue as a going concern is dependent upon its ability to finance operations with revenue derived from the dispensary in Arizona, as well as new business opportunities. Future development of the Company will depend on the Company's ability to obtain additional financings. The Company has historically financed its operations primarily through the sale of share capital by way of private placements and through debenture issuance. Funding for potential future development obligations, in excess of funds on hand, will depend on the Company's ability to obtain financing through debt and equity financing, or other means. There can be no assurances that the Company will be successful in obtaining any such financing; failure to obtain such additional financing could result in the delay or indefinite postponement of further development of the Company's operations.

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel is as follows:

		September 30, 2020		July 31, 2019
Management and consulting fees	**$**	**37,500**	$	739,604
Salaries and wages		**538,695**		215,038
Share-based compensation		**200,000**		7,953
	$	**776,195**	$	962,595

At September 30, 2020, $9,161 (December 31, 2019 - $155,362) is included in trade payables and accrued liabilities for amounts owing to related parties.

OFF-BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

See "Recapitalization Plan".

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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

The Company did not have any marketable securities at September 30, 2020.

The Company determined that the carrying values of its short-term financial assets and liabilities approximate the corresponding fair values because of the relatively short periods to maturity of these instruments and the low credit risk

The carrying value of the Company's convertible debentures approximates fair value as the liability component was discounted using an estimated market rate.

There were no transfers between the levels of the fair value hierarchy during the year.

Financial Risk Factors

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market risk

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

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts and its trade receivables. Cash deposited in bank accounts held with major banks in Canada. As most of the Company's cash is held by one bank, there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash.

Historically the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and convertible debenture financing. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign currency risk.

Asset forfeiture risk

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

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is minimal.

Banking risk

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

SUBSEQUENT EVENTS

(i) The recent outbreak of the coronavirus, also known as "COVID-19," has spread across the globe and is impact on the worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The coronavirus has significantly affected the Company's ability to raise funds through debt or equity. The extent to which the coronavirus may impact the Company's business activities in the future will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. The effect that these events will have on the ability for the Company to raise capital in the future, and continue the construction of cannabis assets in the states of Arizona and Washington, and the supply of product and inventory are highly uncertain and as such, the Company cannot determine the corresponding financial impacts at this time.

(ii) On October 25, 2020, the Company's wholly owned subsidiary, Nabis AZ, LLC failed to fund the Note payable obligation in respect of an asset purchase agreement for the assets and management agreements related to the operation and management of Perpetual Healthcare Inc., the operator of the Emerald medical marijuana retail dispensary located in Arizona. Nabis AZ was required to make payment to the vendors under such asset purchase agreement of approximately USD $8.1 million, including accrued interest.

Nabis AZ has received formal written notice of its default on the Note payable. Following the lapse of a 10 business day cure period ending November 10, 2020, in addition to the acceleration of the approximately USD $8.1 million owing, the terms of the Note payable contemplate that (i) a specified representative of the vendor will be appointed to the board of directors of Perpetual, and (ii) an amended and restated operating agreement in respect of Nabis AZ will become effective, providing certain specified representatives of the vendor with an aggregate 75% membership interest in Nabis AZ with certain limited governance rights, whereby such persons will be entitled to a monthly pro rata preferred distribution in respect of their 75% aggregate membership interest until the Note payable is satisfied. The specified representative of the vendor was appointed to Perpetual's Board of Directors effective November 19, 2020.

The Company's is in the process of securing alternative financing to replace the existing Note payable.

(iii) On November 23, 2020, the Company entered into a support agreement (the "Support Agreement") with certain holders of the Company's outstanding $35 million principal amount 8.0% unsecured convertible debentures. Pursuant to the Support Agreement, the Debentureholders have agreed to support a recapitalization plan for Nabis that will, subject to required approval of Nabis' creditors and the Ontario

Superior Court of Justice, result in the recapitalization of the Debentures and all other debts of the Company. The Recapitalization is to be implemented pursuant to a proposal under the Bankruptcy and Insolvency Act of Canada (the "BIA") which was filed with the Official Receiver on November 23, 2020.

The material terms of the Proposal are: (i) the cancellation of all of the common shares, preferred shares, warrants, stock options and any other similar equity-type securities in the capital of the Company ; (ii) all Equity Claims will be irrevocably and finally extinguished upon implementation of the Proposal; (iii) in full and final satisfaction of all Creditor claims, which will be irrevocably and finally extinguished, on the implementation date of the Proposal, Nabis shall issue and pay to each Creditor its pro rata share of: (a) 3,700,000 new common shares in the capital of the Company; and (b) new 5.3% first lien notes in the aggregate amount of $23 million due 2022 on the terms set out in the Proposal; and (iv) certain persons, including the Company and each of its affiliates and the Debentureholders party to the Support Agreement, and each of their respective former and current officers, directors, principals and employees, will receive releases of certain claims pursuant to the BIA.

KSV Restructuring Inc. will act as proposal trustee pursuant to the BIA in respect of the Proposal. Under the Support Agreement, the Debentureholders party thereto have agreed, subject to certain conditions precedent and termination rights, to support and vote for the Proposal at the meeting of the Creditors to be held on December 14, 2020. Under the terms of the Support Agreement, Nabis has agreed to certain customary covenants and restrictions with respect to its business and operations until the Proposal has been implemented.

(iv) On November 25, 2020, the Company's wholly owned subsidiary Nabis Holdings Washington, LLC, entered into an Asset Purchase Agreement to sell certain assets for gross proceeds of US$125,000 which will be paid as (i) a US$25K deposit; (ii) US$50K on closing and (iii) US$50K note payable, 10% interest, due 6 months after closing. The closing of the transaction is conditional on the approval of the Washington State Liquor and Cannabis and other customary conditions. The transaction is expected to close around the end of March, 2021.

CRITICAL ACCOUNTING ESTIMATES

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and contingent liabilities at the date of the financial statements and the reported amount of revenue and expenses during the period. Actual results could differ from these estimates. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future periods include the recoverability and measurement of deferred tax assets, the valuation of marketable securities, the recoverability of receivables, the impairment of non-financial assets, and the useful life of property, plant and equipment.

Significant judgments

The preparation of these financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the

Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether the collection of revenue is reasonably assured, the determination of the functional currency, and the determination of asset acquisition vs business combination.

RISKS AND UNCERTAINTIES

The Company's risks and uncertainties are as described in the Company's annual MD&A, which can be found on SEDAR at www.SEDAR.com. See "Recapitalization Plan".

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost-effective basis.

Officers and Directors
Emmanuel Paul, Chairman of the Board
James Tworek, Independent Director
Shay Shnet, Director

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