# CAPTOR CAPITAL CORP.

## INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

## FOR THE THREE AND NINE MONTHS ENDED DECEMBER 31, 2022

## Introduction

The following interim Management's Discussion & Analysis ("Interim MD&A") of Captor Capital Corp. (the "Company" or "Captor") for the three and nine months ended December 31, 2022 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended March 31, 2022. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in accordance with section 2.2.1 of Form 51-102F1 of the National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual consolidated financial statements for the years ended March 31, 2022 and 2021, together with the notes thereto, and unaudited condensed consolidated interim financial statements for the three and nine months ended December 31, 2022, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed consolidated interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of March 1, 2023 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considered the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Captor common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on the Company's SEDAR profile at **www.sedar.com**.

## Cautionary Note Regarding Forward-Looking Information

This Interim MD&A includes "forward-looking information" and "forward-looking statements" within the meaning of Canadian securities laws and United States securities laws (collectively, "forward-looking information"). All information, other than statements of historical facts, included in this Interim MD&A that addresses activities, events or developments that the Company expects or anticipates will or may occur in the future is forward-looking information. Forward-looking information is often identified by the words "may", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" or similar expressions and includes, among others, information and statements regarding:

- the business, revenue, results and future activities of, and developments related to, the Company after the date of this Interim MD&A, including as a result of the impact of COVID-19 and planned reductions of operating (including marketing) and capital expenses, including that cost of goods sold will increase at a slower rate than revenues;
- future business strategy, competitive strengths, goals, future expansion and growth of the Company's business and operations;
- the successful implementation of cost reduction strategies and plans, expectations and any targets for such strategies and plans, including expected additional improvements in reduction of Corporate SG&A (Non-IFRS) in upcoming quarters and reductions in marketing expenditures and focus on high return on investment marketing initiatives that drive sales and profitability;

- whether any proposed transactions will be completed on the current terms and contemplated timing;
- expectations for the effects of any such proposed transactions, including the potential number and location of dispensaries or licenses to be acquired or disposed of;
- the ability of the Company to successfully achieve its business objectives as a result of completing such proposed acquisitions or dispositions;
- the contemplated use of proceeds remaining from previously completed capital raising activities;
- the application for additional licenses and the grant of licenses or renewals of existing licenses for which the Company has applied or expects to apply;
- the rollout of new dispensaries, including as to the number of planned dispensaries to be opened in the future and the timing and location in respect of the same, and related forecasts;
- the expansion into additional markets;
- expectations as to the development and distribution of the Company's brands and products;
- new revenue streams;
- the impact of the Company's digital and online strategy;
- the implementation or expansion of the Company's in-store and curbside pickup services;
- the ability of the Company to successfully execute its strategic plans;
- any changes to the business or operations as a result of any potential future legalization of adult-use and/or medical cannabis under U.S. federal law;
- expectations of market size and growth in the United States and the states in which the Company operates or contemplates future operations and the effect that such growth will have on the Company's financial performance;
- statements that imply or suggest that returns may be experienced by investors or the level thereof;
- expectations for other economic, business, regulatory and/or competitive factors related to the Company or the cannabis industry generally; and
- other events or conditions that may occur in the future.

Readers are cautioned that forward-looking information and statements are not based on historical facts but instead are based on assumptions, estimates, analysis and opinions of management of the Company at the time they were provided or made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances, and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and statements.

Forward-looking information and statements are not a guarantee of future performance and are based upon estimates and assumptions of management at the date the statements are made including among other things estimates and assumptions about:

- the impact of epidemic diseases, such as the recent outbreak of the COVID-19 pandemic;
- contemplated dispositions being completed on the current terms and current contemplated timeline;
- development costs remaining consistent with budgets;
- the ability to raise sufficient capital to advance the business of the Company and to fund planned operating and capital expenditures and acquisitions;
- the ability to manage anticipated and unanticipated costs;
- achieving the anticipated results of the Company's strategic plans;
- increasing gross margins, including relative to increases in revenue;
- the amount of savings expected from cost-cutting measures and divestitures of non-core assets, including the impact on Corporate SG&A (Non-IFRS) and EBITDA (Non-IFRS);
- favorable equity and debt capital markets;
- the availability of future funding under the Company's equity and debt finance facilities;
- stability in financial and capital markets;
- the ability to sustain negative operating cash flows until profitability is achieved;

- the ability to satisfy operational and financial covenants under the Company's existing debt obligations;
- favorable operating and economic conditions;
- political and regulatory stability;
- obtaining and maintaining all required licenses and permits;
- receipt of governmental approvals and permits;
- sustained labor stability;
- favorable production levels and sustainable costs from the Company's operations;
- consistent or increasing pricing of various cannabis products;
- the ability of the Company to negotiate favorable pricing for the cannabis products supplied to it;
- the level of demand for cannabis products, including the Company's and third-party products sold by the Company;
- the continuing availability of third-party service providers, products and other inputs for the Company's operations; and
- the Company's ability to conduct operations in a safe, efficient and effective manner.

While the Company considers these estimates and assumptions to be reasonable, the estimates and assumptions are inherently subject to significant business, social, economic, political, regulatory, public health, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking information and statements. Many estimates and assumptions are based on factors and events that are not within the control of the Company and there is no assurance they will prove to be correct.

Risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information and statements include, among others:

- uncertain and changing U.S. regulatory landscape and enforcement related to cannabis, including political risks;
- risks and uncertainties related to the recent outbreak of COVID-19 and the impact it may have on the global economy and retail sector, particularly the cannabis retail sector in the states in which the Company operates, and on regulation of the Company's activities in the states in which it operates, particularly if there is any resurgence of the pandemic in the future;
- the inability to raise necessary or desired funds;
- risks related to future acquisitions or dispositions, resulting in unanticipated liabilities;
- reliance on the expertise and judgment of senior management of the Company;
- adverse changes in public opinion and perception of the cannabis industry;
- risks relating to anti-money laundering laws and regulation;
- risks of new and changing governmental and environmental regulation;
- risk of costly litigation (both financially and to the brand and reputation of the Company and relationships with third parties);
- risks related to contracts with and the inability to satisfy obligations to third-party service providers;
- risks related to the unenforceability of contracts;
- the limited operating history of the Company;
- risks inherent in an agricultural business;
- risks related to proprietary intellectual property and potential infringement by third parties;
- risks relating to regulatory actions and approvals from the Food and Drug Administration and risks of litigation;
- risks relating to financing activities including leverage;
- the inability to effectively manage growth;
- costs associated with the Company being a publicly traded company;
- the dilutive impact of raising additional financing through equity or convertible debt given the decline in the Company's share price;

- increasing competition in the cannabis industry;
- legal and regulatory risks inherent in the cannabis industry;
- increases in energy costs and other input costs;
- risks associated with cannabis products manufactured for human consumption, including potential product recalls;
- inputs, suppliers and skilled labor being unavailable or available only at uneconomic costs;
- breaches of and unauthorized access to the Company's systems and related cybersecurity risks;
- constraints on marketing cannabis products;
- risks relating to the ongoing conflict in eastern Europe;
- risks relating to supply chain constraints;
- fraudulent activity by employees, contractors and consultants;
- tax and insurance related risks, including any changes in cannabis or cultivation tax rates;
- risks related to the economy generally;
- conflicts of interest of management and directors;
- failure of management and directors to meet their duties to the Company, including through fraud or breaches of their fiduciary duties;
- risks relating to certain remedies being limited and the difficulty of enforcement of judgments and effect service outside of Canada;
- sales by existing shareholders negatively impacting market prices;
- the limited market for securities of the Company; and
- limited research and data relating to cannabis.

Readers are cautioned that the foregoing lists are not exhaustive of all factors, estimates and assumptions that may apply to or impact the Company's results. Although the Company has attempted to identify important factors that could cause actual results to differ materially from the forward-looking information and statements contained in this Interim MD&A, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such forward-looking information and statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such information and statements. Accordingly, readers should not place undue reliance on forward-looking information and statements. The forward-looking information and statements contained herein are presented to assist readers in understanding the Company's expected financial and operating performance and the Company's plans and objectives and may not be appropriate for other purposes.

The forward-looking information and statements contained in this Interim MD&A represent the Company's views and expectations as of the date of this Interim MD&A unless otherwise indicated. The Company anticipates that subsequent events and developments may cause its views and expectations to change. However, while the Company may elect to update such forward-looking information and statements at a future time, it has no current intention of and assumes no obligation for doing so, except to the extent required by applicable law.

## Description of Business

Captor was incorporated under the laws of the Province of Ontario, Canada by articles of incorporation on September 26, 2003 and Captor's outstanding common shares became publicly listed on March 19, 2004 on the TSX Venture Exchange (the "Exchange") under the symbol "NWT". Subsequently, the Company's outstanding common shares were listed on the OTCBB under the symbol "NWURF" and on the Frankfurt Exchange. The Company de-listed its common shares from the Exchange on June 1, 2017 and submitted an application for listing its common shares on the Canadian Securities Exchange ("CSE"). The delisting of the Company's shares from the Exchange was done pursuant to a resolution approved by shareholders that was passed on December 16, 2016. On October 30, 2017, the common shares of Captor commenced trading on the CSE under the symbol "CPTR".

The Company is a cannabis operating company with licences for retail in the State of California, the largest cannabis consumer market in the USA. Currently, the Company has nine cannabis dispensaries, which operate under the proprietary name "One Plant", located in Santa Cruz, Antioch, El Sobrante, Salinas, Lompoc, Goleta, Atwater, Palm Springs and Castroville (the "Dispensaries"). The One Plant stores are known for having a diverse set of competitively priced high quality product brands and an excellent budtender led customer service. Supplementing the brick and mortar retail presence is the Company's direct to consumer delivery business, which also operates under the One Plant brand.

Captor maintained focus on the synergy between its brick and mortar retail and delivery service growth in the through e-commerce. One Plant released an enhanced e-commerce site updating the user interface and brand imaging, further integrating the existing digital assets and leveraging the Company's online presence and improved analytics to drive sales and customer acquisition.

In August 2020, the Company entered into a joint venture with Three Habitat Consulting Holdco Inc. ("Three Habitat") and now holds a 51 percent stake in Captor Retail Group Inc. ("CRG"). CRG owns and operates the Dispensaries.

The existing infrastructure of Captor's cannabis retail operations are sophisticated retail outlets, utilizing proprietary analytics to increase efficiencies and profitability. As retail dispensaries are opened, Captor will benefit from economies of scale and will realize a direct impact to EBITDA (non-IFRS) while maintaining their consumer-focused approach.

Captor also benefits from both the geographic location of its dispensaries and the footprint of the physical buildings that house the retail dispensaries. Geographically, the retail locations are well-positioned in mature counties in California where adult-use is legal. Moreover, the physical locations are ideal to support a robust delivery platform, allowing for immediate access to some of California's most densely populated markets without the burden of paying premium rents.

## Highlights

- On July 18, 2022, the Company announced that it entered into a binding letter of intent (the "LOI") dated July 15, 2022, with UK-based Rimstock Holdings Limited ("Rimstock") in respect of a proposed business combination pursuant to which the Company will acquire 64.11% of Rimstock in exchange for share capital in the Company and cash considerations, which will result in the reverse takeover of Captor Capital by Rimstock (the "Transaction").

  It is currently contemplated that the Transaction will be effectuated by way of a share exchange of common shares of the Company for common shares of Rimstock (the "Share Exchange"). The resulting issuer that will exist upon completion of the Transaction (the "Resulting Issuer") will change its business from cannabis to the electric and luxury vehicle industry. Upon closing of the Transaction (the "Closing"), it is expected that shareholders holding 64.11% of Rimstock will hold 72% of the issued and outstanding shares of the Resulting Issuer (the "Resulting Issuer Shares") and current shareholders of Captor Capital will hold 28% of the issued and outstanding Resulting Issuer Shares (on a non-diluted basis).

  The LOI contemplates that Captor and Rimstock will negotiate and enter into a definitive agreement in respect to the Transaction, pursuant to which it is anticipated that the Company will acquire 64.11% of Rimstock's issued and outstanding share capital in exchange for the aggregate purchase price of USD $31,745,208 (the "Purchase Price"), which shall be paid in the following amounts:

  - ✓ USD $22,245,208 in shares of the Company with a deemed value of CAD $0.25 per share, due upon the Closing;
  - ✓ USD $7,000,000 in cash, which shall be reserved in the treasury of the Company for use by the Resulting Issuer as working capital; and

- ✓ USD $2,500,000 in cash as a non-refundable deposit, which will be converted into shares of Rimstock at a fully-diluted valuation of USD $49,520,000 upon the earlier of: (i) the Closing; or (ii) the expiration of the exclusivity period set out under the LOI, which is 180 days from the date of the LOI.

Any additional cash in the treasury of the Company as of the Closing in excess of USD $7,000,000 (less transaction fees) will be credited to the benefit of the Company's existing shareholders.

## Corporate Objective and Strategy

The objective of the Company with respect to its current operations is to provide its shareholders with long-term capital growth by improving the operating efficiencies and market share of its current operations, with a focus on EBITDA (non-IFRS) enhancement, and through acquisitions with direct revenue, cost and/or financial synergies.

On June 21, 2022, the board of directors initiated a process to identify, examine and pursue strategic alternatives to the Company's current business. (the "Strategic Review"). Brady Cobb, a cannabis industry veteran, has been named as the interim chairman of the board of directors, effective July 1, 2022, to oversee the leadership of the Company and the Strategic Review process with an eye towards maximizing operational efficiencies and charting the most accretive path forward to maximize shareholder value. The strategic alternatives being pursued include the potential sale of all or a material portion of the Company's 51% equity interest in CRG, either in one transaction or in a series of transactions, with the net proceeds being paid out through dividends to the shareholders of the Company on a pro-rated basis.

The Company is currently working towards completing the Transaction with Rimstock, and will continue to review other strategic investments.

### Captor Retail Group Update

Adam Wilks, formally the COO of Three Habitat, maintains the role of CEO of CRG and manages the day-to-day operations of all operational Dispensaries.

Mr. Wilks continues to lead an experienced team with strong background in retail operations as well as highly educated, well-trained budtenders to lead the front-line customer engagement. Retail managers and front-line leadership from Captor are blending a select breed of operators that hail from cannabis retail and food and beverage ("F&B") service backgrounds, combining strong operations efficacy, extensive cannabis sector expertise, and corporate management experience.

Increasing the retail footprint from two to nine locations and increasing retail revenue has supported supply chain improvements for the network of stores. Aggressive expansion and a continued commitment to revenue growth have resulted in a variety of one-time charges for the Company including but not limited to, cost of acquiring leases, salaries of those involved in expansion, organizational costs of such M&A activity and general G&A. Captor remains confident the growth strategy will increase purchasing power, continue to streamline supply chains, and centralize business activities in the long-term. The growth-related expenses will support the development of operational effectiveness and economies of scale.

In addition to the instore retail operations expansion, the e-commerce experience is being revamped as growth in this business unit has not been inline with what was initially expected. CRG has retooled the customer loyalty program and launched their customer-facing app available in both the AppStore and Goggle Play. The opportunity to have an increased online presence has increased since Covid-19, yet the resources available to the traditional retail markets is not readily available to the cannabis sector. Limited traditional online marketing coupled with financial regulatory restrictions create hurdles that are continuously navigated. The Company has incurred various one-time charges relating to growth and expansion initiatives.

CRG has grown from six operational dispensaries to nine operational dispensaries. The employee count increased from 118 to 140 full and part-time employees.

**Retail Opportunities**

CRG has been able to focus on its strong base position in the Northern California cannabis market as a direct result of having sourced prime retail locations in Antioch, El Sobrante, Atwater, Santa Cruz, Castroville, Salinas, Lompoc, Goleta, and Palm Springs.

In August 2020, CRG continued to grow its retail presence to include the Bay Area, Santa Cruz, Monterey and Santa Barbara markets with a joint venture with Three Habitat. The current combined retail footprint consists of nine operating dispensaries. CRG's retail footprint allows for both in-store and delivery transactions. The CRG has maximized opportunities to expand its e-commerce platform to capitalize on a fluid technology retail marketplace. Online ordering, delivery and express pickup have allowed CRG to service their customers in a manner that other mature retail and F&B sectors have obtained.

The acquisition is in line with CRG's strategy of building a leading cannabis retail, e-commerce, and delivery hub in the lucrative, but less competitive and costly Northern California market. The resulting retail footprint of Dispensaries makes CRG one of the largest retailers in Northern California, expanding the team of experienced operators, benefitting from increased buying power and economies of scale while leveraging expertise and established infrastructure to support the retail network. CRG continues to source opportunities for acquisition and remains focused on the efficient buildout of its current licenses.

**Ancillary Revenue Opportunities**

CRG is also investing in additional resources and support to expand and improve its current direct to consumer delivery service, which has tremendous growth potential. The direct-to-consumer model allows the Company to leverage its bricks and mortar store to deliver products to a much larger customer base with minimal incremental costs. Having the current geographic cluster of stores allows management to achieve maximum impact under the current delivery manifest rule limitations.

CRG will pursue licensing agreements in lieu of the Company's own brand to allow CRG to avoid incurring direct costs associated with having its own brand.

**COVID-19 Response**

On January 30, 2020, the World Health Organization declared the coronavirus outbreak ("COVID-19") a "Public Health Emergency of International Concern" and on March 10, 2020, declared COVID-19 a pandemic. The pandemic has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. In response, Captor has shifted its strategic approach and the manner in which it operates its business to continue providing affordable and high-quality products to customers and ensure that its workplace and stores have appropriate measures in place to limit social interactions and enforce social distancing measures. The Company has also taken steps to alter its marketing methods, conserve cash, and align its overall strategic direction to preserve the health of its business.

As of the issuance of this report, the Company's operations have not been significantly impacted as cannabis has been deemed an essential service in the state of California since March 2020. At this point, the extent to which COVID-19 may impact the Company is uncertain; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

## Overall Performance

### Corporate

As noted above, the Company has initiated a Strategic Review process, and has entered into a binding LOI with Rimstock to complete the proposed Transaction. There are no assurances that the Transaction will be closed.

### Captor Retail Group

Considering the changing retail landscape due to COVID-19, CRG maintains a cautionary approach to its growth strategy and a keen focus on maximizing revenues from its current investments. CRG's retail footprint will support top line revenue expansion while strict standard operating procedures, centralized business activities, and a comprehensive enterprise mentality will correlate to income statement improvements and stabilize the assets earlier in their life cycle.
Developing retail locations in mature, high-density markets, CRG will continue to benefit from brand awareness and social engagement. Economies of scale will drive down costs and create value as product purchasing power increases. CRG is well positioned for profitability and will continue to draw top talent from the cannabis sector while engaging a growing client base because of its organized retail strategies that remain in line with the ethos of the California cannabis culture

### California Legal Framework and how it Affects our Business

The State of California legalized medical-use cannabis in 1996 and adult-use cannabis in 2016. Permitted products include extracted oils, edibles and flowers, all of which may be distributed by delivery or wholesale.

California's licensing body for medical and adult-use cannabis is the Department of Cannabis Control ("DCC"). There is no limit to the number licenses California may issue, however, some jurisdictions have a limit on the number of licenses they will issue. Each license grants one licensed premise and the main classes of licenses are: cultivation, retailer, distributor, manufacturer, microbusiness, event organizer, and testing laboratory. Additionally, license may not be held by, or issued to, any person holding office in, or employed by, any agency of the State of California or any of its political subdivisions when the duties of such person are associated with enforcement of laws or regulations regarding cannabis or cannabis products. There are no requirements for vertical integration, however, California does define specific cultivation license types by canopy size.

Edibles labeled as "FOR MEDICAL USE ONLY" and only available for sale to a medicinal-use patient, may contain up to 500mg THC per package (adult use limit is 100mg THC/package). Topical products labeled as "FOR MEDICAL USE ONLY" and only available for sale to a medicinal-use patient, may contain up to 2000mg THC per package (adult use limit is 1000mg THC/package).

The Company conducts its operations in California in compliance, in material respects, with each regulation applicable to it in such state.

## Summary of Quarterly Results

| Three Months Ended | Revenue ($) | Income or (Loss) Total ($) | Income or (Loss) Basic and diluted income (loss) per share [9] ($) | Total assets ($) |
|---|---|---|---|---|
| December 31, 2022 | 10,874,550 | (840,509) [1] | (0.02) | 58,702,712 |
| September 30, 2022 | 10,724,041 | 2,221,359 [2] | 0.04 | 59,894,692 |
| June 30, 2022 | 11,072,809 | (1,236,234) [3] | (0.02) | 57,010,880 |
| March 31, 2022 | 9,097,203 | (11,868,244) [4] | (0.23) | 56,416,523 |
| December 31, 2021 | 8,404,525 | (2,449,859) [5] | (0.05) | 66,940,690 |
| September 30, 2021 | 8,465,787 | (2,278,878) [6] | (0.04) | 68,706,010 |
| June 30, 2021 | 6,769,946 | (1,804,064) [7] | (0.03) | 69,170,836 |
| March 31, 2021 | 4,337,656 | (4,104,393) [8] | (0.11) | 60,310,334 |

(1) Net loss of $840,509 consisted primarily of general and administrative expenses of $4,742,326 and was offset by gross profit of $4,530,146.

(2) Net income of $2,221,359 consisted primarily of general and administrative expenses of $4,779,255 offset by gross profit of $4,289,430 and foreign exchange gain of 2,759,770.

(3) Net loss of $1,236,234 consisted primarily of general and administrative expenses of $4,800,136 offset by gross profit of $3,844,775.

(4) Net loss of $11,868,244 consisted primarily of general and administrative expenses of $5,961,867 and impairment of goodwill of $5,018,993 offset by gross profit of $3,693,197.

(5) Net loss of $2,449,859 consisted primarily of general and administrative expenses of $4,252,365 offset by gross profit of $3,434,186.

(6) Net loss of $2,278,878 consisted primarily of general and administrative expenses of $5,386,872 offset by gross profit of $3,124,031.

(7) Net loss of $1,804,064 consisted primarily of general and administrative expenses of $3,216,202 and unrealized loss on investment at fair value of $514,237 and was offset by gross profit of $2,055,798 and realized gain on investment at fair value of $347,742.

(8) Net loss of $4,104,393 consisted primarily of general and administrative expenses of $5,113,626 and income tax expense of $1,287,301 and was offset by gross profit of $1,373,591 and realized and unrealized gain on investment at fair value of $459,266 and $359,233, respectively.

(9) Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

## Results of Operations

**For the three months ended December 31, 2022 compared with the three months ended December 31, 2021:**

For the three months ended December 31, 2022, the Company's net loss was $840,509 ($0.02 per share), compared to net loss of $2,449,859 ($0.05 per share) for the three months ended December 31, 2021. The decrease in net loss of $1,609,350 is a result of the following:

- During the three months ended December 31, 2022, the Company recorded a gross profit of $4,530,146 from the sale of cannabis at its retail dispensaries compared to $3,434,186 in the 2021 comparative period.
- Foreign exchange loss decrease in the three months ended December 31, 2022 to $408,283 from a loss of $1,201,157 in the comparative period in 2021. This resulted from the strengthening of the United States dollar against the Canadian dollar in the current period.
- Unrealized loss on investment at fair value decreased to $76,862 for the three months ended December 31, 2022 from $302,063 for the three months ended December 31, 2021 due to changes in the fair value of the Company's investments.

A breakdown of general and administrative expenses for the three months ended December 31, 2022 and 2021 is provided below.

| Three Months Ended December 31, | 2022 ($) | 2021 ($) | Variance ($) |
|---|---|---|---|
| Management and administrative services | 170,968 | 142,689 | 28,279 |
| Professional fees (i) | 300,217 | 697,717 | (397,500) |
| Operational expenses (ii) | 3,317,108 | 2,311,050 | 1,006,058 |
| Travel expenses | 6,332 | 29,142 | (22,810) |
| Regulatory fees | 10,106 | 23,181 | (13,075) |
| Share based compensation | nil | 232,400 | (232,400) |
| Interest and penalty | 130,406 | 1,914 | 128,492 |
| Depreciation | 137,962 | 122,844 | 15,118 |
| Accretion | 292,930 | 310,626 | (17,696) |
| Amortization – right of use assets | 376,297 | 380,802 | (4,505) |
| | 4,742,326 | 4,252,365 | 489,961 |

(i) The decrease in professional fees in 2022 of $397,500 resulted from the reduced need for professional services in 2022.

(ii) There was an increase in operational expenses of $1,006,058 in 2022 compared to the 2021 comparable period. Operational expenses include insurance, indirect costs of the retail cannabis operations and various administrative costs of the Company. The increase in the 2022 period resulted from higher overall costs and the absence of governments grants in 2022.

**For the nine months ended December 31, 2022 compared with the nine months ended December 31, 2021:**

For the nine months ended December 31, 2022, the Company's net income was $144,616 ($0.00 per share), compared to net loss of $6,532,801 ($0.13 per share) for the nine months ended December 31, 2021. The increase in net income of $6,677,417 is a result of the following:

- During the nine months ended December 31, 2022, the Company recorded a gross profit of $12,664,351 from the sale of cannabis at its retail dispensaries compared to $8,614,015 in the 2021 comparative period.
- Foreign exchange gain increase in the nine months ended December 31, 2022 to $2,372,599 from a loss of $1,223,494 in the comparative period in 2021. This resulted from the strengthening of the United States dollar against the Canadian dollar in the current period.
- Unrealized gain on investment at fair value increased to $334,604 for the nine months ended December 31, 2022 from a loss of $718,883 for the nine months ended December 31, 2021 due to changes in the fair value of the Company's investments.

A breakdown of general and administrative expenses for the nine months ended December 31, 2022 and 2021 is provided below.

| Nine Months Ended December 31, | 2022 ($) | 2021 ($) | Variance ($) |
|---|---|---|---|
| Management and administrative services (i) | 471,992 | 1,284,816 | (812,824) |
| Professional fees (ii) | 1,297,549 | 2,404,225 | (1,106,676) |
| Operational expenses (iii) | 9,844,228 | 5,724,814 | 4,119,414 |
| Travel expenses | 13,725 | 55,066 | (41,341) |
| Regulatory fees | 34,643 | 93,504 | (58,861) |
| Share based compensation | nil | 840,853 | (840,853) |
| Interest and penalty | 132,022 | 7,966 | 124,056 |
| Depreciation | 424,342 | 342,848 | 81,494 |
| Accretion | 878,018 | 949,161 | (71,143) |
| Amortization – right of use assets | 1,225,198 | 1,152,186 | 73,012 |
| | 14,321,717 | 12,855,439 | 1,466,278 |

(i) The decrease in management and administrative services in 2022 of $812,824 resulted from the absence of bonuses in 2022.

(ii) The decrease in professional fees in 2022 of $1,106,676 resulted from the reduced need for professional services in 2022.

(iii) There was an increase in operational expenses of $4,119,414 in 2022 compared to the 2021 comparable period. Operational expenses include insurance, indirect costs of the retail cannabis operations and various administrative costs of the Company. The increase in the 2022 period resulted from higher overall costs and the absence of governments grants in 2022.

## Liquidity and Financial Position

As at December 31, 2022, the Company had a consolidated cash balance of $15,867,355 compared to $20,318,036 at March 31, 2022. The Company had a working capital of $16,597,104 as at December 31, 2022, compared to a working capital of $17,102,922 at March 31, 2022.

The activities of the Company, which consist of the sale of cannabis products and acquisition of investments in a diversified portfolio of public companies and commodities, are financed through cash, as well as the completion of equity offerings and the exercise of stock options and warrants.

Current liabilities increased from $10,640,957 at March 30, 2022 to $13,341,851 as at December 31, 2022. Current liabilities related primarily to the retail dispensary operations.

As of December 31, 2022, and to the date of this MD&A, the cash resources of the Company are held with select financial institutions in Canada and the United States. At December 31, 2022, the Company's current liabilities consisted primarily of trade payables, loans payable, lease liabilities and income taxes payable. Accounts payable and accrued liabilities are in the ordinary course of business, short term and non-interest bearing.

The Company's use of cash at present occurs principally in two areas: the funding of its general and administrative expenditures as it develops the needed infrastructure, and its cannabis related acquisitions. In connection with the Company's operating and investment activities, the Company will seek to raise capital primarily through the issuance of equity securities. The Company has sufficient capital to meet its ongoing operating and investment activities.

## Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Remuneration of directors and key management of the Company was as follows:

| Fees | Three Months Ended December 31, 2022 $ | Three Months Ended December 31, 2021 $ | Nine Months Ended December 31, 2022 $ | Nine Months Ended December 31, 2021 $ |
|---|---|---|---|---|
| Kyle Appleby (1) | 20,000 | 15,000 | 50,000 | 45,000 |
| Bryan Reyhani (1) | 5,000 | 15,000 | 35,000 | 55,000 |
| Mark Klein (1) | 20,000 | 15,000 | 50,000 | 52,500 |
| Alex Spiro (1) | nil | 15,000 | 30,000 | 35,000 |
| Brady Cobb (1) | 50,484 | 15,000 | 121,508 | 35,000 |
| Alegana Enterprises Ltd. ("Alegana") (2) | 75,484 | 55,000 | 185,484 | 665,000 |
| 2249872 Ontario Ltd. (1)(3) | nil | nil | nil | 40,000 |
| Marrelli Support Services Inc. ("MSSI") (4) | 12,485 | 12,400 | 82,908 | 80,575 |
| Totals | 183,453 | 142,400 | 554,900 | 1,008,075 |

| **Share based compensation** | **Three Months Ended December 31, 2022 $** | **Three Months Ended December 31, 2021 $** | **Nine Months Ended December 31, 2022 $** | **Nine Months Ended December 31, 2021 $** |
|---|---|---|---|---|
| Kyle Appleby (1) | nil | 48,174 | nil | 174,300 |
| Bryan Reyhani (1) | nil | 48,174 | nil | 174,300 |
| Mark Klein (1) | nil | 48,174 | nil | 174,300 |
| Alegana Enterprises Ltd. (“Alegana”) (2) | nil | 48,174 | nil | 174,300 |
| Brady Cobb (1) | nil | 19,852 | nil | 71,826 |
| Alex Spiro (1) | nil | 19,852 | nil | 71,827 |
| 2249872 Ontario Ltd. (1)(3) | nil | nil | nil | nil |
| **Totals** | **nil** | **232,400** | **nil** | **840,853** |

(1) Fees paid to directors of the Company. Included in accounts payable and accrued liabilities at December 31, 2022, is $nil (March 31, 2022 - $50,000) due to directors of the Company.

(2) Alegana is a company controlled by Mr. John Zorbas, the President and Chief Executive Officer (“CEO”) of the Company. Alegana provides consulting services to the Company for $220,000 a year under the terms of a written contract that runs for an indefinite term. The consulting fees paid to Alegana are for the function of the President which include, but are not limited to, managing the capital structure and current investment portfolio of the Company. Alegana may receive, at the sole discretion of the board of directors, a performance bonus of up to 400% of the annual consulting fee payable by the Company to Alegana.

Upon termination of Alegana by the Company without cause or a termination following a change of control, the Company is obligated to pay Alegana: (a) 1.5 times Alegana's annual consulting fee; and (b) an amount equal to 1.5 times the amount of all bonuses John Zorbas received for the most recent calendar year ended prior to the termination date or 2 times the amount of Alegana's annual consulting fee should John Zorbas not have received a bonus for the most recent calendar year ended prior to the termination date. Upon termination of Alegana under any other circumstances, the Company is not obligated to pay Alegana any penalty.

(3) 2249872 Ontario Ltd. is a company controlled by Henry Kloepper, a former director and former CEO of Captor. Mr. Kloepper. The Company has no ongoing contractual obligation or commitment to 2249872 Ontario Ltd.

(4) Mr. Jing Peng, the Chief Financial Officer (“CFO”), is a senior employee of MSSI. The management fees paid to MSSI relate to CFO function performed by Mr. Peng which includes the reporting of financial information and the safeguard of the Company's assets. Included in accounts payable and accrued liabilities at December 31, 2022 is $58,871 (March 31, 2022 – $7,605) owing to MSSI. The Company has no ongoing contractual obligation or commitment to MSSI.

## Off-Balance-Sheet Arrangements

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

## Proposed Transactions

There are no material proposed transactions as of the date of this MD&A, except for those disclosed in "Highlights" above.

## Recent accounting pronouncements

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for annual periods beginning on or after January 1, 2021 or later periods.

*Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)*

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place "at the end of the reporting period".
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2022. There is currently a proposal in place to extend effective date for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

## Outstanding Share Data

The number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Captor as at March 1, 2023 are as follows:

| **Securities** | **As at March 1, 2023** |
|---|---|
| Common shares outstanding | 52,095,600 |
| Stock options | 4,658,626 |
| Warrants | 6,400,431 |
| **Total securities** | **63,154,657** |

## Disclosure Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date at and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which does not 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 NI 52-109. In particular, the certifying officers filing this certificate 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 issuer 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 issuer's generally accepted accounting principles (IFRS). 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 are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk and Uncertainties" in the Company's MD&A for the fiscal year ended March 31, 2022, available on SEDAR at **www.sedar.com**.