



**QUINSAM CAPITAL CORPORATION**

**Management's Discussion and Analysis**

**For the Year Ended December 31, 2020**

**April 28, 2021**

## **Quinsam Capital Corporation**

Management's Discussion and Analysis  
For the Year Ended December 31, 2020

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The following Management's Discussion and Analysis ("MD&A") constitutes management's assessment of the financial condition and results of operations of Quinsam Capital Corporation ("Quinsam", the "Company" or "We") for the year ended December 31, 2020. It is supplemental to and should be read in conjunction with the audited financial statements of Quinsam for the years ended December 31, 2020 and 2019 (the "2020 Financial Statements"). Except as otherwise indicated (see "Use of Non-IFRS Financial Measures" section in this MD&A), the 2020 Financial Statements and the financial information contained in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments considered necessary for a fair presentation have been included. In preparing this MD&A, management has taken into account information available up to April 28, 2021, and all figures are reported in Canadian dollars ("\$" or "CAD") unless otherwise stated.

This MD&A has been prepared to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations of the Canadian Securities Administrators ("CSA") and Staff Notice 51-352 (Revised) *Issuers with U.S. Marijuana-Related Activities* (the "Staff Notice").

### **About Quinsam Capital Corporation**

Quinsam was incorporated under the Canada Business Corporations Act on March 18, 2004 in the Province of British Columbia. The Company is a merchant banking firm focused on the small-cap market with early-stage investments in the technology, healthcare, e-sports, and cannabis markets. The Company's business may encompass a wide range of activities including acquisitions, advisory services, lending activities and portfolio investments. Quinsam invests its capital for its own account in assets, companies or projects which management believes are undervalued and where we see a viable plan for unlocking such value. The Company does not invest on behalf of any third-party and does not offer investment advice.

The Company's common shares are listed on the Canadian Securities Exchange (the "CSE") under the ticker symbol "QCA".

The Company's registered office address is at 77 King Street West, Suite 2905, Toronto, Ontario, M5K 1H1, Canada.

### **Outlook**

Canadian capital markets have been extremely volatile in the past year as a result of the novel coronavirus ("COVID-19") pandemic. The pandemic initially brought about a very negative market tone, which has since been followed by a more buoyant market sentiment. There has been strength in many small cap sectors including technology, mining, health care and cannabis. The Company is hopeful that recent market trends will continue. However, there is substantial uncertainty about future economic conditions.

While the legislative climate for cannabis remains in flux in the United States (the "U.S."), Quinsam believes that, if progress with legalization reforms continues in the U.S., merger & acquisition ("M&A") activities in the U.S. market will increase. With Canadian legalization of recreational cannabis and edibles having already laid the foundation for the industry, the Company expects to continue providing assistance to our investee companies as they look to make acquisitions, undertake M&A transactions, and undertake other strategic growth initiatives.

Quinsam will continue to consider new cannabis sector investments. However, management is increasingly interested in investments in other small cap market sectors.

### **Recent Developments**

On May 26, 2020, Peter Bilodeau resigned from his roles as President and director of Quinsam. The Company does not currently plan on appointing a new President at this time.

On May 29, 2020, the Company paid its Q1 2020 quarterly dividend of \$0.00125 per share, to shareholders of record on May 8, 2020.

On July 17, 2020, the Company held its annual general and special meeting ("AGM") of shareholders. Roger Dent, the Company's Chief Executive Officer ("CEO"), Eric Szustak, the Company's Chairman, Adam Szweras, Ross Geddes and Anthony Roodenburg were elected directors and to hold office until the close of the next AGM.

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On August 20, 2020, Adam Szweras resigned as a director of the Company.

On August 25, 2020, the Company granted 2,500,000 stock options to various officers and directors. The options are exercisable at \$0.13 per share and vest quarterly over three years.

On August 26, 2020, the Company paid its Q2 2020 quarterly dividend of \$0.00125 per share, to shareholders of record on August 10, 2020.

On November 25, 2020, the Company paid its Q3 2020 quarterly dividend of \$0.00125 per share, to shareholders of record on November 4, 2020.

On February 25, 2021, the Company paid its Q4 2020 quarterly dividend of \$0.00125 per share, to shareholders of record on February 4, 2021.

On April 28, 2021, the Board also approved a quarterly dividend of \$0.00125 per share. The dividend distribution will be paid on May 28, 2021, to shareholders of record on May 7, 2021. It will mark the 27<sup>th</sup> consecutive quarter in which Quinsam had issued dividends to its shareholders.

**Impact of COVID-19**

On January 30, 2020, the World Health Organization (the "WHO") declared the COVID-19 outbreak a global health emergency, and on March 11, 2020, the spread of COVID-19 was declared a global pandemic by the WHO. At the time of issuance of this MD&A, the COVID-19 outbreak continues to evolve, and has had far-reaching impacts on businesses and individuals globally. As Quinsam has operated on a "virtual basis" for a number of years, the general closure of non-essential businesses in response to the outbreak has not significantly impacted the Company's day-to-day operations.

As the COVID crisis continued to progress, it was generally reported that there was increasing consumer interest in legal cannabis products. In Canada, there had also been general progress in the rollout of edible products and retail locations. As a result of these factors and a general improvement in market conditions, Quinsam has seen a rebound in our investment portfolio and the market since the fall-out in March 2020. That being said, overall market conditions remain extremely volatile and at times, irrational. Until economies stabilize and that the vaccine rollout will be complete, management will remain cautious in overseeing its investment portfolio.

**Canadian Companies with U.S. Marijuana-Related Assets**

On February 8, 2018, the CSA published the Staff Notice, which provides specific disclosure expectations for issuers that currently have, or are in the process of developing, cannabis-related activities in the U.S. as permitted within a particular state's regulatory framework. All issuers with U.S. cannabis-related activities are expected to clearly and prominently disclose certain prescribed information in required disclosure documents.

Such disclosure includes, but is not limited to: (i) a description of the nature of a reporting issuer's involvement in the U.S. cannabis industry; (ii) disclosure that cannabis is illegal under U.S. federal law and that enforcement of relevant laws is a significant risk; (iii) related risks including, among others, the risk that third-party service providers could suspend or withdraw services and the risk that regulatory bodies could impose certain restrictions on the issuer's ability to operate in the U.S.; and (iv) a discussion of the reporting issuer's ability to access public and private capital, including which financing options are and are not available to support continuing operations. Additional disclosures are required to the extent a reporting issuer is deemed to be directly or indirectly engaged in the U.S. cannabis industry, or deemed to have "ancillary industry involvement", all as further described in the Staff Notice.

At this time, Quinsam's involvement in the U.S. cannabis industry is limited and its industry involvement of cannabis activities is "Indirect" through investments in certain entities (the "Investees") operating in the U.S. cannabis industry. In addition, the Company does not operate, nor control any entities that is directly engaged in the cultivation or distribution of cannabis in accordance with a U.S. state license. As a result of the Investees having cannabis operations in the U.S. (as described below), the Company is subject to the requirements of the Staff Notice and accordingly provides the following disclosures:

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*Compliance with applicable state laws in the U.S.*

The Company has not obtained legal advice regarding compliance with applicable state regulatory frameworks and exposure and implication arising from U.S. federal laws in the states where its Investees conduct operations. For each of the Investees involved in the U.S. cannabis industry listed in the below summary, to the best of the Company's knowledge, we are not aware of any non-compliance with applicable licensing requirements and the regulatory framework enacted by the applicable U.S. state for any of such Investees' business and the Company is not aware of: (i) any non-compliance by these Investees with respect to cannabis-related activities, or (ii) any notices of violation with respect to any Investees' cannabis-related activities by its respective regulatory authorities.

*Nature of investments with U.S. cannabis-related activities*

Blackshire Capital Corp. (California, Washington)

In October 2018, Quinsam subscribed for units of Blackshire Capital Corp. ("Blackshire") for \$385,000 through a private placement. Each unit is comprised of one common share and a half warrant exercisable for 24 months. Blackshire is a principal investor and asset manager, focused on investing growth capital in the securities of private cannabis companies on a global basis. It is currently invested in emerging cannabis companies operating out of Canada, in the states of California and Washington, respectively.

C21 Investments Inc. (Nevada, Oregon)

In January 2019, Quinsam subscribed for units of convertible debentures of C21 Investments Inc. ("C21") for \$300,000 through a private placement. Each unit is comprised of a principal amount of \$1,000 and a half warrant exercisable for 24 months. The debenture units are convertible into shares at a conversion price of \$0.80 for 24 months. C21 is a vertically integrated company that cultivates, processes, and distributes cannabis and hemp-derived consumer products in the U.S. It owns Silver State Relief and Silver State Cultivation in Nevada, and Phantom Farms, Swell Companies, Eco Firma Farms, and Pure Green in Oregon. These brands produce and distribute a broad range of tetrahydrocannabinol ("THC") and cannabidiol ("CBD") products from cannabis flowers, prerolls, cannabis oil, vaporizer cartridges and edibles.

Cansortium Inc. (Florida, Michigan, Pennsylvania, Texas)

In March 2019, Quinsam subscribed for units of Cansortium Inc. ("Cansortium") for \$534,640 through a prospectus offering. In May 2019, Quinsam also subscribed for units of convertible debentures of Cansortium for USD \$400,000 through a private placement, maturing in May 2021. Each unit is comprised of a senior secured convertible debenture with face value of USD \$1,000 accruing interest at 12.0% per annum, and 292 warrants, each exercisable to acquire one common share at any time prior to March 21, 2021. Headquartered in Miami, Florida, and operating under the Fluent™ brand, Cansortium is focused on being the highest quality cannabis company in the state of Florida, having developed proficiencies in cultivation, processing, retail, and distribution activities. It is also seeking value in the markets of Texas, Michigan, and Pennsylvania, where it has secured licenses and operations.

CLS Holdings USA Inc. (Nevada)

In December 2018, Quinsam subscribed for units of convertible debentures of CLS Holdings USA Inc. ("CLS") for USD \$400,000, which bear interest at 8% per annum for a term of three years. At Quinsam's option, the debentures are convertible into units at USD \$0.80 per share. CLS is an integrated cannabis producer and retailer through its Oasis Cannabis subsidiaries in Nevada. CLS stands for "Cannabis Life Sciences" in recognition of its patented proprietary method of extracting various CBD from cannabis plant and converting them into products. CLS's business model includes licensing operations, processing operations, processing facilities, sale of products, brand creation and consulting services.

Core Process Solutions Inc. (Colorado)

In November 2018, Quinsam subscribed for special warrants of Core Process Solutions Inc. ("Core") (formerly Critical CO2 Separation Inc.) for \$375,000, which had since been converted into shares. Core sells extraction systems and solvents for the extraction of oil and derivatives from plant materials using carbon dioxide technology, supercritical and subcritical fluids extraction, and chromatograph processes. In March 2020, it became involved with Pueblo West Organics, LLC ("PWO"), a holder of eight cannabis licenses in Colorado, which had recently negotiated contracts for trim, which will be extracted using

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its CO2 equipment and technology to produce distillate. Core is focused on PWO and is looking to build PWO into a multi-million dollar fully integrated cannabis facility.

Corsica Innovations Inc. (Colorado)

In March 2019, Quinsam subscribed for units of convertible debentures of Corsica Innovations Inc. ("Corsica") for \$250,000 through a private placement which closed in Q2 2019. Each unit is comprised of a principal amount of \$1,000 and four warrants exercisable for 36 months. The debenture units are convertible into shares at a conversion price of \$0.25 for 36 months. Based in Boulder, Colorado, Corsica manufactures and markets Plug N' Plant cannabis growing systems. Its cannabis growing systems monitor various aspects of grow box and keeps it at optimal settings for plant growth; and takes care of nutrient dosing, pH balancing, light, temperature, water level, and ventilation controls.

Evio Inc. (California, Florida, Massachusetts, Oregon, Washington)

In January 2018, Quinsam subscribed for units of convertible debentures of Evio Inc. ("Evio") for USD \$450,000 through a private placement. Each unit is comprised of one common share and a half warrant exercisable for 18 months. In Q2 2019, the Company subscribed for additional units of Evio for \$80,084, comprised of one common share and one warrant exercisable for 24 months. Evio provides advisory, management, and analytical testing services to the legalized cannabis industry in the U.S. It also offers industry research, business and market intelligence, market forecasts, and operational insights; and advisory and consulting services, including license application support, regulatory compliance, and operating services for current and prospect licensed cannabis businesses. Evio is publicly-traded on the OTC market in the U.S.

Flower One Holdings Inc. (Nevada)

In March 2019, Quinsam subscribed for units of convertible debentures of Flower One Holdings Inc. ("Flower One") for \$450,000 through a prospectus offering. Each unit is comprised of a principal amount of \$1,000 and 192 warrant exercisable for 36 months. The debenture units are also convertible into shares at a conversion price of \$0.26 for 36 months. Flower One is the largest cannabis cultivator, producer, and full-service brand fulfillment partner in the state of Nevada. It produces a wide range of cannabis products ranging from wholesale flower, full-spectrum oils, and distillates to finished consumer packaged goods including flower, pre-rolls, concentrates, edibles, beverages, and topicals. Its 400,000 square feet ("sq. ft.") greenhouse and 55,000 sq. ft. production facility are used for large scale cannabis cultivation, processing, and manufacturing. It also operates a second facility in North Las Vegas with 25,000 sq. ft. of indoor cultivation and production capacity.

Gefion Canada Inc. (Various states in the U.S.)

In September 2018, Quinsam subscribed for shares of Gefion Canada Inc. ("Gefion") for \$300,000 through a private placement, and the Company subscribed for an additional investment of \$60,000 in September 2020. Gefion is a private Canadian corporation which has licensed transdermal delivery technology from BioPhysics Pharma, Inc., for the development and sale of herbal extracts products which include cannabis and hemp-based products. Its mission is to become the preeminent transdermal specialty pharmaceutical company in the cannabinoid industry focused on utilizing both CBD and herbal extracts as active ingredients. In Canada, Gefion has developed products for entry into the CBD OTC market. In the U.S., its business model provides for the sale of the formula bases in bulk to extractors in all states.

Harborside Inc. (California, Oregon)

In May 2020, Quinsam subscribed for 30,000 units of Harborside Inc. ("Harborside") for \$299,303 through a private placement. Each unit is comprised of one common share and one warrant exercisable for 24 months. Harborside operates four cannabis dispensary stores in Oakland, San Jose, San Leandro and the Desert Hot springs, and a cannabis cultivation facility in Salinas, California. Harborside is one of the oldest and most respected cannabis retailers in California, operating three of the major dispensaries in the San Francisco Bay Area, a dispensary in the Palm Springs area outfitted with Southern California's only cannabis drive-thru window, a dispensary in Oregon and a cultivation/production facility in Salinas, California. Back in 2006, Harborside was awarded one of the first six medical cannabis licenses granted in the U.S. and holds cannabis licenses for retail, distribution, cultivation, nursery and manufacturing.

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Herbiculture Inc. (Maryland)

In 2017, Quinsam signed an agreement to finance the start-up costs of Herbiculture Inc. ("Herbiculture"), in the form of a USD \$655,000 senior secured promissory note carrying interest at 10% on a 3-year term, which had been extended until the end of April 2021. On February 12, 2018, Herbiculture received a Processor License from the Maryland Medical Cannabis Commission ("MMCC") to commence dispensary operations. Quinsam was granted a right equal to a 35% interest shares of Herbiculture's outstanding shares. Quinsam is not in the business of operating, nor controlling any subsidiary that is directly engaged in the cultivation or distribution of cannabis in accordance with a U.S. state license, and has continued to look for interested parties to take on the 35% interest in Herbiculture.

Ikänik Farms Inc. (California)

In May 2019, Quinsam subscribed for units of convertible debentures of Ikänik Farms Inc. ("Ikänik") for USD \$300,000, which bear interest at 6% per annum for a term of two years. Ikänik is a California-based multi-national operator who is building a portfolio of brands, supported by its vertically integrated retail, distribution and cultivation in California and its medical grade cultivation and laboratory in Colombia. Ikänik's operation in Colombia, through its pharma division Pideka, holds both GMP-PHARMA and (GACP) Good Agricultural and Collection Practice certifications for its Casa Flores operating facility. Ikänik commenced trading on the CSE under the symbol "IKNK" on April 6, 2021.

Nutritional High International Inc. (California, Colorado, Oregon)

In March 2018, Quinsam subscribed for units of convertible debentures of Nutritional High International Inc. ("NHII") for \$750,000 through a private placement. Each debenture unit is comprised of (i) \$1,000 principal amount of 10% unsecured debentures convertible at \$0.60, and (ii) 1,667 warrants exercisable for a period of 36 months. In May 2020, Quinsam subscribed for additional convertible debentures units from a new round of financing for \$50,000; each debenture unit is comprised of (i) \$10,000 principal amount of 12% unsecured debentures convertible at \$0.05, and (ii) 20,000 warrants exercisable for a period of 36 months from closing. NHII develops and manufactures branded products in the cannabis products industry, with a specific focus on edibles and oil extracts for adult recreational use. NHII's flagship FLI™ edibles and extracts product lines are currently manufactured and marketed in California, Oregon, and Colorado.

OG DNA Genetics Inc. (California and various states)

In 2017, Quinsam subscribed for common shares and units of Seed Capital Corp. ("Seed Capital") for \$200,000. Seed Capital was acquired by OG DNA Genetics Inc. ("OG DNA") through an amalgamation agreement, whereby DNA issued securities for each Seed Capital security at an exchange ratio of 0.294962. OG DNA was founded in Amsterdam and is currently based in Los Angeles, California. It owns a seasoned genetic library and developed proven standard operating procedures for genetic selection, breeding, and cultivation. OG DNA is licensed in over 10 distinct jurisdictions, including Canada, and states such as Nevada, Pennsylvania, and Michigan, to name a few.

Phoenix Extractions Inc. (Arizona)

In April 2019, Quinsam subscribed for USD \$250,000 of convertible debentures of Phoenix Extractions Inc. ("Phoenix Extractions"). Each debenture unit is comprised of (i) \$1,000 principal amount of 8% unsecured debentures which are convertible at a conversion rate of \$0.29, and (ii) a half warrant exercisable at \$0.35 for a period of 24 months from closing. Phoenix Extractions operates a hemp-extraction business out of Phoenix, Arizona.

Stem Holdings Inc. (California, Nevada, Oregon)

In April 2019, Quinsam subscribed for shares and convertible debentures of Seven Leaf Ventures Corp. ("7LV"), which was acquired by Stem Holdings Inc. ("Stem"), which resulted in 7LV shares and debentures being converted to shares and debentures of Stem. Stem is a vertically integrated cannabis branded products and technology company with cultivation, processing, extraction, retail, distribution, and delivery-as-a-service operations throughout the U.S. Stem's brands includes TJ's Gardens™, TravisxJames™, and Yerba Buena™ flower and extracts; Cannavore™ edible confections; Doseology™, a CBD mass-market brand launching in 2021; as well as DaaS brands Budee™ and Ganjarunner™ through the acquisition of Driven Deliveries.

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As at December 31, 2020, the Company held the following investments in the cannabis sector:

Investees	Investment relationship	Investment type	Jurisdiction	Industry involvement <sup>1</sup>	Cost	Fair value	Company's ownership %
					\$	\$	
AgraFlora Organics International Inc. (formerly Spectrum Brands Canada Inc.)	Publicly-listed	Shares	Canada	N/A	330,667	24,895	Under 10%
Aion Therapeutics Inc. (formerly Osoyoos Cannabis Inc.)	Publicly-listed	Shares, convertible debentures & warrants	Canada	N/A	493,687	722,985	Under 10%
Aleafia Health Inc.	Publicly-listed	Convertible debentures	Canada	N/A	355,991	364,533	Under 10%
Ancient Strains Limited	Private	Shares & warrants	Uruguay	N/A	400,000	-	Under 10%
Asterion Cannabis Inc.	Private	Shares	Canada, Australia	N/A	305,292	728,960	Under 10%
Blackshire Capital Corp.	Private	Shares	U.S. (California, Washington)	Indirect	335,124	39,305	Under 10%
Budd Hutt Inc.	Private	Shares, loans & promissory notes	Canada	N/A	2,806,518	2,773,571	17% <sup>2</sup>
C21 Investments Inc.	Publicly-listed	Shares	U.S. (Nevada, Oregon)	Indirect	194,676	294,999	Under 10%
Canada House Wellness Group Inc.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	150,000	124,309	Under 10%
CanaQuest Medical Corp.	Publicly-listed	Shares	Canada	N/A	173,059	79,575	Under 10%
Cansortium Inc.	Publicly-listed	Convertible debentures & warrants	U.S. (Florida, Michigan, Pennsylvania, Texas)	Indirect	539,120	515,446	Under 10%
CBD Acres Management Inc.	Private	Shares	Canada	N/A	510,000	226,191	Under 10%
City View Green Holdings Inc.	Publicly-listed	Shares	Canada	N/A	697,025	1,896,492	12% <sup>3</sup>
CLS Holdings USA Inc.	Publicly-listed	Convertible debentures	U.S. (Nevada)	Indirect	582,640	477,015	Under 10%
Core Process Solutions Inc.	Private	Shares	U.S. (Colorado)	Indirect	225,000	225,000	Under 10%
Corsica Innovations Inc.	Private	Convertible debentures	U.S. (Colorado)	Indirect	250,000	318,093	Under 10%
Discover Wellness Solutions Inc. (formerly Rocky Mountain Marijuana Inc.)	Publicly-listed	Shares	Canada	N/A	525,000	410,000	Under 10%
Eden Empire Inc.	Private	Shares	Canada	N/A	393,444	350,755	Under 10%
Embark Health Inc.	Private	Shares	Canada	N/A	408,082	942,880	Under 10%
Eve & Co Inc.	Publicly-listed	Shares & warrants	Canada, Germany	N/A	684,617	70,330	Under 10%
Evergreen Reinsurance	Private	Shares	Canada	N/A	325,000	220,000	Under 10%
Evio Inc.	Publicly-listed	Convertible debentures & warrants	U.S. (Colorado, California, Florida, Massachusetts, Oregon)	Indirect	582,563	652,048	Under 10%
Flower One Holdings Inc.	Publicly-listed	Convertible debentures	U.S. (Nevada)	Indirect	395,281	121,951	Under 10%
Frontier Wellness Management Inc.	Private	Shares & convertible debentures	Spain	N/A	499,998	171,333	Under 10%
Gefion Canada Inc.	Private	Shares	Canada, U.S. <sup>4</sup>	N/A	360,000	360,000	Under 10%
Georgian Bay Biomed Inc.	Private	Shares	Canada	N/A	263,808	300,000	Under 10%
Good Buds Company Ltd.	Private	Shares & warrants	Canada	N/A	495,000	445,309	Under 10%
Green Stripe Naturals Ltd.	Private	Shares & warrants	Jamaica	N/A	640,000	1,140,000	Under 10%
Harborside Inc.	Publicly-listed	Warrants	U.S. (California, Oregon)	Indirect	62,658	864	Under 10%
Hemp Hydrate Int'l Holdings Inc.	Private	Shares	Canada	N/A	401,321	839,790	Under 10%

<sup>1</sup> Industry involvement refers to Quinsam's involvement in regard to the Investees with cannabis-related activities in the U.S. For greater clarity per the Staff Notice, Investees classified as "Indirect" in this column generally represents entities with a license to either cultivate and/or sell cannabis in the U.S., and for which Quinsam has an equity or "convertible-into-equity" stake in that particular investee.

<sup>2</sup> In June 2020, Budd Hutt Inc. ("Butt Hutt") received a retail cannabis license from Alberta Gaming, Liquor and Cannabis ("AGLC") at its Grand Cache, Alberta location. Three other locations are undergoing final inspections by the AGLC during June 2020. During the three months ended September 30, 2020, the Company increased its investment to \$2.7 million, from its initial investment of \$1.1 million, under an additional loan and promissory note arrangement with Budd Hutt, which represents an ownership stake of about 17%.

<sup>3</sup> City View Green Holdings Inc. ("CVGH") is an investment which Quinsam had held prior to CVGH's RTO transaction with 2590672 Ontario Inc. As at December 31, 2020, Quinsam holds approximately 11.9% of CVGH's common shares. Quinsam remains a passive investor and does not participate in any decision-making of CVGH. CVGH, through its subsidiary, 2590672 Ontario Inc., also owns approximately 27.5% of issued shares of Butt Hutt.

<sup>4</sup> Gefion Canada Inc., through service agreements with third-parties, has access to OTC retail distribution channels for all 50 states in the U.S. Its products contain hemp extracts with CBD with 0.3% or less THC which are sold throughout the U.S. pursuant to the recently enacted 2018 Farm Act.

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Hempsana Inc.	Private	Shares	Canada	N/A	480,000	449,200	Under 10%
Herbiculture Inc.	Private	Loans	U.S. (Maryland)	Indirect	1,112,676	1,078,701	Right to 35% interest <sup>5</sup>
Ikānik Farms Inc.	Private	Convertible debentures & warrants	U.S. (California)	Indirect	434,610	488,392	Under 10%
Inner Spirit Holdings Ltd.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	361,307	398,641	Under 10%
King and Pegahmagabow Inc.	Private	Convertible debentures	Canada	N/A	1,220,000	1,049,436	Under 10%
Med. Compassion Canni Farms Inc.	Private	Loans	Canada	N/A	2,000,000	2,000,000	Under 10%
Miraculo Inc. (formerly Cannabiverse Inc.)	Private	Shares	Canada	N/A	369,375	133,203	Under 10%
Molecule Holdings Inc. (Molecule Inc.)	Publicly-listed	Shares	Canada	N/A	200,000	200,000	Under 10%
Nutritional High International Inc.	Publicly-listed	Shares, convertible debentures & warrants	U.S. (Colorado, California, Washington, Nevada, Oregon)	Indirect	848,914	430,512	Under 10%
OG DNA Genetics Inc.	Private	Shares	U.S. (California and other states) <sup>6</sup>	Indirect	177,279	131,441	Under 10%
Pharmadrug Inc.	Publicly-listed	Warrants	Germany, the Netherlands	Indirect	65,754	24,608	Under 10%
Pharmex Life Sciences Inc.	Private	Shares & warrants	Mexico	N/A	300,000	931,822	Under 10%
Phoenix Extractions Inc.	Private	Convertible debentures	U.S. (Arizona)	Indirect	198,775	331,032	Under 10%
Phytopharma International Ltd.	Private	Convertible debentures	Israel	N/A	408,844	610,157	Under 10%
PlanText Ltd.	Private	Shares	Israel	N/A	317,988	79,002	Under 10%
Pure Global Cannabis Inc.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	350,000	-	Under 10%
Segra International Corp.	Private	Shares	Canada	N/A	348,905	182,448	Under 10%
Sproutly Inc.	Publicly-listed	Special warrants & convertible debentures	Canada	N/A	127,194	149,761	Under 10%
Stem Holdings Inc. (formerly 7LV Seven Leafs Ventures Corporation)	Publicly-listed	Shares, convertible debentures & warrants	U.S. (California, Nevada, Oregon)	Indirect	200,000	179,298	Under 10%
Swiss Luxe Products Inc.	Private	Shares	Canada	N/A	200,000	70,320	Under 10%
Theracann Int'l Benchmark Corp.	Private	Convertible debentures	Panama	N/A	143,886	103,557	Under 10%
Verabys Inc.	Private	Shares	Columbia	N/A	350,000	175,000	Under 10%
Xebra Brands Ltd.	Private	Shares	Colombia, Mexico	N/A	190,000	390,000	Under 10%
					<b>24,791,078</b>	<b>24,423,160</b>	

As at December 31, 2019, the Company held the following investments in the cannabis sector:

Investees	Investment relationship	Investment type	Jurisdiction	Industry involvement <sup>7</sup>	Cost	Fair value	Company's ownership %
					\$	\$	
Aleafia Health Inc.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	477,763	385,022	Under 10%
Ancient Strains Limited	Private	Shares & warrants	Uruguay	N/A	400,000	92,401	Under 10%
Asterion Cannabis Inc.	Private	Shares & warrants	Canada, Australia	N/A	400,000	954,526	Under 10%
Ballistic Capital Corp.	Private	Shares	U.S. (Oregon)	Indirect	390,000	96,720	Under 10%
Blackshire Capital Corp.	Private	Shares & warrants	U.S. (Arizona, Massachusetts, Washington)	Indirect	385,000	300,685	Under 10%
Braingrid Limited	Publicly-listed	Shares & warrants	Canada	N/A	26,450	-	Under 10%

<sup>5</sup> In Q4 2017, the Company signed an agreement with Herbiculture Inc. to finance the start-up costs of establishing a medical marijuana dispensary located in Maryland. The financing is structured as a USD \$655,000 senior secured promissory note bearing interest at 10% with a 3-year term. On February 12, 2018, Herbiculture received a marijuana processor license from the MMCC to commence dispensary operations. On Herbiculture's receipt of the processor license, Quinsam was granted a right to a 35% interest of Herbiculture's common shares. While Quinsam had provided the above-noted financing to fund the necessary costs to complete the establishment of Herbiculture's dispensary business, its industry involvement in Herbiculture is considered indirect. While Quinsam has a non-controlling investment in Herbiculture through the right to a 35% equity interest, Quinsam has not exercised this right in question, and does not expect to trigger it in the future. Besides the financing, Quinsam had not provided any goods or services to Herbiculture.

<sup>6</sup> OG DNA Genetics Inc. has entered into various licensing agreements with cannabis producers in ten distinct jurisdictions, including Canada, and U.S. states such as Nevada, Pennsylvania, and Michigan, to name a few. For confidentiality reasons, some states cannot be named.

<sup>7</sup> Industry involvement refers to Quinsam's involvement in regard to the Investees with cannabis-related activities in the U.S. For greater clarity per the Staff Notice, Investees classified as "Indirect" in this column generally represents entities with a license to either cultivate and/or sell cannabis in the U.S., and for which Quinsam has an equity or "convertible-into-equity" stake in that particular investee.



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Budd Hutt Inc.	Private	Shares & loans	Canada	N/A	2,259,375	2,275,000	Under 10%
C21 Investments Inc.	Publicly-listed	Warrants	U.S. (Maine, Nevada, Oregon)	Indirect	44,676	38,283	Under 10%
Canada House Wellness Group Inc.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	150,000	105,783	Under 10%
CanaQuest Medical Corp.	Publicly-listed	Shares & warrants	Canada	N/A	200,000	120,122	Under 10%
Cannabis One Holdings Inc.	Publicly-listed	Shares & warrants	U.S. (Colorado, Nevada, Oregon, Washington)	Indirect	209,916	58,818	Under 10%
Cannabis OneFive Inc.	Private	Shares	Canada	N/A	220,000	490,000	Under 10%
Cannaverse Inc.	Private	Shares	Canada	N/A	369,375	321,625	Under 10%
CannAmerica Brands Corp.	Publicly-listed	Shares	U.S. (Colorado, Maryland, Massachusetts, Nevada, Oklahoma)	Indirect	421,500	35,125	Under 10%
Consortium Inc.	Publicly-listed	Shares & warrants	U.S. (Florida, Michigan, Pennsylvania, Texas)	Indirect	539,120	408,978	Under 10%
CB2 Insights Inc.	Publicly-listed	Shares & warrants	Canada	N/A	432,464	113,913	Under 10%
CBD Acres Management Inc.	Private	Shares	Canada	N/A	510,000	186,915	Under 10%
City View Green Holdings Inc.	Publicly-listed	Shares	Canada	N/A	697,025	1,726,608	Under 10%
CLS Holdings USA Inc.	Publicly-listed	Convertible debentures	U.S. (Nevada)	Indirect	533,840	381,072	Under 10%
Corsica Innovations Inc.	Private	Convertible debentures	U.S. (Colorado)	Indirect	250,000	294,135	Under 10%
Eden Empire Inc.	Private	Shares & convertible debentures	Canada	N/A	375,000	382,985	Under 10%
Embark Health Inc.	Private	Shares & warrants	Canada	N/A	500,000	1,140,954	Under 10%
Empower Clinics Inc.	Publicly-listed	Shares & convertible debentures	U.S. (Arizona, Florida, Illinois, Nevada, Oregon, Washington)	Indirect	220,157	126,566	Under 10%
Eve & Co Inc.	Publicly-listed	Shares	Canada, Germany	N/A	684,617	353,019	Under 10%
Evergreen Reinsurance	Private	Shares	Canada	N/A	325,000	220,000	Under 10%
Evio Inc.	Publicly-listed	Shares, convertible debentures & warrants	U.S. (Colorado, California, Florida, Massachusetts, Oregon)	Indirect	636,934	324,141	Under 10%
Flower One Holdings Inc.	Publicly-listed	Convertible debentures	U.S. (Nevada)	Indirect	370,806	297,000	Under 10%
Frontier Wellness Management Inc.	Private	Shares	Spain	N/A	399,998	486,663	Under 10%
Full Spectrum Brands Canada Inc.	Private	Shares	Canada	N/A	496,000	211,110	Under 10%
Gefion Canada Inc.	Private	Shares	Canada, U.S.	N/A	300,000	169,750	Under 10%
Georgian Bay Biomed Inc.	Private	Shares	Canada	N/A	263,808	300,000	Under 10%
Good Buds Company Ltd.	Private	Shares & warrants	Canada	N/A	495,000	477,624	Under 10%
Green Stripe Naturals Ltd.	Private	Shares & warrants	Jamaica	N/A	640,000	1,140,000	Under 10%
Greentec Holdings Ltd.	Publicly-listed	Warrants	Canada	N/A	60,037	-	Under 10%
Grown Rogue International Inc.	Publicly-listed	Shares & warrants	U.S. (California, Michigan, Oregon)	Indirect	312,237	59,086	Under 10%
Halo Labs Inc.	Publicly-listed	Warrants	U.S. (California, Nevada, Oregon)	Indirect	118,038	24,950	Under 10%
Harborside Inc.	Publicly-listed	Shares & warrants	U.S. (California, Oregon)	Indirect	1,129,156	132,630	Under 10%
Hemp Hydrate Int'l Holdings Inc.	Private	Shares & warrants	Canada	N/A	525,000	1,056,907	Under 10%
Hempsana Inc.	Private	Shares	Canada	N/A	480,000	480,000	Under 10%
Herbiculture Inc.	Private	Loans	U.S. (Maryland)	Indirect	831,480	854,161	Right to 35% interest
Hystyle Brands Inc.	Private	Convertible debentures & warrants	Canada	N/A	100,000	125,437	Under 10%
Ikānik Farms Inc.	Private	Convertible debentures & warrants	U.S. (California)	Indirect	404,610	390,576	Under 10%
I.M.C. Holdings Ltd.	Publicly-listed	Shares & warrants	Israel	N/A	445,000	455,697	Under 10%
Inner Spirit Holdings Ltd.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	499,637	451,516	Under 10%
Ionic Brands Corp.	Publicly-listed	Shares	U.S. (California, Illinois, Massachusetts, Oregon, Washington)	N/A	216,000	12,252	Under 10%
King and Pegahmagabow Inc.	Private	Convertible debentures	Canada	N/A	1,220,000	1,173,574	Under 10%
Med. Compassion Canni Farms Inc.	Private	Loans	Canada	N/A	2,000,000	2,000,000	Under 10%

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Mojave Jane Brands Inc.	Publicly-listed	Shares & warrants	U.S. (California)	Indirect	117,595	-	Under 10%
Molecule Inc.	Private	Shares	Canada	N/A	250,000	250,000	Under 10%
Nutritional High International Inc.	Publicly-listed	Convertible debentures & warrants	U.S. (Colorado, California, Washington, Nevada, Oregon)	Indirect	750,000	552,267	Under 10%
OG DNA Genetics Inc.	Private	Shares & warrants	U.S. (California and other states)	Indirect	200,000	557,028	Under 10%
Osoyoos Cannabis Inc.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	524,370	549,105	Under 10%
Pharmadrug Inc.	Publicly-listed	Shares & warrants	Israel, Germany	Indirect	772,500	103,100	Under 10%
Pharmex Life Sciences Inc.	Private	Shares & warrants	Mexico	N/A	300,000	936,122	Under 10%
Phoenix Extractions Inc.	Private	Convertible debentures & warrants	U.S. (Arizona)	Indirect	330,125	391,096	Under 10%
Phytopharma International Ltd.	Private	Convertible debentures	Israel	N/A	400,000	389,162	Under 10%
PlanText Ltd.	Private	Shares	Israel	N/A	317,988	1,007,383	Under 10%
Pure Global Cannabis Inc.	Publicly-listed	Convertible debentures & warrants	Canada	N/A	350,000	233,946	Under 10%
Rocky Mountain Marijuana Inc.	Publicly-listed	Shares	Canada	N/A	500,000	127,500	Under 10%
Segra International Corp.	Private	Shares & warrants	Canada	N/A	400,000	577,696	Under 10%
Sproutly Inc.	Publicly-listed	Special warrants & convertible debentures	Canada	N/A	280,632	226,201	Under 10%
Stem Holdings Inc.	Publicly-listed	Shares, convertible debentures & warrants	U.S. (California, Nevada, Oklahoma, Oregon)	Indirect	500,000	476,295	Under 10%
Swiss Lux Products Inc.	Private	Shares	Canada	N/A	200,000	70,320	Under 10%
Theracann Int'l Benchmark Corp.	Private	Convertible debentures & warrants	Panama	N/A	300,000	233,922	Under 10%
Verabys Inc.	Private	Shares	Columbia	N/A	350,000	350,000	Under 10%
Western Canadian Cannabis Stores	Private	Shares	Canada	N/A	57,143	57,143	Under 10%
Westleaf Inc.	Publicly-listed	Shares	Canada	N/A	101,000	40,400	Under 10%
Xebra Brands Ltd.	Private	Shares	Colombia, Mexico	N/A	100,000	100,000	Under 10%
Xtraction Services Holdings Corp.	Publicly-listed	Shares & warrants	U.S. (Florida)	Indirect	514,440	200,841	Under 10%
					<b>30,580,812</b>	<b>28,661,856</b>	

The Company's financial position for U.S. cannabis-related activities is strictly comprised of its investment portfolio. The following is a summary of the Investees from the cannabis sector, including those having U.S. cannabis-related activities, as at December 31, 2020 and 2019:

<u>December 31, 2020</u>	<b>All cannabis investments</b>		<b>Investees involved in U.S. cannabis activities</b>	
	<b>Cost</b>	<b>Fair value</b>	<b>Cost</b>	<b>Fair value</b>
<b>By type</b>	<b>Cost</b>	<b>Fair value</b>	<b>Cost</b>	<b>Fair value</b>
	\$	\$	\$	\$
Equities	11,591,374	11,992,141	1,774,925	1,312,679
Warrants	1,004,076	187,487	509,914	85,625
Convertible debentures	6,392,952	6,474,831	2,924,521	3,035,652
Loans	5,802,676	5,768,701	1,112,676	1,078,701
<b>Total</b>	<b>24,791,078</b>	<b>24,423,160</b>	<b>6,322,036</b>	<b>5,512,657</b>
<b>By ownership percentage</b>	<b>Cost</b>	<b>Fair value</b>	<b>Cost</b>	<b>Fair value</b>
	\$	\$	\$	\$
Under 10% ownership	21,287,535	19,753,097	6,322,036	5,512,657
Over 10% ownership	3,503,543	4,670,063	-	-
<b>Total</b>	<b>24,791,078</b>	<b>24,423,160</b>	<b>6,322,036</b>	<b>5,512,657</b>

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<i>December 31, 2019</i>				
<b>By type</b>	<b>All cannabis investments <sup>8</sup></b>		<b>Investees involved in U.S. cannabis activities <sup>8</sup></b>	
	<b>Cost</b>	<b>Fair value</b>	<b>Cost</b>	<b>Fair value</b>
	\$	\$	\$	\$
Equities	15,279,064	15,280,128	3,885,820	1,144,163
Warrants	2,669,609	1,133,157	1,150,235	243,749
Convertible debentures	7,600,659	7,194,410	3,358,095	2,977,378
Loans	5,031,480	5,054,161	831,480	854,161
<b>Total</b>	<b>30,580,812</b>	<b>28,661,856</b>	<b>9,225,630</b>	<b>5,219,451</b>

  

<b>By ownership percentage</b>	<b>Cost</b>	<b>Fair value</b>	<b>Cost</b>	<b>Fair value</b>
	\$	\$	\$	\$
Under 10% ownership	30,580,812	28,661,856	9,225,630	5,219,451
Over 10% ownership	-	-	-	-
<b>Total</b>	<b>30,580,812</b>	<b>28,661,856</b>	<b>9,225,630</b>	<b>5,219,451</b>

**Regulatory Overview**

*U.S. federal law*

While cannabis (“marijuana”) and cannabis-infused products are legal under the laws of several U.S. states (with vastly differing restrictions), presently the concept of “medical”, “retail” or “adult-use” cannabis does not exist under U.S. federal law. The U.S. Federal Controlled Substances Act (“FCSA”) classifies cannabis as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the U.S., and a lack of safety for the use of the drug under medical supervision.

The U.S. Supreme Court has ruled in a number of cases that the federal government does not violate the federal constitution by regulating and criminalizing cannabis, even for medical purposes. Therefore, federal law criminalizing the use of cannabis pre-empts state laws that legalizes its use for medicinal and adult-use purposes.

The U.S. Department of Justice (the “DOJ”) has issued official guidance regarding cannabis enforcement in 2009, 2011, 2013, 2014 and 2018 in response to state laws that legalize medical and adult-use cannabis. In each instance, the DOJ has stated that it is committed to the enforcement of federal laws and regulations related to cannabis. However, the DOJ has also recognized that its investigative and prosecutorial resources are limited. As of January 4, 2018, the DOJ has rescinded all federal enforcement guidance specific to cannabis (including the Cole memo, discussed below) and has instead directed that federal prosecutors should follow the “Principles of Federal Prosecution” originally set forth in 1980 and subsequently refined over time in chapter 9-27.000 of the U.S. Attorney’s Manual. This direction has created broader discretion for federal prosecutors to potentially prosecute state-legal medical and adult-use cannabis businesses, even if they are not engaged in cannabis-related conduct enumerated by the Cole Memo.

Prior to 2018 and in the Cole Memo (issued on August 29, 2013), the DOJ acknowledged that certain U.S. states had enacted laws relating to the use of cannabis and outlined the U.S. federal government’s enforcement priorities with respect to cannabis notwithstanding the fact that certain states have legalized or decriminalized the use, sale, and manufacture of cannabis. The Cole Memo was addressed to “All United States Attorneys” from James M. Cole, Deputy Attorney General of the U.S., indicating that federal enforcement of the applicable federal laws against cannabis-related conduct should be focused on eight priorities, which are to prevent:

- (i) Distribution of cannabis to minors.
- (ii) Criminal enterprises, gangs, and cartels from receiving revenue from the sale of cannabis.
- (iii) Transfer of cannabis from states where it is legal to states where it is illegal.
- (iv) Cannabis activity from being a pretext for trafficking of other illegal drugs or illegal activity.

<sup>8</sup> For greater clarity, the Company had reclassified certain investments between cannabis and non-cannabis investees for the year ended December 31, 2019, to reflect the fact that certain investees are no longer operating in the cannabis industry, for comparison purposes.

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- (v) Violence or use of firearms in cannabis cultivation and distribution.
- (vi) Drugged driving and adverse public health consequences from cannabis use.
- (vii) Growth of cannabis on federal lands; and
- (viii) Cannabis possession or use on federal property.

In particular, the Cole Memo noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the DOJ did not provide specific guidelines for what regulatory and enforcement systems it deemed sufficient under the Cole Memo standard.

On November 14, 2017, Jeff Sessions, then the U.S. Attorney General, made a comment before the House Judiciary Committee about prosecutorial forbearance regarding state-licensed cannabis businesses. In his statement, Mr. Sessions stated that the U.S. federal government's current policy is the same fundamentally as the Holder-Lynch policy, whereby the states may legalize cannabis for its law enforcement purposes, but it remains illegal with regard to federal purposes.

On January 4, 2018, the Cole Memo was rescinded by a one-page memo signed by Mr. Sessions (the "Sessions Memo"). It is the Company's opinion that the Sessions Memo does not represent a significant policy shift as it does not alter the DOJ's discretion or ability to enforce federal cannabis laws, but rather provides additional latitude to the DOJ to potentially prosecute state-legal cannabis businesses even if they are not engaged in cannabis-related conduct enumerated by the Cole Memo as being an enforcement priority. The result of the rescission of the Cole Memo is that federal prosecutors will now be free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of state-level laws that may be inconsistent with federal prohibitions; however, discretion is still given to the federal prosecutor to weigh all relevant considerations of the crime, including the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community. No direction was given to federal prosecutors as to the priority they should ascribe to such activities, and resultantly it is uncertain how active federal prosecutors will be in relation to such activities.

Furthermore, the Sessions Memo did not discuss the treatment of medical cannabis by federal prosecutors. Medical cannabis was protected against enforcement by enacted legislation from U.S. Congress in the form of the Rohrabacher-Blumenauer Amendment (as defined herein) which similarly prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding (see "U.S. Enforcement Proceedings"). Due to the ambiguity of the Sessions Memo in relation to medical cannabis, there can be no assurance that the federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law (see "Risk Factors").

Even though the Cole Memo has been rescinded, the Company will continue to abide by its principles and prescriptions, as well as strictly following the regulations set forth by the current U.S. federal enforcement guidelines and U.S. states in which the Investees operate or have investments in.

On March 22, 2018, the House of Representatives and Senate voted in favor of approving the Omnibus Spending Bill (the "Bill") and it was signed into law the following day by former U.S. President Donald Trump. With the Bill's approval came an extension of Rohrabacher-Leahy Amendment until September 2018, which is represented by Section 538 of the Bill. The Rohrabacher-Leahy Amendment prevents the DOJ from using federal funds in enforcing federal law relating to medical cannabis, which effectively allows states to implement their own laws that authorize the use, distribution, possession, or cultivation of medical cannabis. The amendment was first introduced in 2014 and has been reaffirmed annually since then. It should be noted that this amendment does not apply to adult-use cannabis.

On November 7, 2018, Mr. Sessions resigned after the U.S. mid-term elections, both developments potentially impacting the US cannabis industry. While pro-cannabis legislation would still require passage by the Senate and enactment by the U.S. federal executive branch of government, the path to legalization seems to have opened up with Mr. Sessions' departure. With divided congressional power, there will be opportunity for bipartisanship on a number of issues, including the Strengthening the Tenth Amendment Through Entrusting States (STATES) Act, S. 3032 ("STATES Act"), which would protect individuals working in cannabis sectors from federal prosecution. The STATES Act was introduced in June 2018 through bipartisan efforts initiated by former Colorado U.S. Senator Cory Gardner together with Massachusetts U.S. Senator Elizabeth Warren. In addition, constituents of the State of Michigan voted to legalize recreational cannabis, making Michigan the first state in

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the Midwest U.S. to do so and the 10<sup>th</sup> in the U.S. overall, demonstrating growing sentiment among Americans towards legalization. Voters in the states of Missouri and Utah also approved ballot measures legalizing cannabis for medical use, making their states the 31<sup>st</sup> and 32<sup>nd</sup> to do so.

On December 20, 2018, the 2018 Farm Bill was signed by President Trump, and it permanently removed hemp and hemp derivatives such as CBD from the purview of the FCSA.

On July 10, 2019, the House Judiciary Subcommittee on Crime, Terrorism and Homeland Security gathered to debate cannabis reform, as lawmakers sought input on federal laws reform in a hearing titled "Marijuana Laws in America: Racial Justice and the Need for Reform." Numerous members of Congress had indicated their intention to loosen U.S. federal laws, and to even legalize cannabis. Despite the optimism, lawmakers did not appear to have a clear consensus on the best approach, such as whether to give states the right to legalize on their own, remove cannabis from Schedule 1 of the FCSA, legalize it or include promote social and racial equity in cannabis laws.

On September 25, 2019, the House voted in favor of the Secure and Fair Enforcement (SAFE) Act ("SAFE Banking Act"). The historic vote was the first time that a standalone cannabis bill has come before the House. The vote needed a two-thirds majority to pass and was supported by 321 votes in favor to 103 against.

On November 21, 2019, the House Judiciary Committee voted 24 to 10 in favor of passing the Marijuana Opportunity Reinvestment and Expungement (MORE) Act ("MORE Act") of 2019. The bill effectively put an end to cannabis prohibition in the U.S. on the federal level by removing it from Schedule 1 of the FCSA, and past federal cannabis convictions would be expunged. Additionally, if fully passed, the law would allow the Small Business Administration to issue loans and grants to cannabis-related businesses and provide a green light for physicians in the Veterans Affairs system to prescribe medical cannabis to patients, as long as they abide by state-specific laws.

On May 15, 2020, provisions of the SAFE Banking Act have been incorporated into the stimulus package passed by the House. The Health and Economic Recovery Omnibus Emergency Solutions (HEROES) Act is a \$3 trillion stimulus bill passed in response to the economic and health crisis caused by COVID-19.

On November 3, 2020, the U.S. held its 2020 presidential election, and adult-use cannabis legalization was approved via ballot measures in four additional states: Arizona, Montana, South Dakota and New Jersey. Additionally, medical cannabis was legalized via ballot measures in Mississippi and South Dakota, which became the first state to legalize medical and recreational cannabis simultaneously. In total, 15 states and Washington, DC have legalized cannabis for adult-use over the age of 21, while 36 states have legalized cannabis for medical use.

On November 4, 2020, the House passed the MORE Act, the first time that either Congressional house voted to de-schedule cannabis from the FCSA and thus decriminalize manufacturing, distribution, and possession. However, the Senate did not act before the end of the 2020 session.

On January 20, 2021, Joseph R. Biden was sworn in as the 46<sup>th</sup> President of the U.S., having announced a goal during his campaign to decriminalize cannabis possession federally; Democrats maintained their House majority and achieved control of the Senate. On March 10, 2021, House Democrats voted 220 to 211 in favor of passing the American Rescue Plan (ARP) Act, a \$1.9 trillion coronavirus relief package, which is among the largest economic stimulus packages in U.S. history. The ARP Act was signed by President Biden on March 11, 2021. While cannabis companies will likely see increased sales resulting from this third round of federal stimulus payments in the U.S., some industry experts have claimed that cannabis companies may be ineligible for certain small business credit initiatives outlined in the relief package.

In March 2021, New York became the 16<sup>th</sup> state to legalize adult-use cannabis, both doing so through legislative action. In the same month, Senate Majority Leader Chuck Schumer of New York, and Senators Ron Wyden of Oregon, and Cory Booker of New Jersey met with cannabis industry advocates including the National Cannabis Industry Association and the Minority Cannabis Business Association to announce their intention to introduce legislation in the U.S. Senate that would legalize, tax and regulate commercial cannabis activity at the federal level. While President Biden has supported decriminalization of possession and has not expressed support for de-scheduling cannabis, Vice President Harris was one of the original sponsors of the MORE Act while she was still serving in the U.S. Senate, and has publicly stated her support for cannabis de-scheduling. Senate Majority Leader Schumer has indicated the Senate leadership's willingness to champion full

cannabis legalization even without the support of President Biden. However, the legislation has not yet been introduced, and its passage is not assured, notwithstanding Democratic control of the federal executive and legislature. As such, such statements of support for de-scheduling do not materially affect the likelihood of federal enforcement of current cannabis laws against the Company or any other state-licensed cannabis enterprise.

While newly appointed U.S. Attorney General Merrick Garland had previously commented that he would deprioritize enforcement of low-level cannabis crimes such as possession, and that federal reforms are closely tied to the larger issue of social justice for minorities, Attorney General Garland has yet to offer further clarity on how he will enforce federal law or how to deal with states that have legalized medical or recreational cannabis. While bipartisan support is gaining traction on decriminalization and reform, there is no imminent timeline on any potential legislation. There is no guarantee that the Biden Presidential administration will not change its stated policy regarding the low-priority enforcement of U.S. federal laws that conflict with state laws.

**Any changes in the U.S. federal government's enforcement of current U.S. federal law could cause adverse financial impact and remain a significant risk to the Company and its Investees' businesses, which could in turn have an impact on the Company's investments portfolio and financial results.** See "Risk Factors".

#### *U.S. enforcement proceedings*

The U.S. Congress has passed appropriations bills (at various times, the "Rohrabacher-Farr Amendment," the "Leahy Amendment" and the "Joyce Amendment," hereinafter the "Budget Rider Protections") each of the last several years to prevent the federal executive branch (and specifically the DOJ) from using congressionally appropriated funds to enforce the FCSA against regulated medical cannabis businesses operating in compliance with state and local laws, which effectively allows states to implement their own laws that authorize the use, distribution, possession, or cultivation of medical cannabis. The Budget Rider Protections were first introduced in 2014 and has been reaffirmed annually since then as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal year or other defined term. The current Budget Rider Protections will remain in effect until September 30, 2021. At such time, it may or may not be included in the omnibus appropriations package or a continuing budget resolution, and its inclusion or non-inclusion, as applicable, is subject to political changes. It should be noted that this amendment does not apply to adult-use cannabis.

U.S. courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with applicable state law. However, because this conduct continues to violate U.S. federal law, U.S. courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with applicable state law – could be prosecuted for violations of U.S. federal law. Therefore, until Congress amends the FCSA regarding cannabis, enforcement of U.S. federal law remains a significant risk. Any increase in the U.S. federal government's enforcement of current U.S. federal law could cause adverse financial impact and remain a significant risk to the Investees' business, which could in turn have an impact on the Company's operations or financial results. A change in its enforcement policies could indirectly impact the ability of the Company to continue as a going concern (see "Risk Factors").

#### *State-level overview*

Regulations differ significantly amongst U.S. states. Some states only permit the cultivation, processing and distribution of medical cannabis and cannabis-infused products. Some others may also permit the cultivation, processing, and distribution of cannabis for adult purposes and retail cannabis-infused products. The following sections present an overview of state-level regulatory conditions for the cannabis industry in which the Investees have an operating presence:

#### Arizona

On November 2, 2010, Arizona passed legislation under Proposition 203 to legalize the use of medical cannabis under the "Arizona Medical Marijuana Act" ("AMMA"). The AMMA allows residents in the state with specific medical conditions to be treated with certain amounts of cannabis for personal use. The AMMA also appointed the Arizona Department of Health Services ("ADHS") as the regulator for the program and authorized ADHS to promulgate, adopt and enforce regulations for the AMMA. ADHS Regulations are embodied in the Arizona Administrative Code Title 9 Chapter 17 (the "Rules").

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In order for an applicant to receive a Dispensary Registration Certificate (the "Certificate") they must: (i) fill out an application proscribed by the ADHS, (ii) submit the applying entity's articles of incorporation and by-laws, (iii) submit fingerprints for each principal officer or board member of the applicant for a background check to exclude felonies, (iv) submit a business plan and policies and procedures for inventory control, security, patient education, and patient recordkeeping that are consistent with the AMMA and the Rules to ensure that the dispensary will operate in compliance and (v) designate an Arizona-licensed physician as the Medical Director for the dispensary. Certificates are renewed annually so long as the dispensary is in good standing with the ADHS and pays the renewal fee and submits an independent third-party financial audit.

Once an applicant has been issued the Certificate, they are allowed to establish one physical retail dispensary location, one cultivation location which is co-located at the dispensary's retail site (if allowed by local zoning) and one additional off-site cultivation location. None of these sites can be operational, however, until the dispensary receives an approval to operate from the ADHS for the applicable site. This approval to operate requires: (i) an application on the ADHS form, (ii) demonstration of compliance with local zoning regulations, (iii) a site plan and floor plan for the applicable property, and (iv) an in-person inspection by the ADHS of the applicable location to ensure compliance with the Rules and consistency with the dispensary's applicable policies and procedures.

The ADHS may revoke the Certificate if a dispensary does not: (i) comply with the requirements of the AMMA or the Rules, (ii) implement the policies and procedures or, (iii) comply with the statements provided to the ADHS with the dispensary's application.

On July 22, 2019, Attorney General of Arizona, Mark Brnovich, indicated that he did not want Arizona voters to decide on adult-use cannabis legalization via ballot initiative, rather be in favor of seeing state lawmakers pass a law legalizing cannabis. He also noted that lawmakers should handle the issue because it is "far too complex to be left to a take-it-or-leave-it ballot measure," "Generally speaking, as a matter of public policy, the public policy makers, i.e., the Legislature should step up and address issues so voters don't have to do it via the initiative process." Arizona Governor Doug Ducey, who vehemently opposes recreational cannabis, had also indicated that he likely would prefer having a Legislature-crafted recreational cannabis legalization law in Arizona than a voter-approved law. "Of course, I want to protect the will of the voters. But I also think we have a legislative process for a reason, and that's to adjust and improve policy when we can."

On September 26, 2019, the Arizona Dispensaries Association filed a ballot initiative application called the "Smart and Safe Act". For inclusion on the November 3, 2020 ballot, the initiative would first require 237,645 signatures from registered Arizona voters no later than July 2, 2020. On August 11, 2020, it was reported by Secretary of State Katie Hobbs that the Smart and Safe Arizona campaign had successfully submitted 255,080 valid signatures to her office, which qualified the cannabis legalization initiative on the November 3, 2020 ballot.

On November 3, 2020, adult-use cannabis legalization was approved via ballot measures in Arizona. Possession and use of cannabis for adults (age 21 years or older) are now legal in Arizona. Individuals were permitted to grow no more than six cannabis plants in their residences, as long as the plants are within a lockable enclosed area and beyond public view.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Arizona.

### California

In 1996, California was the first U.S. state to legalize medical cannabis through Proposition 215, the Compassionate Use Act of 1996. The City of Oakland was the first jurisdiction to license commercial cannabis activities in the U.S. This legalized the use, possession and cultivation of medical cannabis by patients with a physician recommendation for treatment of cancer, anorexia, AIDS, chronic pain, spasticity, glaucoma, arthritis, migraine, or any other illness for which cannabis provides relief. However, there was no state licensing authority to oversee businesses that emerged.

In September of 2015, the California state legislature (the "Legislature") passed three bills collectively known as the "Medical Cannabis Regulation and Safety Act" ("MCRSA"). The MCRSA establishes a licensing and regulatory framework for medical cannabis businesses in California. The system has multiple license types for dispensaries, infused products manufacturers, cultivation facilities, testing laboratories, transportation companies, and distributors. Edible-infused product manufacturers will require either volatile solvent or non-volatile solvent manufacturing licenses depending on their specific

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extraction methodology. Multiple agencies will oversee different aspects of the program and businesses will require a State license and local approval to operate.

On November 8, 2016, California residents voted to approve the "Adult Use of Marijuana Act" ("AUMA") to tax and regulate for all adults 21 years of age and older.

On June 27, 2017, the Legislature passed Senate Bill 94, known as the "Medicinal and Adult-Use Cannabis Regulation and Safety Act" ("MAUCRSA"), which amalgamates the MCRSA and AUMA frameworks to provide a set of regulations to govern medical and adult-use licensing regime for cannabis businesses in California. On November 16, 2017, the state government introduced the emergency regulations, which shall be governed by the California Bureau of Cannabis Control, the California Department of Public Health and the California Department of Food and Agriculture, which provide further clarity on the regulatory framework that will govern cannabis businesses. The regulations build on the regulations provided by MCRSA and AUMA, and also specify that the businesses will need to comply with the local law in order to also comply with the state regulations. On January 1, 2018, the new state regulations took effect as California moved to full adult-use state legalization for cannabis products.

To legally operate a medical or adult-use cannabis business in California, cannabis operators must obtain a state license and local approval. Local authorization is a prerequisite to obtaining the state license, and local governments are permitted to prohibit or otherwise regulate the types and number of cannabis businesses allowed in their locality. The state license approval process is not competitive and there is no limit on the number of state licenses an entity may hold. Although vertical integration across multiple license types is allowed under the MAUCRSA, testing laboratory licensees may not hold any other licenses aside from a laboratory license. There are no residency requirements for ownership under the MAUCRSA.

On May 29, 2018, federal and state authorities announced a joint effort to target illegal cannabis grows, with \$2.5 million in federal money backing the effort. McGregor Scott, U.S. Attorney for the Eastern District of California, said he will prioritize illegal cannabis rather than going after the legal recreational cannabis market even though U.S. federal law bans cannabis. He stated, "The reality of the situation is there is so much black-market marijuana in California that we could use all of our resources going after just the black market and never get there," "So for right now, our priorities are to focus on what have been historically our federal law enforcement priorities: interstate trafficking, organized crime, and the federal public lands."

On August 6, 2019, the California DOJ released the "Guidelines for the Security and Non-Diversion of Cannabis Grown for Medicinal Use" to clarify the state's laws governing medicinal cannabis, specifically those related to the enforcement, transportation, and use of medicinal cannabis. The guidelines come after significant changes in state law on recreational cannabis use. The revised guidelines include:

- A summary of applicable laws.
- Guidelines regarding individual qualified patients and primary caregivers.
- Best practices for the recommendation of cannabis for medical purposes.
- Enforcement guidelines for state and local law enforcement agencies; and
- Guidance regarding collectives and cooperatives.

On October 12, 2019, California Governor Gavin Newsom signed several cannabis-related bills that, among other things, are designed to bolster minority participation in the industry, ensure labor peace and institute a vaporizer cartridge labeling requirement, and including one that will let legal businesses take advantage of more tax deductions. Gov. Newsom also signed Assembly Bill 37, that allows cannabis business owners to deduct business expenses at the state level, something that remains illegal federally.

On January 10, 2020, Gov. Newsom unveiled his annual budget proposal which contains several provisions aimed at simplifying and streamlining regulations for the cannabis industry. The biggest proposed change concerns the state's cannabis licensing system, which would consolidate into The Department of Cannabis Control, rather than the three that are currently in charge of approving cannabis businesses. "Establishment of a standalone department with an enforcement arm will centralize and align critical areas to build a successful legal cannabis market, by creating a single point of contact for cannabis licensees and local governments," the administration said in a summary. The proposal was finalized in the fiscal 2021-2022 budget released on January 8, 2021. If approved by the Legislature, the new department will be created on July 1, 2021.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of California.



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Colorado

On November 6, 2012, Colorado Amendment 64 was passed to amend Colorado's constitution, subsequently enacted as Article 18, section 16 of the Colorado constitution, addressing "personal use and regulation of cannabis" for adults 21 and over, as well as commercial cultivation, manufacture, and sale, effectively regulating cannabis in a manner similar to alcohol. Pursuant to the Retail Code adopted in April 2017, by the state of Colorado, licensed operators are subject to residency requirements. Medical and retail cannabis programs in the state are regulated by the Marijuana Enforcement Division of the Department of Revenue.

Businesses must be licensed to operate a retail cannabis establishment including, retail cannabis stores; retail cannabis products manufacturers; retail cannabis cultivation facilities; retail cannabis testing facilities; retail cannabis transporters; and retail cannabis business operators. The state licensing authority must act on applications within 45 to 90 days after receipt. A license applicant must undergo a criminal background check and a license can be denied based on certain previous criminal convictions. All officers, managers, and employees of a retail cannabis business must be residents of Colorado, and all owners must be residents of Colorado for at least two years prior to applying for licensure.

As one of the first states to legalize recreational cannabis, Colorado has continued to advocate for the legalization of cannabis delivery services. On May 29, 2019, Colorado Governor Jared Polis signed House Bill 1234, to legalize cannabis delivery services in Colorado as long as local municipalities approve. The bill creates cannabis delivery permits for licensed medical cannabis centers and transporters and licensed retail cannabis stores and transporters that allow the centers, stores, and transporters to deliver medical cannabis, medical cannabis-infused products, retail cannabis, and retail cannabis products to customers. The bill gives the state licensing authority rule-making authority over the permit and delivery system. Medical cannabis delivery permitting began on January 2, 2020, and retail cannabis delivery permitting began on January 2, 2021. Gov. Polis pointed at the passing of legislation by saying, "We just passed the enabling legislation around that, beginning with medical marijuana and then moving to full regulated sale of marijuana so people exercise – in our state, it's a constitutional right to use marijuana in their home – [that right] without the risk of them using it somewhere else and driving. We're really looking at a wide variety of tactics to decrease that risk." The first permit was issued in March 2020.

On September 23, 2019, Attorney General of Colorado, Philip Weiser, was among a bipartisan coalition of 21 state Attorneys General, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system. "We are a bipartisan group of state and territorial attorneys general who share a strong interest in defending states' rights, protecting public safety, improving our criminal justice systems, and regulating new industries appropriately," said Attorney General Weiser. "Legislation like the proposed STATES Act is simply meant to ensure that if a state or territory does choose to legalize some form of marijuana use – which at least 33 states and several territories have done – its residents are not subject to a confusing and dangerous regulatory limbo."

In addition to House Bill 1234, a second law came into effect on January 1, 2020. House Bill 1230 allows two new types of cannabis-related businesses in the state. Businesses can apply to be licensed as a tasting room that can sell cannabis products on-site. The law also allows for "marijuana hospitality establishments," which allow the on-site consumption of cannabis, but the not sale of it. Hospitality establishments can be mobile, such as a tour bus.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Colorado.

Florida

In 2016, Florida voters passed a constitutional amendment known as the "Florida Medical Marijuana Legalization Initiative" ("Amendment 2"). Amendment 2 came into effect on January 3, 2017, and legalized medical cannabis for individuals with specific debilitating diseases or comparable debilitating conditions as determined by a licensed state physician. Amendment 2 protects qualifying patients, caregivers, physicians, and medical cannabis dispensaries and their staff from criminal prosecutions or civil sanctions under Florida laws.

The state of Florida Statutes 381.986(8)(a) provides a regulatory framework that requires licensed producers, which are statutorily defined as "Medical Marijuana Treatment Centers" ("MMTC"), to both cultivate, process and dispense medical cannabis in a vertically integrated marketplace.

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Applicants must demonstrate (and licensed MMTCs must maintain) that: (i) they have been registered to do business in the state of Florida for the previous five years, (ii) they possess a valid certificate of registration issued by the Florida Department of Agriculture ("FDOA"), (iii) they have the technical and technological ability to cultivate and produce cannabis, including, but not limited to, low-THC cannabis, (iv) they have the ability to secure the premises, resources, and personnel necessary to operate as an MMTC, (v) they have the ability to maintain accountability of all raw materials, finished products, and any byproducts to prevent diversion or unlawful access to or possession of these substances, (vi) they have an infrastructure reasonably located to dispense cannabis to registered qualified patients statewide or regionally as determined by the FDOA, (vii) they have the financial ability to maintain operations for the duration of the 2-year approval cycle, including the provision of certified financial statements to the department, (viii) all owners, officers, board members and managers have passed a Level II background screening, inclusive of fingerprinting, and ensure that a medical director is employed to supervise the activities of the MMTC, and (ix) they have a diversity plan and veterans plan accompanied by a contractual process for establishing business relationships with veterans and minority contractors and/or employees. Upon approval of the application by the FDOA, the applicant must post a performance bond of up to USD \$5 million, which may be reduced by meeting certain criteria.

While residents of Florida overwhelmingly voted in favor of a constitutional amendment to allow medical cannabis in 2016, then Florida Governor Rick Scott signed a law in 2017 that banned cannabis smoking in all forms. The ban was overturned on March 18, 2019, when current Governor Ron DeSantis signed legislation to repeal it. Shortly after Gov. DeSantis took office in January 2018, he called on the Florida legislature to send a bill to his desk that would legalize medical cannabis. The enacted law allows patients to receive 2.5 ounces of whole flower cannabis every 35 days. Patients younger than 18 can smoke medical cannabis if they have a terminal condition and get a second opinion from a pediatrician.

Legalizing recreational cannabis in Florida will likely be on the ballot in upcoming elections, according to Florida Senator Jeff Brandes, who co-sponsored the medical cannabis legislation back in 2016. "I think the likelihood that it passes is pretty good in 2022 or 2024, and we should prepare for its passage" said Senator Brandes.

Despite a brief but expensive campaign, the Make it Legal Florida political committee did not make it on the 2020 ballot. The campaign, which raised over USD \$8.7 million in primarily cannabis industry money since it launched in August 2019, has spent USD \$7.7 million on the effort. The signed petitions, which are valid for two years, will be used for a 2022 ballot initiative campaign.

On April 22, 2021, the Florida Supreme Court, in a 5-2 decision, ruled a constitutional ballot initiative by Make it Legal Florida to be "misleading." The ruling came after Attorney General of Florida, Ashley Moody, asked the justices to advise whether the potential constitutional initiative would be suitable for a future ballot. If it wants to make a future ballot, Make It Legal Florida would now have to redraft the amendment and start from scratch.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Florida.

### Maryland

In Maryland, a state law was enacted in 2012 by the MMCC to establish a state-regulated medical cannabis program. On December 1, 2017, the program became operational. The MMCC grants medical cannabis grower, processor, and dispensary licenses. A licensee may hold a license in each category to obtain vertical integration. The applicant must first seek pre-approval from the MMCC in order to be granted a license. As part of the pre-approval application, the applicant must submit information related to its operations; safety and security; medical cannabis professionalism; retail management factors; business and economic factors; and other additional factors that may apply.

In order to become a licensed medical cannabis dispensary, each applicant must submit an application detailing the location of the proposed dispensary, the personal details of each principal officer or director, and operating procedures the dispensary will use. An owner, a member, an employee, a volunteer, an officer, or a director of a dispensary must undergo a criminal background check and register as a dispensary agent. Once licensed, the medical cannabis dispensary is required to submit to the MMCC quarterly reports including the following information: (i) the number of patients served; (ii) the county of residence of each patient served; (iii) the medical condition for which medical cannabis was recommended; (iv) the type and amount of medical cannabis dispensed; and (v) if available, a summary of clinical outcomes, including adverse events and

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any cases of suspected diversion. The medical cannabis dispensary must not include any patient personal information in the quarterly report.

In February 2019, Maryland lawmakers filed bills that would make the state the latest to legalize cannabis. Adults 21 and older would be allowed to possess, consume, grow, and purchase cannabis under the legislation. Possession would be capped at one ounce for flower and five grams of concentrate, and individuals could grow up to four plants at a time.

In May 2019, Maryland legalized the sale of edible medical cannabis products, which will provide a substantial revenue boost to the state's businesses in the fast-growing market. It would also open new business opportunities for edibles manufacturers. Maryland Governor Larry Hogan signed the provision into law on May 13, along with a cannabis-related, antitrust bill. State lawmakers had passed both bills in April. Notable provisions in the two new laws include:

- An individual may own up to four dispensaries in Maryland.
- State regulators may not issue more than one grower or one processing license to each applicant; and
- Research institutions such as universities will be allowed to purchase medical cannabis for research. The provision was part of the cannabis edibles bill.

The state also expanded a program to allow dispensaries to sell pot brownies and other edible forms of the drug and to let research institutions study the effects of medicinal use. At the same time, a new antitrust law enacted will place a cap on the number of medical-cannabis businesses a single company can own.

On September 23, 2019, Attorney General of Maryland, Brian Frosh, was among a bipartisan coalition of 21 state Attorneys General, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system. On March 11, 2020, the House of Delegates in Maryland approved 93 to 44, in favor of House Bill 550 that would increase the amount of cannabis decriminalized in Maryland from ten grams to one ounce. The bill is pending consideration by the Senate. House Bill 550 would make possession of up to an ounce of cannabis punishable by a civil fine of \$100 rather than a criminal penalty that carries possible jail time. Also, a person could no longer be charged with possession with intent to distribute based solely on possession of an ounce or less.

On May 7, 2020, Gov. Hogan allowed House Bill 617/ Senate Bill 604, "Connor and Raina's Law," to become law without his signature. The bill allows for the administration of medical cannabis to students who are qualifying patients during school hours and school-sponsored events. The Department of Education and the Medical Cannabis Commission are required to develop guidelines on or before December 31, 2020.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Maryland.

### Massachusetts

In Massachusetts, recreational cannabis was legalized in 2016. The Medical Use of Marijuana Program (the "Program") registers qualifying patients, personal caregivers, Registered Marijuana Dispensaries ("RMDs"), and RMD agents. The Program was established by Chapter 369 of the Acts of 2012, "An Act for the Humanitarian Medical Use of Marijuana", following the passage of Ballot Question 3 in the 2012 general election. RMD certifications are vertically integrated licenses in that each RMD license entitles a license holder to one cultivation facility, one processing facility and one dispensary location, and there is a limit of three RMD licenses per person/entity.

Massachusetts has authorized the cultivation, possession, and distribution of cannabis by certain licensed cannabis businesses. The Massachusetts Department of Public Health ("MDPH") regulates the state's regulatory program, of which the applicable regulations are summarized below:

- **Registration and Certification** – The MDPH grants cannabis cultivation, processing, and dispensary licenses. To obtain a license to cultivate, process and/or dispense cannabis, each applicant must file an application detailing the applicant's business structure, management profile, operations profile, capitalization, architectural plans, and the proposed location of business operations.

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- Inspections – A license holder must be available for inspection by the MDPH upon request. A license holder must maintain written records for a period of at least two years regarding operating procedures, inventory, seed-to-sale tracking, personnel, financials, and waste disposal.
- Security Requirements – A license holder must implement sufficient security measures to deter and prevent unauthorized entrance into areas containing cannabis and theft of cannabis. A license holder is required to use and maintain security alarms, locks, surveillance equipment, safes, a lit outside perimeter, and additional safeguards as required by the MDPH if the MDPH determines that additional safeguards are necessary. A license holder's written operating procedures must contain a policy requiring the immediate dismissal of any employee that diverts cannabis or engages in unsafe practices.
- Operations – A license holder must maintain a set of detailed written operating procedures regarding security measures, employee security policies, hours of operations, pricing, inventory storage, record keeping procedures, quality control, staffing plan and records, emergency procedures, employee termination procedures, a list of board members and executives, and cash handling procedures. Each license holder must maintain minimum liability insurance coverage. A license holder's employees are required to complete training prior to performing job functions. Furthermore, a license holder is required to abide by packaging and labelling requirements and edible cannabis products cannot bear a reasonable resemblance to any product available for consumption as a commercially available candy. Certain license holders are required to provide educational materials about cannabis to customers.
- Record Keeping and Inventory Tracking – Massachusetts requires license holders to maintain written records for a period of at least two years regarding operating procedures, inventory, seed-to-sale tracking, personnel, financials, and waste disposal. Each license holder is required to track cannabis inventory from seed-to-sale, including by tagging all cannabis inventory. A license holder is required to conduct a monthly inventory of cannabis inventory.

Though Massachusetts legalized recreational cannabis in 2016, the state was not set up for a retail market until late 2018. As of July 1, 2018, licensed dispensaries were allowed to begin selling cannabis, but the state had yet to award a license when the day came. Through the Cannabis Control Commission ("CCC"), the recreational use license application process commenced on April 1, 2018 for existing RMD license holders, and July 1, 2018 for all non-RMD license holders. Existing RMD license holders that timely applied for a recreational license on or before April 1, 2018 are eligible to receive three recreational licenses per medical RMD license, and one for cultivation, processing, and dispensary, respectively. The first sales in Massachusetts took place on November 20, 2018, when two licensed retail stores began selling cannabis to adults.

Massachusetts Governor Charlie Baker had generally opposed the 2016 ballot initiative to legalize recreational use of cannabis in the state, but after its passage stated "Our view on this is the people spoke and we're going to honor that, but we need to make sure that we implement this in a way... [that protects] public safety and [ensures] that only those who are supposed to have access to these products will." The month following the ballot initiative's passage, Gov. Baker signed into law a six-month delay in the issuance of licenses for retailing cannabis in shops from January 2018 to July 2018, and in July 2017, signed into law a compromise bill that increased the excise tax on cannabis sales, expanded the size of the CCC created by the ballot initiative, mandated background checks for commission and cannabis shop employees, shifted control of the state's medical cannabis program from the MDPH to the CCC, and created rules for town governments to restrict or ban cannabis shops based on the results of the 2016 ballot initiative within their jurisdiction.

Gov. Baker had expressed opposition to rescission, with his administration stating that it "believes this is the wrong decision and will review any potential impacts from any policy changes by the local U.S. Attorney's Office", and he reiterated his support for implementing the legal and regulated recreational cannabis market as passed by voters on the 2016 ballot initiative. In addition, Gov. Baker also expressed concerns about federal prosecutors creating confusion and uncertainty in states where cannabis has been legalized for either medical or recreational usage, and argued that the Massachusetts U.S. Attorney's Office, instead of prosecuting local cannabis businesses, should focus its resources on resolving the opioid epidemic in the state.

On September 23, 2019, Attorney General Healey was also among a bipartisan coalition of 21 state Attorneys General, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system.

On July 20, 2020, the CCC assembled to approve draft changes to the cannabis adult-use, medical-use, and collocated operator regulations. A virtual public hearing on the draft regulations was held on August 3, and public comments will be

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accepted until August 14. The new draft regulations encompass various changes across the board – from new CCC approval procedures, operational requirements, licensing updates, and receivership processes. Given the expansiveness of the proposed changes, it is critical for current and future operators as well as investors, lenders, and financial institutions engaging with industry participants to review and understand the additions and modifications. Some key developments in the new regulations regarding licensure include:

- Expansive processes pertaining to patient certification/registration such as:
  - permitting patients with certain identified hardships to renew on a 2-year basis instead of annually.
  - expressly adding telehealth visitation as a proper means for patients to receive an assessment by a Bona Fide Healthcare Provider.
  - allowing patients to cultivate up to 12 flowering plants without hardship cultivation; and
  - opening patient certification and registration to certain patients from out of state who frequently travel to Massachusetts for its top-tier hospitals and medical care.
- Updates to the definition of Equity Holder and Persons or Entities with Direct Control to reach persons or entities acting as manager (director-type roles) in limited liability companies and setting forth a specific dollar value as to the Commission's viewpoint of "significant contracts".
- Revisions to allow craft cannabis cooperative farmers to take part in industry operations as landlords without requiring active involvement as cultivators on the licensure.
- Addition of repackaging to a permitted activity under retail licensure. Such addition is likely an effort to match and acknowledge the current processes and operations of dispensaries when preparing their cannabis and cannabis-related products for sale.

There are also critical changes to the operational requirements that medical, adult-use and other operators must follow. Notable changes include:

- Addition of operational procedures for Marijuana Research Facility Licenses and Permits.
- Procedures regarding expedited applicants such as Social Equity Participants, minority- or woman-owned business or Microbusinesses.
- Implementation of a CCC Product Database, whereby operators must display information about cannabis products produced by product manufacturers and sold by dispensaries to expand the CCC's oversight of products circulating the Massachusetts market.
- Mandating dispensaries, cultivators, and product manufacturers to develop policies and procedure to ensure compliance with the Massachusetts fire code; and
- Regulations governing sales of vaporizers and procedures with respect to the disclosure of vape ingredients and components.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Massachusetts.

### Michigan

Cannabis in Michigan is legalized for both medical and recreational use. Medical use was approved by ballot measure in 2008 and recreational use was approved in 2018. In November 2008, the Michigan Compassionate Care Initiative was approved by Michigan voters, allowing patients with a physician's recommendation to possess up to 2.5 ounces of cannabis for treatment of certain qualifying medical conditions. Michigan voters approved the Michigan Regulation and Taxation of Marijuana Act, which allows persons age 21 and over to possess up to 2.5 ounces of cannabis in public, up to 10 ounces at home, and cultivate up to 12 plants at home. It also sets up a system for the state-licensed cultivation and distribution of cannabis, with sales subject to a 10% excise tax (in addition to the state's 6% sales tax). The law went into effect on December 6, 2018.

In June 2019, former Michigan Governor Gretchen Whitmer was among a group of 18 governors to sign a letter urging Congress to open the U.S. banking system to the legal cannabis industry, as the cash-only environment is viewed as a threat to public safety and a burden for governments that tax and regulate cannabis businesses. Ms. Whitmer said in a written statement that states are seeking a "real solution to a real problem." "Michiganders turned out in historic numbers in this last

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election to legalize the use of recreational marijuana, and we must respect the will of the voters,” “There is an inherent danger for businesses operating in an all-cash business because financial institutions are unable to accept the risks and penalties associated with providing service to this industry under current law. This letter sends a clear message to Congress that our states are looking for a real solution to a real problem, and we support them to get this done.”

In August 2019, Attorney General of Michigan, Dana Nessel, and a workgroup are exploring clarifying changes to the recreational cannabis law approved by voters in 2018. The law, which appeared as Proposal 1 on the 2018 ballot, legalizes cannabis for those over 21 and creates a regulatory structure to license cannabis businesses, 56 to 41 percent. Attorney General Nessel supported Proposal 1 back then but is left with some legal questions about how to implement it. There are some things “they just didn’t address” in the law, she said, including penalties for some marijuana-related infractions. “So now there are certain portions of the bill that, you know something’s illegal, right, but then it doesn’t tell you what the penalty is.”

On September 23, 2019, Attorney General Nessel was also among a bipartisan coalition of 21 state Attorneys General, which urged Congress to pass the STATES Act of 2019 or similar measures that would allow legal cannabis-related businesses to access the banking system. “All legal and legitimate businesses should have a safe place to deposit their revenue and not have to rely on under-the-floor safes to store their legally earned money,” said Attorney General Nessel. “This is not just a states’ rights issue, this is an issue of safety. The expansion of Michigan’s market to include legal sales of recreational marijuana this year compels us to join this effort to ensure we protect Michigan businesses from becoming unnecessary targets of bad actors.”

On December 1, 2019, legal cannabis sales officially began in Michigan. However, both supply and locations to purchase at were limited. Sales were originally scheduled to begin in January 2020, before the state abruptly moved the date up to December 1, 2019, leaving many businesses unprepared. The majority of towns and cities in Michigan, over 1,400, have opted out of recreational sales, including Detroit. However, many are simply delaying approval until legislative details can be ironed out and expect to have a system of adult-use sales implemented. While timelines for roll-out vary by place, more widespread sales are expected to roll out by 2021.

To the knowledge of the Company’s management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Michigan.

Nevada

In 2001, the use of medical cannabis was legalized in Nevada, and state-certified medical cannabis establishments, like dispensaries, became operational in 2015. The Nevada Medical Marijuana Program is governed by Nevada Revised Statute (“NRS”) 453A and Nevada Administrative Code 453A. Patients meeting certain criteria can apply for a Nevada medical marijuana card. The medical cannabis card allows patients to legally purchase cannabis from a state-certified medical cannabis dispensary and a registry of medical cannabis patient cardholders is administered by the Division of Public and Behavioral Health (“DPBH”).

The sale of cannabis for adult-use in Nevada was approved by ballot initiative on November 8, 2016 and NRS 453D exempts a person who is 21 years of age or older from state or local prosecution for possession, use, consumption, purchase, transportation or cultivation of certain amounts of cannabis and requires the Nevada Department of Taxation (“NDT”) to begin receiving applications for the licensing of cannabis establishments on or before January 1, 2018. As of July 1, 2017, NDT is responsible for licensing and regulating and retail cannabis businesses in Nevada and for the state medical cannabis program. The legalization of retail cannabis does not change the medical cannabis program.

Licensing and operations requirements for production and distribution of medical cannabis are set out in NRS 435A. Each medical cannabis establishment must register with the NDT and apply for a medical cannabis establishment registration certificate. Among other requirements, there are minimum liquidity requirements and restrictions on the geographic location of a medical cannabis establishment as well as restrictions relating to the age and criminal background of employees, owners, officers, and board members of the establishment. All employees must be over 21 and all owners, officers and board members must not have any previous felony conviction or had a previously granted medical cannabis registration revoked. Additionally, each volunteer, employee, owner, officer, and board member of a medical cannabis establishment must be registered with the NDT as a medical cannabis agent and hold a valid medical cannabis establishment agent card. The

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establishment must have adequate security measures and use an electronic verification system and inventory control system. If the proposed medical cannabis establishment will sell or deliver edible cannabis products or cannabis-infused products, proposed operating procedures for handling such products which must be preapproved by the NDT.

In determining whether to issue a medical cannabis establishment registration certificate pursuant to NRS 453A.322, the NDT, in addition the application requirements set out, considers the following criteria of merit:

- The total financial resources of the applicant, both liquid and illiquid.
- The previous experience of the persons who are proposed to be owners, officers, or board members of the proposed medical cannabis establishment at operating other businesses or nonprofit organizations.
- The educational achievements of the persons who are proposed to be owners, officers, or board members of the proposed medical cannabis establishment.
- Any demonstrated knowledge or expertise on the part of the persons who are proposed to be owners, officers, or board members of the proposed medical cannabis establishment with respect to the compassionate use of cannabis to treat medical conditions.
- Whether the proposed location of the proposed medical cannabis establishment would be convenient to serve the needs of persons who are authorized to engage in the medical use of cannabis.
- The likely impact of the proposed medical cannabis establishment on the community in which it is proposed to be located.
- The adequacy of the size of the proposed medical cannabis establishment to serve the needs of persons who are authorized to engage in the medical use of cannabis.
- Whether the applicant has an integrated plan for the care, quality, and safekeeping of medical cannabis from seed to sale.
- The amount of taxes paid to, or other beneficial financial contributions made to, the state of Nevada or its political subdivisions by the applicant or the persons who are proposed to be owners, officers or board members of the proposed medical cannabis establishment; and
- Any other criteria of merit that the DPBH determines to be relevant.

A medical cannabis establishment registration certificate expires one year after the date of issuance and may be renewed upon resubmission of the application information and renewal fee to the NDT.

The regular retail cannabis program under Nevada's Regulation and Taxation of Marijuana Act began in early 2018 and for the first 18 months of the program, only existing medical cannabis establishment certificate holders can apply for a retail cannabis establishment license. In November 2018, the NDT opened up the application process to those not holding a medical cannabis establishment certificate. There are five types of retail cannabis establishment licenses under Nevada's retail cannabis program:

- (i) Cultivation Facility – licensed to cultivate (grow), process, and package cannabis; to have cannabis tested by a testing facility; and to sell cannabis to retail cannabis stores, to cannabis product manufacturing facilities, and to other cultivation facilities, but not to consumers.
- (ii) Distributor – licensed to transport cannabis from a cannabis establishment to another cannabis establishment. For example, from a cultivation facility to a retail store.
- (iii) Product Manufacturing Facility – licensed to purchase cannabis; manufacture, process, and package cannabis and cannabis products; and sell cannabis and cannabis products to other product manufacturing facilities and to retail cannabis stores, but not to consumers. Cannabis products include things like edibles, ointments, and tinctures.
- (iv) Testing Facility – licensed to test cannabis and cannabis products, including for potency and contaminants.
- (v) Retail Store – licensed to purchase cannabis from cultivation facilities, cannabis and cannabis products from product manufacturing facilities, and cannabis from other retail stores; can sell cannabis and cannabis products to consumers.

In the November 2018 election, Nevada elected a new Governor, Steve Sisolak, and a new Attorney General, Aaron Ford. Both have historically been supportive of Nevada's cannabis industry and allowing it to grow in a healthy, regulated market in the state.

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On October 11, 2019, Gov. Sisolak had expressed outrage and vowed to tighten control of the state's lucrative legal cannabis marketplace in response to reports that a foreign national contributed to two top state political candidates last year in a bid to skirt rules to open a legal cannabis store. Gov. Sisolak declared in a statement that there has been "lack of oversight and inaction" of the recreational and medical pot industry by the state Marijuana Enforcement Division. He also said he is commissioning a multi-agency task force to "root out potential corruption or criminal influences in Nevada's marijuana marketplace."

Effective July 1, 2020, the medical cannabis program in Nevada is now administered by the Cannabis Compliance Board.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Nevada.

### Oregon

At present, the state of Oregon has both medical and adult-use cannabis programs. In 1998, Oregon voters passed a limited non-commercial patient/caregiver medical cannabis law with an inclusive set of qualifying conditions that include chronic pain. In 2013, the Oregon legislature passed, and House Bill 3460 created a regulatory structure for existing unlicensed medical cannabis businesses. However, the original regulations created by the Oregon Health Authority ("OHA") after the passage of House Bill 3460 were minimal and only regulated storefront dispensaries, leaving cultivators and infused-product manufacturers within the unregulated patient/caregiver system. On June 30, 2015, Oregon Governor Kate Brown signed House Bill 3400 into law, which improved on the existing regulatory structure for medical cannabis businesses and created a licensing process for cultivators (growers) and processors. The OHA is the state agency that licenses and regulates medical cannabis businesses. The medical cannabis regulatory framework is referred to as the Oregon Medical Marijuana Program.

In November of 2014, Oregon voters passed Measure 91, the "Control, Regulation, and Taxation of Marijuana and Industrial Hemp Act," creating a regulatory system for individuals 21 years of age and older to purchase cannabis for personal use from licensed retail cannabis stores, as well as cultivating cannabis at home. The OLCC licenses and regulates adult-use cannabis businesses. On October 15, 2015, the OLCC published draft recreational cannabis rules, which were finalized and took effect on June 29, 2016, as OLCC Division 25 of the Oregon Administrative Rules ("OAR Division 25"). These rules have been updated on a regular basis since that time, due to administrative prerogative and legislative changes. Currently licensed cannabis companies in Oregon are not subject to residency requirements. OAR Division 25 will continue to evolve and there is no certainty that changes will not adversely affect the Company's operations or financial results, as the changes are subject to OLCC's review and approval.

In Oregon, there are six types of recreational cannabis licenses for commercial uses: Producer, Processor, Wholesaler, Retail, Laboratory, a Certificate for Research, and a Hemp Certificate. While there is no limit on the number of licenses being issued, state regulators in Oregon had temporarily discontinued processing new adult-use licenses effective June 15, 2018, due to an oversupplied recreational cannabis market and a backlog of applications in the state.

In February 2018, U.S. Attorney Billy Williams told a gathering that included Gov. Brown, law enforcement officials and representatives of the cannabis industry that Oregon has an "identifiable and formidable overproduction and diversion problem." In May 2018, Attorney Williams issued a memorandum spelling out five U.S. federal enforcement priorities for illegal cannabis operations that violate US federal laws, with the first priority to crack down on the leakage of surplus cannabis into bordering states where cannabis is still illegal. The memo also stated that U.S. federal prosecutors will also target keeping cannabis out of the hands of minors, any crimes that involve violence or firearm violations or organized crime, and cultivation that threatens to damage U.S. federal lands through improper pesticide and water usage.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Oregon.

### Pennsylvania

On April 17, 2016, Pennsylvania passed SB No. 3, known as the "Medical Marijuana Act". The law went into effect on May 17, 2016, and the first dispensaries began serving patients in April 2018.



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The Pennsylvania Department of Health ("PDOH") is responsible for implementing programs, including developing rules, processing applications, and issuing patient ID cards and licenses. The law created an advisory board to make recommendations to the department. The board is comprised of 15 members, including three law enforcement members, several health, or medical experts, and at least one patient advocate. Two years after the law took effect, the board was required to issue a report including recommendations regarding access to dry leaf or plant cannabis. In its report, the board recommended a number of changes to the program, including allowing dry leaf cannabis, and the health department accepted the recommendations and promulgated revised rules.

Initially, the only types of medical cannabis allowed were pills, oils, gels, creams, ointments, tinctures, liquid, and non-whole plant forms for administration through vaporization. In May 2018, in keeping with the advisory board recommendations, the PDOH issued revised regulations to allow whole plant, flower cannabis. Dispensaries cannot sell edibles, but medical cannabis products could be mixed into food or drinks to facilitate ingestion by a patient in a facility or residence. Vaporization is allowed, and smoking is prohibited.

On September 25, 2019, Pennsylvania Governor Tom Wolf, for the first time, had said he backed legalizing cannabis for adult recreational use. The announcement followed a 67-county listening tour undertaken by Lt. Governor John Karl Fetterman that found a "substantial majority" of Pennsylvanians are for legalization. "I think it's time for the General Assembly to sit down and craft a bill that actually recognizes that Pennsylvania is ready for this, and also takes advantage of what we've learned from other states in terms of what to do and what not to do," Gov. Wolf told a news conference in his Capitol offices. Lt. Gov. Fetterman, who has been a proponent of cannabis legalization, declared, "If you are opposed to the recreational adult-use of cannabis that is a minority view now in Pennsylvania."

Two days after Gov. Wolf's announcement, Attorney General of Pennsylvania, Josh Shapiro, also voiced his support for the legalization of cannabis for recreational use by adults. "Continuing to criminalize adult personal marijuana use is a waste of limited law enforcement resources, it disproportionately impacts our minority communities and it does not make us safer. We must also expunge records of those with non-violent marijuana use convictions," said Attorney General Shapiro.

On July 9, 2020, a majority of Pennsylvania Senate Democrats sent a letter to Gov. Wolf and legislative leaders, arguing that lawmakers should pursue adult-use cannabis legalization in order to generate revenue to make up for losses resulting from the coronavirus pandemic. The letter, led by Senator Sharif Street, stresses that the state's economic situation is "dire" and that the government "should do absolutely everything we can to raise revenue." "That is why we come together as a committed group of Pennsylvania Senators to urge our leaders to take up the bi-partisan issue of adult-use cannabis legalization," they wrote. Senator Street and the other 14 senators made a series of arguments in favor of approving comprehensive cannabis reform, emphasizing the need to avoid raising taxes on Pennsylvanians or making budget cuts as well as the potential boon to the job market that legalization could represent. "We need to ensure our spending on healthcare, education, housing, and small businesses continues unabated throughout this crisis," the letter states. "Legalizing adult-use cannabis will raise revenue and help mitigate the possible need for cuts, and additionally can serve as a revenue saving tool in agencies such as the Department of Corrections."

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Pennsylvania.

### Texas

Cannabis is currently not legal for either medical or recreational usage in Texas, however in 2015, the state signed a CBD-specific law into force that allows low-THC (no more than 0.5%) high-CBD (no less than 10.0%) oil products to be consumed by patients based on doctor's recommendation. There are currently three licensed facilities operating that formulate these products for eligible patients. Additionally, laws relaxing punishment for possession of small amounts of cannabis have been passed at the county and municipal level in jurisdictions including El Paso, Austin, Dallas, and Harris County.

On April 17, 2019, a Texas House Committee unanimously approved a bill to expand the state's medical cannabis program by adding over a dozen health conditions that would qualify patients for participation. Additional cannabis-related legislation is on the horizon, with lawmakers in position to potentially vote on cannabis decriminalization and hemp legalization in short order. Under the medical cannabis bill, patients with cancer, autism, post-traumatic stress disorder, Alzheimer's, Parkinson's, Huntington's disease, amyotrophic lateral sclerosis, Tourette syndrome, Crohn's, ulcerative colitis, muscular dystrophy, and

multiple sclerosis would qualify to access cannabis. Patients who experience certain side effects such as severe nausea from conventional therapies would also be able to get medical cannabis.

That would mark a significant expansion of the state's currently limited medical cannabis system, which only allows patients with intractable epilepsy who have exhausted their pharmaceutical options to access cannabis. Finding a specialist doctor to make the recommendation has been another challenge, which further explains why the program has roughly 600 registered medical cannabis patients in a state of about 29 million people. "Overall, we're really pleased to see unanimous support for the legislation out of the public health committee," Heather Fazio, director of Texans for Responsible Marijuana Policy, told Marijuana Moment. "Legislators are taking this issue more seriously now than every before, and they're responding to their constituents who want to see these laws changed." The bill now heads to the House Calendars Committee, where it will await placement on the agenda for a full House floor vote.

In June 2019, Texas passed legislation that legalized hemp and hemp-based products, but it remains highly unlikely that cannabis will be legalized in the state anytime soon.

On July 18, 2019, Texas Governor Greg Abbott sent out a letter to all of the state's district and county attorneys, commanding them to resume prosecuting individuals for possession of cannabis. "Marijuana has not been decriminalized in Texas, and these actions demonstrate a misunderstanding of how House Bill 1325 works," reads the letter, signed by Gov. Abbott, Lt. Gov. Dan Patrick, House Speaker Dennis Bonnen, and Attorney General Ken Paxton. "First, a person claiming to transport hemp must have a certificate. Failure to have the required certificate while transporting hemp is a separate crime. Second, lab tests are not required in every case and are more affordable than initial reporting indicated." The final line of the letter's opening section takes a defensive tone regarding the snafu created by lawmakers: "Failing to enforce marijuana laws cannot be blamed on legislation that did not decriminalize marijuana in Texas." The joint letter makes the case that hemp cannot currently be legally transported unless the product is accompanied with a "Department-approved shipping certificate" – otherwise, it is a misdemeanor. "If a person is transporting hemp but has no certificate, you may now prosecute that person for the offense of failing to have a hemp certificate," the memo reads ... before going on to state that such certification does not yet exist: "If they have a certificate, which the Department has yet to promulgate, then it's a fake – which is a felony." The Governor's letter says "criminal cases may be prosecuted with lab tests or with the tried and true use of circumstantial evidence. ... Lab tests are not always needed, and they are not as costly as some initial reporting indicated."

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Texas.

### Washington

The state of Washington has both medical and adult-use cannabis programs. The original medical law, passed by voters in 1998, allows physicians to recommend cannabis for an inclusive set of qualifying conditions including chronic pain and created a patient/caregiver system without explicitly permitting businesses. But, unlike Colorado, the legislature was unable to pass laws regulating the medical cannabis businesses that developed around 2008.

On November 6, 2012, Initiative 502 was passed to legalize cannabis for adults 21 years of age and older in 2012. It regulated adult-use cannabis businesses and left the unregulated medical cannabis establishments in a precarious situation. Christine Gregoire, then Governor of Washington, signed SB 5052 in 2015, which forced the closure of existing unregulated medical dispensaries and allows existing adult-use retail cannabis stores to apply for a "medical marijuana endorsement" to sell medical cannabis tax free to registered qualifying patients and their designated caregivers.

The Washington State Liquor and Cannabis Board (the "WSLCB") regulates adult-use cannabis businesses and those with a medical endorsement. The WSLCB licenses cultivation facilities, product manufacturing facilities ("processors"), retail stores, transportation licensees, and testing facilities. All individuals and entities considered a "true party of interest" in a cannabis business license must have at least six months of Washington residency.

Unlike many other states, the state of Washington prohibits vertical integration between adult-use cannabis retailers and cultivators. Common ownership between cultivation and processors is permitted. A single entity, and/or principals within an entity, are limited to no more than three cannabis producer licenses, and/or three cannabis processor licenses, or five retail cannabis licenses.

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On May 13, 2019, Gov. Inslee signed Senate Bill 5605, a new law went into effect on July 28, 2019. Beginning that date, every person convicted of misdemeanor cannabis possession offenses in the state of Washington, who was 21 years of age or older at the time of the offense, may apply to the sentencing court to vacate his or her conviction record for the cannabis offense. And if an individual has multiple cannabis convictions from different courts, then the individual will need to apply to vacate each conviction separately in the court in which the conviction was prosecuted. The court will then vacate that qualifying individual's cannabis conviction record.

On April 1, 2020, in an effort to ensure the spoils of cannabis legalization are available to everyone, Gov. Inslee signed a bill to allow state regulators to funnel unused cannabis business licenses to people from communities that have been negatively impacted by the drug war. The legislation came at the request of state cannabis regulators, who have pointed out that Washington's legalization law, which voters approved in 2012, failed to include any provisions aimed at addressing past prohibition harms. The new law aims to diversify the industry by issuing more business licenses to people negatively affected by drug law enforcement and providing them with technical assistance to get their companies off the ground. It creates a state Marijuana Equity Task Force and allows the WSLCB to grant forfeited, canceled, revoked or otherwise unissued cannabis business licenses to qualified equity applicants. "House Bill 2870 creates a new social equity program that provides business opportunities to people from disproportionately-harmed communities so they can benefit economically from the cannabis industry and become a cannabis retailer," Gov. Inslee said in a statement issued from his office.

To the knowledge of the Company's management, there have not been any additional statements or guidance made by federal authorities or prosecutors regarding the risk of enforcement action in the state of Washington.

**Overall Performance and Investments**

As at December 31, 2020, the Company held cash and investments at fair value totaling \$32,872,345 (December 31, 2019 – \$33,051,823). During the three months ended December 31, 2020 ("Q4 2020"), Quinsam had funded for new investments of approximately \$1.5 million back to the portfolio. As the market had steadily rebounded in recent months since it hit a low point in March of 2020 due to the COVID-19 pandemic, the Company had since then gradually reduced our position from existing cannabis investments. Despite current cannabis market conditions which are generally positive, Quinsam may choose to look at investments outside the cannabis sector going forward.

In Q4 2020, the total fair value of the Company's investments increased by about \$0.4 million to \$31,756,698, from a portfolio value of \$31,474,664 as at September 30, 2020. The increase in the quarter is primarily attributed to an unrealized gain on investments of \$2,277,201 (Q4 2019 – unrealized loss of \$4,265,354). Overall, the Company incurred total realized loss on disposals of investments of \$1,146,930 in Q4 2020 (Q4 2019 – realized loss of \$1,445,034), and total realized loss on disposals of investments of \$2,933,734 during the year ended December 31, 2020 (2019 – realized loss of \$594,370).

At the end of 2019, the Company's investments portfolio was valued at \$32.4 million as a number of investee companies obtained listings on recognized Canadian stock exchanges, and the entities' shares were trading at prices substantially over their initial costs, which further increased the unrealized gains in the investment portfolio. However, due to poor performance of the cannabis sector in the second half of 2019, the Company receded all of the gains experienced in the early part of 2019. The trend continued in the early part of 2020, but due to generally positive market reactions after the COVID-19 crisis, the Company ended 2020 on a positive note.

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*Investment portfolio*

The Company's investments portfolio consisted of the following as at December 31, 2020:

Investments by type	Cost	Fair Value			Total fair value
		Level 1	Level 2	Level 3	
	\$	\$	\$	\$	\$
Equities	14,566,206	6,608,858	-	10,786,074	17,394,932
Warrants	1,463,671	584	1,066,339	573,183	1,640,106
Convertible debentures	6,919,232	-	4,058,635	2,894,324	6,952,959
Loans	5,802,676	-	-	5,768,701	5,768,701
<b>Total</b>	<b>28,751,785</b>	<b>6,609,442</b>	<b>5,124,974</b>	<b>20,022,282</b>	<b>31,756,698</b>

Investments by sector	Cost	Fair Value			Total fair value
		Level 1	Level 2	Level 3	
	\$	\$	\$	\$	\$
Cannabis-related	24,791,078	3,496,611	3,641,651	17,284,898	24,423,160
Non-cannabis	3,960,707	3,112,831	1,483,323	2,737,384	7,333,538
<b>Total</b>	<b>28,751,785</b>	<b>6,609,442</b>	<b>5,124,974</b>	<b>20,022,282</b>	<b>31,756,698</b>

In addition to the investments in the cannabis sector as described in the above section, the Company also held the following non-cannabis related investments in its investments portfolio as at December 31, 2020:

Investees	Investment relationship	Investment type	Cost	Fair value	Company's ownership %
			\$	\$	
Agriforce Growing Systems Ltd. (formerly Carnivate Growing Systems Ltd.)	Private	Shares and warrants	860,500	1,166,909	Under 10%
C15 Solutions (formerly Cannabis OneFive Inc.)	Private	Shares	220,000	490,000	Under 10%
California Nanotechnologies Inc.	Publicly-listed	Shares	150,120	111,200	Under 10%
Commercial Royalty Corp	Private	Shares	50,000	-	Under 10%
Deveron Corp. (formerly Deveron UAS Corps.)	Publicly-listed	Shares	50,000	210,000	Under 10%
Helix TCS Inc.	Publicly-listed	Shares and debentures	626,217	573,296	Under 10%
Intelgenx Technologies Corp.	Publicly-listed	Warrants	62,157	1,755	Under 10%
LexaGene Holdings Inc.	Public-listed	Warrants	93,525	123,153	Under 10%
Merco Payments Inc.	Private	Shares	150,000	33,992	Under 10%
Newlox Gold Ventures Corp.	Publicly-listed	Shares & warrants	137,993	1,181,757	Under 10%
Peak Health Ontario Inc.	Private	Shares	180,000	180,000	Under 10%
Pioneering Technology Corp.	Publicly-listed	Warrants	25,961	-	Under 10%
Platinex Inc.	Publicly-listed	Warrants	9,688	13,639	Under 10%
PMML Corp.	Private	Shares & warrants	50,000	816,463	Under 10%
Solarvest BioEnergy Inc.	Publicly-listed	Shares	28,175	21,413	Under 10%
Skylight Health Group Inc. (formerly CB2 Insights Inc.)	Publicly-listed	Shares and warrants	194,333	1,666,680	Under 10%
Therma Bright Inc.	Publicly-listed	Options	68,331	75,015	Under 10%
Tuscany Energy Limited	Publicly-listed	Shares	40,000	-	Under 10%
Umajin Limited	Private	Shares	50,020	50,020	Under 10%
Vitalhub Corp.	Publicly-listed	Shares	42,000	239,400	Under 10%
Water Ways Technologies Inc.	Publicly-listed	Shares & warrants	350,000	105,022	Under 10%
WealthCraft Capital Inc.	Publicly-listed	Shares	13,346	103,766	Under 10%
XS Financial Inc. (formerly Xtraction Services Holdings Corp.)	Publicly-listed	Shares	508,341	170,058	Under 10%
			<b>3,960,707</b>	<b>7,333,538</b>	

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The Company's investments portfolio consisted of the following as at December 31, 2019:

Investments by type	Fair Value				Total fair value
	Cost	Level 1	Level 2	Level 3	
	\$	\$	\$	\$	\$
Equities	17,367,040	5,232,102	-	12,535,246	17,767,348
Warrants	3,024,241	26,702	316,347	1,473,649	1,816,698
Convertible debentures	8,226,938	-	4,596,571	3,142,779	7,739,350
Loans	5,031,480	-	-	5,054,161	5,054,161
<b>Total</b>	<b>33,649,699</b>	<b>5,258,804</b>	<b>4,912,918</b>	<b>22,205,835</b>	<b>32,377,557</b>

Investments by sector	Fair Value				Total fair value
	Cost	Level 1	Level 2	Level 3	
	\$	\$	\$	\$	\$
Cannabis-related	30,580,812	3,801,522	4,318,714	20,541,620	28,661,856
Non-cannabis	3,068,887	1,457,282	594,204	1,664,215	3,715,701
<b>Total</b>	<b>33,649,699</b>	<b>5,258,804</b>	<b>4,912,918</b>	<b>22,205,835</b>	<b>32,377,557</b>

In addition to the investments in the cannabis sector as described in the above section, the Company also held the following non-cannabis related investments in its investments portfolio as at December 31, 2019<sup>9</sup>:

Investees	Investment relationship	Investment type	Cost	Fair value	Company's ownership %
			\$	\$	
California Nanotechnologies Inc.	Publicly-listed	Shares	150,120	44,480	Under 10%
Canivate Growing Systems Ltd.	Private	Shares & warrants	470,000	956,248	Under 10%
Commercial Royalty Corp	Private	Shares	50,000	-	Under 10%
Deveron UAS Corp.	Publicly-listed	Shares	50,000	95,000	Under 10%
Engagement Labs Inc.	Publicly-listed	Warrants	-	420	Under 10%
Helix TCS Inc.	Publicly-listed	Convertible debentures & warrants	626,217	544,409	Under 10%
Intelgenx Technologies Corp.	Publicly-listed	Warrants	62,157	35,166	Under 10%
Merrco Payments Inc.	Private	Shares	150,000	33,992	Under 10%
Newlox Gold Ventures Corp.	Publicly-listed	Shares & warrants	183,204	331,359	Under 10%
Pioneering Technology Corp.	Publicly-listed	Warrants	25,961	-	Under 10%
Platinex Inc.	Publicly-listed	Warrants	9,687	466	Under 10%
PMML Corp.	Private	Shares & warrants	50,000	623,955	Under 10%
Primaria Medical (Canada) Inc.	Private	Shares	63,000	-	Under 10%
Sixth Wave Innovations Inc.	Publicly-listed	Shares	412,500	412,500	Under 10%
Solarvest BioEnergy Inc.	Publicly-listed	Shares	170,675	98,992	Under 10%
Therma Bright Inc.	Publicly-listed	Shares & convertible debentures	100,000	91,768	Under 10%
Tuscany Energy Limited	Publicly-listed	Shares	40,000	-	Under 10%
Umajin Limited	Private	Shares	50,020	50,020	Under 10%
Vitalhub Corp.	Publicly-listed	Shares	42,000	147,000	Under 10%
Water Ways Technologies Inc.	Publicly-listed	Shares & warrants	350,000	120,046	Under 10%
WealthCraft Capital Inc.	Publicly-listed	Shares	13,346	129,880	Under 10%
			<b>3,068,887</b>	<b>3,715,701</b>	

<sup>9</sup> For greater clarity, the Company had reclassified certain investments between cannabis and non-cannabis investees for the year ended December 31, 2019, to reflect the fact that certain investees are no longer operating in the cannabis industry, for comparison purposes.

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**Financial Results**

The Company's selected annual financial information as at and for the three most recently completed financial years ended December 31 are summarized as follows:

	2020	2019	2018
	\$	\$	\$
Net investment income (loss) (including interest, advisory services and other income)	3,096,170	(10,037,791)	17,632,603
Income (loss) from operations	2,240,405	(11,919,190)	14,577,617
Net income (loss) and comprehensive income (loss)	2,440,007	(10,077,619)	10,590,795
Net income (loss) per share – basic and diluted	0.02	(0.09)	0.09
Total assets	34,883,643	34,467,139	48,351,400
Total liabilities	659,452	1,708,566	4,918,546
Shareholders' equity	34,174,191	32,758,573	43,432,853

The Company's selected financial results for the eight most recently completed quarters are as follows:

	Q4 2020	Q3 2020	Q2 2020	Q1 2020
	\$	\$	\$	\$
Investment revenue (loss)	1,130,271	460,872	2,187,860	(3,396,023)
Interest, advisory services and other income	641,559	643,444	501,705	926,482
Net income (loss)	1,760,824	895,327	2,373,855	(2,589,999)
Working capital	34,174,191	32,734,629	32,179,099	30,139,934
Net Asset Value per share (NAV)	0.32	0.30	0.29	0.26
Shares outstanding	104,992,106	106,689,058	108,939,058	111,172,693

  

	Q4 2019	Q3 2019	Q2 2019	Q1 2019
	\$	\$	\$	\$
Investment revenue (loss)	(5,710,388)	(7,638,675)	(4,249,457)	5,000,696
Interest, advisory services and other income	497,819	966,779	231,518	863,917
Net income (loss)	(5,808,950)	(5,207,962)	(2,685,940)	3,703,100
Working capital	32,758,573	39,078,001	48,126,454	50,204,888
Net Asset Value per share (NAV)	0.29	0.34	0.38	0.41
Shares outstanding	111,172,693	112,672,693	113,563,693	117,849,644

*Three Months Ended December 31, 2020*

Results of operations

During Q4 2020, the Company had a net investment revenue of \$1,130,271, as compared to a net investment loss of \$5,710,388 for the three months ended December 31, 2019 ("Q4 2019"). The net investment revenue in Q4 2020 is due to a continued rebound in the capital markets into the current quarter, as the global market stabilized after the sell-out in late March and through the summer months caused by uncertainties from the COVID-19 pandemic. Vaccine roll-out through out the world had also created a sense of optimism among investors. In the comparative period in 2019, the cannabis sector was in the midst of a down trend which carried into the first quarter of 2020. In light of the generally improving market conditions, the Company recorded realized losses on disposals of investments of \$1,146,930 during Q4 2020 (Q4 2019 – realized loss of \$1,445,034), as it disposed of certain investments at a loss for tax planning purposes.

During Q4 2020, other income totaled \$641,559, as compared to \$497,819 recorded in Q4 2019. Other income is comprised of interest income from loans and convertible debentures, advisory services and other income associated with the Company's investments. While the Company continued to earn and accrue interest on its loans and convertible debentures investments, the comparable increase is related to penalty payments of \$46,096 received from investee companies, and consulting fees of \$75,000 for financial advisory assistance to an investee company.

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Total operating expenses for Q4 2020 decreased by \$327,413, from the comparative period, to \$130,107 (Q4 2019 – \$457,520). The decrease in operating expenses for the current quarter was primarily due to stock-based compensation of \$82,610 (Q4 2019 – \$181,629), professional fees of \$65,236 (Q4 2019 – \$90,539), and a reversal of expected credit loss (“ECL”) of \$67,139 (Q4 2019 – allowance for ECL of \$206,556) recorded in certain of the Company’s investments.

During Q4 2020, the Company recorded an income tax recovery of \$119,102 (Q4 2019 – income tax expense of \$388,861 and deferred tax recovery of \$250,000).

As a result of the above, net income and comprehensive income for Q4 2020 was \$1,760,824 (income of \$0.02 and \$0.02 per share on a basic and diluted basis, respectively), as compared to a net loss and comprehensive loss of \$5,808,950 (loss of \$0.05 and \$0.05 per share on a basic and diluted basis, respectively) for Q4 2019.

Cash flows

Net cash flows from operating activities for Q4 2020 was \$1,098,581, as compared to net cash flows from operations of \$51,825 in Q4 2019. During the current quarter, the Company was a lot more active as compared to the first half of the year in terms of its investments, as new investments of \$1,494,350 were subscribed for in the portfolio (Q4 2019 – \$119,375). The Company also disposed of certain investments during the quarter for total proceeds of \$2,995,319 (Q4 2019 – \$872,173), to preserve cash as well as for tax planning purposes. In Q4 2019, the Company also repaid \$613,711 back to its broker margin facility.

Net cash used in financing activities for Q4 2020 was \$403,873, which comprised the quarterly dividend to its shareholders of \$133,361 (Q4 2019 – \$140,841). In Q4 2020, the Company continued with its normal course issuer bid (the “Bid”) and repurchased 1,696,952 common shares of for \$270,512 (Q4 2019 – \$156,524). Those common shares had since been cancelled and returned to the Treasury.

*Year Ended December 31, 2020*

Results of operations

During the year ended December 31, 2020 (“Fiscal 2020”), the Company had a net investment revenue of \$382,980, as compared to a net investment loss of \$12,597,824 in the prior year. The net investment revenue is a reflection of the market rebound since it reached a low point at the end of March 2020 due to the COVID-19 pandemic, which devastated the global capital markets. During Fiscal 2020, the Company recorded total unrealized gains of \$3,316,714 (2019 – unrealized loss of \$12,003,454). In 2019, the cannabis sector experienced a general downturn which carried over for the remainder of the year. In light of the somewhat improving market conditions especially noted in the second half of Fiscal 2020, the Company recorded realized losses on disposals of investments of \$2,933,734 (2019 – realized loss of \$594,370).

During Fiscal 2020, other income totaled \$2,713,190, as compared to \$2,560,033 recorded in 2019. Other income is comprised of interest income from the Company’s loans and convertible debentures investments, advisory services and other income associated with the Company’s investments. The consistent trend noted in other income received reflects the increased diversification into fixed-income securities and related investments which had been added into the Company’s portfolio primarily during the second half of Fiscal 2019.

Total operating expenses for Fiscal 2020 decreased by \$1,025,634, from the prior year, to \$855,765 (2019 – \$1,881,399). The substantial year-to-year decrease in operating expenses was primarily due to lower non-cash stock-based compensation recorded for \$347,080 (2019 – \$808,350) from vesting of options and deferred share units (“DSUs”), lower professional fees of \$278,587 (2019 – \$538,221), lower general and administrative expenses of \$33,886 (2019 – \$41,012) and a reversal for ECL of \$151,556 (2019 – allowance for ECL of \$206,556). The decrease in operating expenses is partially offset by an increase in salaries, bonus and other employment benefits, for a total of \$370,057 (2019 – \$170,201), which included a provision for management bonus of \$150,000 (2019 – \$nil).

During Fiscal 2020, the Company recorded an income tax recovery of \$199,602 (2019 – income tax expense of \$23,123, and deferred tax recovery of \$1,864,694).

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As a result of the above, net income and comprehensive income for the year ended December 31, 2020 was \$2,440,007 (net income of \$0.02 and \$0.02 per share on a basic and diluted basis, respectively), as compared to a net loss and comprehensive loss of \$10,077,619 (net loss of \$0.09 and \$0.09 per share on a basic and diluted basis, respectively) for 2019.

Cash flows

Net cash flows from operating activities for Fiscal 2020 was \$1,812,850, as compared to net cash flows from operations of \$1,667,852 in 2019. During Fiscal 2020, the Company was relatively more cautious in its investment selection approach in comparison to a year ago, as additions of \$3,313,681 were made into the portfolio (2019 – \$15,331,364). The Company also disposed of certain investments during the year for total proceeds of \$6,725,204 (2019 – \$15,926,878), to preserve cash during the market downturn, as well as for tax planning purposes. In Fiscal 2020, the Company was able to replenish its broker margin facility by \$699,974 (2019 – draw of \$699,974).

Net cash used in financing activities for Fiscal 2020 was \$1,371,469, which comprised four quarterly dividends to its shareholders of \$547,467 (2019 – \$578,806) in total. In Fiscal 2020, the Company also repurchased 6,180,587 common shares of its own under the Bid for \$824,002 (2019 – \$1,382,255). In 2019, proceeds of \$119,800 were also received from exercises of stock options.

**Liquidity and Capital Resources**

	December 31 2020	December 31, 2019	December 31, 2018
	\$	\$	\$
Total assets	34,833,643	34,467,139	48,351,400
Total liabilities	659,452	1,708,566	4,918,547
Shareholders' equity	34,174,191	32,758,573	43,432,853
Retained earnings	11,304,190	4,000,881	12,627,021
Net Asset Value per share – basic	0.32	0.29	0.37
Net Asset Value per share – diluted	0.33	0.30	0.39

The Company relies upon various sources of funding for its ongoing operating and investing activities. These sources include proceeds from disposals of investments, interest and dividend income earned from investments, consulting fees, and capital raising activities such as debt and equity private placement financings.

During for the year ended December 31, 2020, the Company had paid total dividends of \$547,467 (2019 – \$578,806) to its shareholders. As disclosed in the Company's financial statements, when the Company raises funds from financings, it classifies this inflow as a "financing activity", whereas when these funds raised from financings are deployed, this outflow of net investments is classified as an operating cash flows. Therefore, in periods where new funds are raised and deployed in any material extent, the Company's financial statements would show negative operating cash flows, and vice versa.

In 2020, the Company did not raise any funds from financing, but was able to continue deploying funds through turnovers with its investment portfolio, for a net redemption of \$3,411,523 (2019 – net redemption of \$595,514) into the investments portfolio.

The raising and deployment of funds are inextricably linked from a management point of view, as the Company will only deploy the funds after they have been raised. Therefore, the sustainability of paying dividends to shareholders is tied to the Company's ability over time to deploy funds to earn a quarterly return that is in excess of the payment of the quarterly dividend. In order to fund dividend payments, the Company has the discretion to use available cash or dispose of some of its publicly-listed investees for liquidity. Despite the unfavorable performance in the early part of 2020 due to COVID-19, the market had seen a rebound in the second half of 2020, and the Company anticipates that future dividends will be sustainable and it will reevaluate the payment of dividends to shareholders, as required.

The Company's present liabilities are limited to trade payables incurred in the normal course of business. Management believes that the Company will be able to generate sufficient cash to fund its normal course of operations through the course of purchases and disposals of existing investments.



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**Related Party Transactions**

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly.

*Key management personnel compensation*

The remuneration of directors and other members of key management personnel during the years ended December 31, 2020 and 2019 were as follows:

	2020	2019
	\$	\$
Salaries, bonus and other benefits	<b>370,057</b>	170,201
Professional fees	<b>114,130</b>	231,820
Stock-based compensation	<b>326,346</b>	755,997
	<b>810,533</b>	1,158,018

During the year ended December 31, 2020, officers and directors of the Company were paid compensation benefits of \$370,057 (2019 – \$170,201) for services rendered, including a provision for management bonus of \$150,000 (2019 – \$nil), based on 5% of net investment income on a quarterly basis), which was charged to salaries, bonus and other benefits. As at December 31, 2020, accrued management bonus of \$150,000 (December 31, 2019 – \$nil) was included in accounts payable and accrued liabilities.

During the year ended December 31, 2020, Roger Dent, the Chief Executive Officer ("CEO"), and Eric Szustak, the Chairman of the Company, were issued 112,431.62 and 5,917.45 DSUs (2019 – 45,935.39 and 2,417.65 DSUs), respectively, upon distribution of the cash dividends paid, as adjustments in accordance with the terms of the DSU Plan. These DSUs were valued at \$12,965 (2019 – \$6,271) and recorded as stock-based compensation. During the year ended December 31, 2019, Mr. Dent and Mr. Szustak were also granted 2,375,000 and 125,000 DSUs, respectively, as partial payment of the management bonus related to the Company's portfolio performance, that was accrued for the year ended December 31, 2018.

During the year ended December 31, 2020, Branson Corporate Services Ltd. ("Branson"), where Keith Li, the Chief Financial Officer ("CFO") of the Company is employed, were paid professional fees of \$108,480 (2019 – \$196,620), for CFO services provided to the Company, as well as other accounting and administrative services, which are included in professional fees. As at December 31, 2020, no balance was owed to Branson and the CFO (December 31, 2019 – \$nil and \$40), respectively.

During the year ended December 31, 2020, Peter Bilodeau, the former President and a former director of the Company who resigned on May 26, 2020, was paid \$5,650 (2019 – \$33,900) for consulting services provided to the Company, which are included in professional fees. As at December 31, 2020, no balance was owed to Mr. Bilodeau (December 31, 2019 – \$nil).

During the year ended December 31, 2020, officers and directors of the Company received stock-based compensation of \$313,381 (2019 – \$749,726) on vesting of options granted.

During the year ended December 31, 2019, Fogler, Rubinoff LLP ("Fogler"), a law firm in which Adam Szweras, a former director of the Company, is also a partner, provided \$1,300 of legal services to the Company, which are included in professional fees. As at December 31, 2020, no balance was owed to Fogler (December 31, 2019 – \$nil).

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*Investments on companies with common management personnel*

As at December 31, 2020, the Company held investment positions in the following issuers with common officers and directors:

	<b>Investments</b>	<b>Holdings</b>	<b>Fair Value</b>
		#	\$
California Nanotechnologies Inc. <sup>(1)</sup>	Common shares	1,112,000 shares	111,200
Deveron Corp. <sup>(1)</sup>	Common shares	500,000 shares	210,000
Peak Health Ontario Inc. <sup>(1)</sup>	Common shares	18 shares	180,000
Pharmadrug Inc. <sup>(2)</sup>	Warrants	1,275,000 units	24,608
Vitalhub Corp. <sup>(1)</sup>	Common shares	84,000 shares	239,400
			<b>765,208</b>

*(1) Roger Dent is also a Director of California Nanotechnologies Inc., Deveron Corp. Peak Health Ontario Inc. and Vitalhub Corp.*

*(2) Keith Li is also the CFO of Pharmadrug Inc.*

**Off-Balance Sheet Arrangements**

As at December 31, 2020 and 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.

**Risk Management**

The Company is exposed in varying degrees to a variety of financial instrument related risks.

*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. The risk in cash is managed through the use of major financial institutions which have high credit qualities as determined by rating agencies. The Company's secondary exposure to credit risk is on other receivables. As at December 31, 2020, the Company had recorded an allowance for ECL of \$55,000 (2019 – \$206,566) on an overdue amount of \$110,000 on a matured convertible debentures investment, which are included in receivables.

*Foreign exchange risk*

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company invests from time to time into securities, debentures and loan investments issued and denominated in foreign currencies, notably in United States dollars. The Company's primary exposure to foreign exchange risk is that investments in foreign securities may expose the Company to the risk of exchange rate fluctuations. Due to the low number of investments issued and denominated in foreign currencies, management believes that the foreign exchange risk with respect to investments is low.

*Interest rate risk*

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes in market interest rate. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash at variable rates. The fair value of the Company's cash, and convertible debentures and loan investments affected by changes in short-term interest rates will be minimal. The Company does not use any derivative instruments to reduce its exposure to interest rate risk.

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*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and investments with reputable Canadian financial institutions.

In December 2019, COVID-19 surfaced in Wuhan, China. The WHO declared a global emergency on January 30, 2020 with respect to the outbreak then characterized it as a pandemic on March 11, 2020. The outbreak has spread throughout Europe and the Middle East and there have been cases of COVID-19 in Canada and the U.S. and has continued to cause companies and various international jurisdictions to impose restrictions, such as quarantines, closures, cancellations and travel restrictions. The duration of the business disruptions internationally and related financial impact to the global economy remains highly uncertain at this time, as COVID-19 continues to evolve.

To date, the outbreak has not had a material adverse impact on the Company's operations. As mentioned in the section titled "Impact of COVID-19", Quinsam has operated on a "virtual basis" for a number of years, restrictions and the general closure of non-essential businesses in response to the COVID-19 outbreak has not significantly impacted the Company's day-to-day operations. However, the future impact of the outbreak remains potentially and highly uncertain for certain of Quinsam's investee companies, and may not be predicted. Until economies stabilize and that the vaccine rollout will be complete, there is no assurance that the outbreak will not have a material adverse impact on the future results of the Company. The extent of the impact, if any, will depend on future developments, including actions taken to contain COVID-19.

The following table summarizes the carrying amount and the contractual maturities of both the interest and principal portion of significant financial liabilities as at December 31, 2020:

	Carrying amount	Year 1	Year 2 to 3	Year 4 to 5
	\$	\$	\$	\$
Accounts payable and accrued liabilities	236,178	236,178	-	-

*Market risk*

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is exposed to market risk in trading its investments and unfavorable market conditions could result in dispositions of investments at less than favorable prices. A 1% change in closing trade price of the Company's investments portfolio would impact net income by \$318,000 based upon balances as at December 31, 2020.

**Capital Management**

The Company manages its capital, consisting of shareholders' equity, in a manner consistent with the risk characteristics of the assets it holds. The Company's objectives when managing capital are:

- (a) to maintain sufficient liquidity to allow the Company to pursue business opportunities expeditiously; &
- (b) to earn investment returns while managing risk.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential investments and acquisitions. Management reviews its capital management approach on an on-going basis and believes that this approach, given the small size of the Company, is reasonable. There were no changes in its approach to capital management for the years ended December 31, 2020 and 2019.

The Company is not subject to externally imposed capital requirements.

### **Significant Accounting Judgments and Estimates**

The preparation of the Company's financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenue, and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are reviewed on a regular basis for reasonableness. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

#### *Going concern*

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources and future obligations.

#### *Fair value of investment in securities not quoted in an active market or private company investments*

Where the fair values of financial assets recorded on the statements of financial position, including shares, options, warrants, convertible debentures and loans investments, cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, management's judgment is required to establish fair values.

#### *Fair value of financial derivatives*

Investments in options, warrants and conversion features of debentures that are not traded on a recognized securities exchange do not have readily available market values. When there are sufficient and reliable observable market inputs, a valuation technique is used.

#### *Valuation of share-based compensation and share purchase warrants*

Management determines the costs for share-based compensation and share purchase warrants using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying the valuation techniques. These assumptions and judgments include estimating the future volatility of the share price, expected dividend yield, future employee turnover rates and future share option and share purchase warrant exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates of share-based compensation and share purchase warrants.

#### *Income taxes*

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

#### *Expected credit losses on financial assets*

Determining an allowance for ECLs for all debt financial assets not held at fair value through profit or loss ("FVTPL") requires management to make assumptions about the historical patterns for the probability of default, the timing of collection and the amount of incurred credit losses, which are adjusted based on management's judgment about whether economic conditions and credit terms are such that actual losses may be higher or lower than what the historical patterns suggest.

For accounts receivable, the Company applies the simplified approach as permitted by IFRS 9 – Financial Instruments ("IFRS 9"), whereby lifetime ECL are recognized based on aging characteristics and credit worthiness of customers. Specific provisions may be used where there is information that a specific customer's ECL have increased.

## **Significant Accounting Policies**

### *(a) Revenue*

Realized gains (losses) on disposals of investments and unrealized gains (losses) on securities classified as FVTPL are reflected in the statements of income (loss) and comprehensive income (loss) on the transaction date and are calculated on an average cost basis. For all financial instruments measured at amortized cost and interest-bearing financial assets, interest income or expenses are recorded using the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or financial liability.

Upon disposal of an investment, previously recognized unrealized gains or losses are reversed to recognize the full realized gain or loss in the period of disposition.

Other investment income is recognized on the accrual basis and is considered operating income for cash flow purposes.

### *(b) Financial Instruments*

Financial assets and financial liabilities, including derivatives, are recognized on the statements of financial position when the Company becomes a party to the financial instrument or derivative contract.

#### *Classification*

The Company classifies its financial assets in the following measurement categories: (a) those to be measured subsequently at FVTPL; (b) those to be measured subsequently at fair value through other comprehensive income ("FVTOCI"); and (c) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are recorded in profit or loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified. The Company's financial assets include cash, investments, and receivables excluding any sales tax amounts. The Company's financial liabilities include its margin facility and accounts payable and accrued liabilities.

#### *Fair value through profit or loss*

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the solely principal and interest ("SPPI") criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets and financial liabilities in this category are recorded at fair value with changes recognized in profit or loss.

#### *Financial assets at fair value through other comprehensive income*

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in FVTOCI instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss).

#### *Amortized cost*

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. Financial assets and financial liabilities classified in this category are measured at amortized cost using the effective interest method.

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The Company's classification of financial assets and financial liabilities is summarized below:

Cash	Amortized cost
Receivables	Amortized cost
Investments	FVTPL
Margin facility	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

*Measurement*

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (loss) (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in other comprehensive income (loss).

*Expected credit loss impairment model*

Under IFRS 9, the Company recognizes a provision for ECL on financial assets that are measured at amortized costs. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 to 180 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

*Derecognition*

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

*Determination of fair value*

The determination of fair value requires judgment and is based on market information, where available and appropriate. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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At the end of each reporting period, management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements:

- i. Securities including shares, options and warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted closing trade prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period. These are included in Level 1 of the fair value hierarchy.
- ii. For options, warrants and conversion features of debentures which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, a valuation technique is used. Valuation models such as the Black-Scholes valuation model ("Black-Scholes") are used when there are sufficient and reliable observable market inputs. These market inputs include risk-free interest rate, exercise price, market price at the date of valuation, expected dividend yield, expected life of the instrument and expected volatility of the underlying security based on historical volatility. These are included in Level 2 of the fair value hierarchy.
- iii. Convertible debentures and loans issued by investee companies are generally valued at the price at which the instrument was issued. The Company regularly considers whether any indications of deterioration in the value of the underlying business exist, which suggest that the debt instrument will not be fully recovered. The fair value of convertible debentures is measured using valuation techniques such as Black-Scholes.

The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment and assumptions provided by management is required in establishing fair values. Judgments include consideration of inputs such as credit risk, discount rates, volatility, probability of certain triggering events, and share price of private company borrowers. Changes in assumptions relating to these factors could affect the reported fair value of the financial instruments. These are included in Level 3 of the fair value hierarchy.

Private company investments

All privately held investments (including options, warrants and conversion features) are initially recorded at the transaction price, being the fair value at the time of acquisition. At the end of each reporting period, the fair value of an investment may (depending upon the circumstances) be adjusted using one or more of the valuation indicators described below. These are included in Level 3 of the fair value hierarchy.

The determination of fair value of the Company's privately held investments at other than initial cost, is subject to certain limitations. Financial information for private companies in which the Company has investments may not be available and, even if available, that information may be limited and/or unreliable.

The use of the valuation approaches described below may involve uncertainties and determinations based on management's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a privately held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will also consider trends in general market conditions and the share performance of comparable publicly traded companies when valuing privately held investments.

The fair value of a privately held investment may be adjusted if:

- i. There has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place.
- ii. There have been significant corporate, political, or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable.
- iii. The investee company is placed into receivership or bankruptcy.

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- iv. Based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern.
- v. Release by the investee company of positive/negative operational results; and
- vi. Important positive/negative management changes by the investee company that the Company's management believes will have a very positive/negative impact on the investee company's ability to achieve its objectives and build value for shareholders.

Adjustments to the fair value of a privately held investment will be based upon management's judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that would be realized if a ready market existed.

In addition, the amounts at which the Company's privately held investments could be currently disposed of may differ from the carrying value assigned.

*(c) Foreign Currency Translation*

The Company invests from time to time on securities which are denominated in currencies other than Canadian dollars. On initial recognition, these investments are recorded by applying the foreign currency amount based on the spot exchange rate on the transaction date.

At the end of each reporting period, the investments are translated to the functional currency using the closing spot exchange rate. The resulting gain or loss is recorded as part of the net unrealized gain (loss) for the period in the statements of income (loss) and comprehensive income (loss).

*(d) Provisions*

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

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

As at December 31, 2020 and 2019, the Company had no material provisions.

*(e) Income Taxes*

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expensed to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.



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Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

*(f) Share Capital*

In situations where the Company issues units, the value of units is bifurcated and the value of warrants is included as a separate reserve for warrants of the Company's equity.

*(g) Share Issuance Costs*

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

*(h) Share-Based Payments Transactions*

The Company operates a stock option plan, which is administered by the Board. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The grant date fair value of options is determined using Black-Scholes. The fair value of equity-settled share-based compensation transactions are recognized as an expense with a corresponding increase in share-based payments reserve.

The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount ultimately recognized for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

For options that expire after vesting, the recorded value is transferred to retained earnings. Expired warrants are also transferred to retained earnings.

The Company also operates a deferred share unit plan (the "DSU Plan"). DSUs are equity-settled share-based payments. DSUs are measured at the fair value on the date of grant, based on the closing price of the Company's shares on the grant date. Share-based compensation is recognized over the vesting period with a corresponding credit to deferred share units reserve. Under IFRS, the Company's DSUs are classified as equity-settled share-based payment transactions as they are settled in common shares at the sole discretion of the Company.

*(h) Basic and Diluted Earnings (Loss) per Share*

Basic earnings (loss) per share ("EPS") is calculated by dividing the comprehensive income (loss) attributable to common shareholders by the weighted average number of common shares outstanding in the period, adjusted for shares held in escrow that are subject to contingent release based on conditions other than the passage of time. For all periods presented, the earnings (loss) attributable to common shareholders equals the reported earnings attributable to owners of the Company.

Diluted EPS is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted earnings (loss) per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. When a loss is incurred during a period, basic and diluted loss per share are the same because the exercise of share equivalents is then considered to be "anti-dilutive".

*(j) Related Party Transactions*

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

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*(k) Changes in Accounting Policies*

The Company adopted the following amendments, effective January 1, 2020. These changes were made in accordance with the applicable transitional provisions.

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”)

IAS 1 and IAS 8 were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. There was no material impact upon adoption of the amendments on the Company's financial statements.

*(l) Recent Accounting Pronouncements*

As at the date of authorization of these financial statements, the IASB and the IFRS Interpretations Committee had issued certain pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company had assessed that no material impact is expected upon the adoption of the following amendments on its financial statements:

Amendments to IAS 1

In January 2020, the IASB issued amendments to IAS 1 which clarify the requirements for classifying liabilities as either current or non-current by: (i) specifying that the conditions which exist at the end of the reporting period determine if a right to defer settlement of a liability exists; (ii) clarifying that settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services; (iii) clarifying that classification is unaffected by management's expectation about events after the balance sheet date; and (iv) clarifying the classification requirements for debt an entity may settle by converting it into equity.

The amendments clarify existing requirements, rather than make changes to the requirements, and so are not expected to have a significant impact on an entity's financial statements. However, the clarifications may result in reclassification of some liabilities from current to non-current or vice-versa, which could impact an entity's loan covenants. Because of this impact, the IASB has provided a longer effective date to allow entities to prepare for these amendments. In July 2020, the IASB issued an amendment to defer the effective date of the amendments by one year from its originally planned effective date to annual periods beginning on or after January 1, 2023 due to the impact of COVID-19. Early application is permitted.

**Outstanding Share Data**

As at April 28, 2021, the number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Quinsam are as follows:

<b>Common Shares</b>	<b>Number Outstanding</b>
Issued and Outstanding	104,992,106
Issuable under DSU Plan	2,685,221
Issuable under Options	7,500,000

**Subsequent Events**

On January 20, 2021, the Board of the Company approved a quarterly dividend of \$0.00125 per share. The dividend distribution was paid on February 25, 2021, to shareholders of record on February 4, 2021.

On April 28, 2021, the Board also approved a quarterly dividend of \$0.00125 per share. The dividend distribution will be paid on May 28, 2021, to shareholders of record on May 7, 2021.

### **Segmented Information**

Quinsam's management is responsible for the Company's entire investments portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy, and the performance is evaluated on an overall basis.

Quinsam has a single reportable geographic segment, Canada, and all of the Company's management are based in Canada.

The internal reporting provided to management of the Company's assets, liabilities, and performance is prepared on a consistent basis with the measurement and recognition principles of IFRS. There were no changes in the reportable segments during the years ended December 31, 2020 and 2019.

### **Risk Factors**

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. If any of these risks occur, the Company's business, financial condition or results of operation may be adversely affected. In such case, the trading price of the Company's common shares could decline, and investors could lose all or part of their investment. The following is a summary of risks that could be applicable to the business of the Company:

#### *Portfolio exposure*

Given the nature of the Company's activities, its results of operations and financial condition are dependent upon the market value of securities that comprise the Company's investments portfolio. Quinsam invests primarily in small-cap businesses which the Company believes exhibit potential for growth and sustainable cash flows, but which may not ever mature or generate returns the Company expects or may require a number of years to do so.

Junior cannabis companies may never achieve commercial discoveries and productions. This may create an irregular pattern in the Company's revenue and profitability. Additionally, macro factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the Company is exposed, and a disproportionate effect on the sectors as compared to the overall market, thereby negatively impacting one or more of the portfolio Investees concurrently.

#### *Risks related to the U.S. regulatory environment*

As a specialty investor focusing in the cannabis industry, the Company is making substantial investments in entities operating in a highly regulated industry which is rapidly evolving. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

Investees incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the business units and, it may negatively affect the performance of the Company's investment portfolio.

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

**The Company is expected to have a substantial portion of its revenues derived from its investments in Investees that are engaged in the cannabis industry in certain states of the U.S., which industry is illegal under U.S. federal law. Quinsam is indirectly involved in cannabis-related activities in the U.S., through the entities held in the Company's**

**investments portfolio, which may engage in the cultivation or distribution of cannabis in the U.S. The enforcement of relevant laws is a significant risk.**

**Over half of the states in the U.S. have enacted legislation to regulate the sale and use of medical cannabis without limits on THC, while other states have regulated the sale and use of medical cannabis with strict limits on the levels of THC. Other U.S. states had also legalized cannabis for adult use. Notwithstanding the permissive regulatory environment of medical or adult-use cannabis at the state level, cannabis continues to be categorized as a Schedule 1 controlled substance under the FCSA. As such, cannabis-related practices, or activities, including without limitation, the cultivation, manufacture, importation, possession, use or distribution, are illegal under U.S. federal law. Strict compliance with state laws with respect to cannabis will neither absolve the Company and its Investees of liability under U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against them. Any such proceedings brought against the Investees may adversely affect the Company's financial performance.**

**Because of the conflicting views between state legislatures and the federal government of the U.S. regarding cannabis, investments in cannabis businesses in the U.S. are subject to inconsistent legislation, regulation, and enforcement. Unless and until the U.S. Congress amends the FCSA with respect to cannabis or the Drug Enforcement Agency reschedules or de-schedules cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current federal law, which would adversely affect the current and future investments of the Company in the U.S. As a result of the tension between state and federal law, there are a number of risks associated with the Company's existing and future investments in the US.**

#### *Regulatory changes and compliance*

The Company's activities, as well as those of the Investees, are subject to regulation by governmental authorities. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required for certain of its Investees to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on these Investees' business and results of operations, which may negatively affect the performance of the Company's investment portfolio.

Certain Investees' operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage, and disposal of cannabis but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. The Company cannot predict the nature of any future laws, regulations, interpretations, policies, or applications, nor can it determine what effect additional governmental regulations or administrative interpretations or procedures, when and if promulgated, could have on the Investees' operations. Changes to such laws, regulations, and guidelines due to matters beyond the control of the Investees may cause adverse effects to the Company's operations.

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

#### *U.S. federal laws on cannabis industry*

**Cannabis is illegal under U.S. federal laws and enforcement of relevant laws is a significant risk.** Therefore, the business operations of many of the cannabis-related securities that the Company invests in, are dependent on U.S. state laws pertaining to the cannabis industry. Continued development of the cannabis industry is dependent upon continued legislative authorization of cannabis at the state level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact

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the legislative process. Any one of these factors could slow or halt legal manufacturer and sale of cannabis, which would negatively impact the return on the Company's investment portfolio.

The concepts of "medical cannabis" and "retail cannabis" do not exist under U.S. federal law. The FCSA classifies "marijuana" as a Schedule I drug. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the U.S., and a lack of safety for the use of the drug under medical supervision. As such, cannabis-related practices, or activities, including without limitation, the manufacture, importation, possession, use or distribution of cannabis are illegal under U.S. federal law. Strict compliance with State laws with respect to cannabis will neither absolve the Company of liability under U.S. federal law, nor will it provide a defense to any federal proceeding which may be brought against the Investees.

Violations of any U.S. federal law and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the U.S. federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect, and as a result the Company, including their reputation and ability to conduct business, their holdings (directly or indirectly) of medical cannabis licenses in the U.S., and the listing of their securities on various stock exchanges, their financial position, operating results, profitability or liquidity or the market price of their publicly-traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

To the Company's knowledge, 36 states, the District of Columbia, Puerto Rico and Guam allow their residents to use medical cannabis as of the date of this MD&A. Voters in the states of Alaska, Arizona, California, Colorado, Illinois, Maine, Massachusetts, Michigan, Montana, Nevada, New Jersey, Oregon, South Dakota, Vermont and Washington have approved and have implemented or are implementing regulations to legalize cannabis for adult use. The state laws are in conflict with the FCSA, which makes cannabis use and possession illegal on a national level. The Obama administration has made numerous statements indicating that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical cannabis. While the status quo has been maintained by the Trump administration, there is no guarantee that President Biden and his administration will not change the government's stated policy regarding the low-priority enforcement of federal laws and decide to enforce the federal laws to the fullest extent possible.

**Any changes in the U.S. federal government's enforcement of current U.S. federal law could cause adverse financial impact and remain a significant risk to the Company and its Investees' businesses, which could in turn have an impact on the Company's investments portfolio and financial results.** See "Risk Factors".

The constant evolution of laws and regulations affecting the cannabis industry could detrimentally affect the Company's operations. Local, state, and federal medical cannabis laws and regulations are broad in scope and subject to changing interpretations. These changes may require the Investees to incur substantial costs associated with legal and compliance fees and ultimately require the Investees to alter its business plan. Furthermore, violations of these laws, or alleged violations, could disrupt the business of the Investees and result in a material adverse effect on operations. In addition, the Company cannot predict the nature of any future laws, regulations, interpretations or applications, and it is possible that regulations may be enacted in the future that will be directly applicable to the business of the Investees, which could have on the Company's investment portfolio.

*There are risks associated with removal of U.S. Federal Budget Rider Protections*

The U.S. Congress has passed appropriations bills (at various times, the "Rohrabacher-Farr Amendment," the "Leahy Amendment" and the "Joyce Amendment," hereinafter the "Budget Rider Protections") each of the last several years to prevent the federal executive branch (and specifically the DOJ) from using congressionally appropriated funds to enforce the FCSA against regulated medical cannabis businesses operating in compliance with state and local laws, which effectively allows states to implement their own laws that authorize the use, distribution, possession, or cultivation of medical cannabis. The Budget Rider Protections were first introduced in 2014 and has been reaffirmed annually since then as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal year or other defined term. The current Budget

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Rider Protections will remain in effect until September 30, 2021. At such time, it may or may not be included in the omnibus appropriations package or a continuing budget resolution, and its inclusion or non-inclusion, as applicable, is subject to political changes. It should be noted that this amendment does not apply to adult-use cannabis.

U.S. courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with applicable state law. However, because this conduct continues to violate U.S. federal law, U.S. courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the FCSA, any individual or business – even those that have fully complied with applicable state law – could be prosecuted for violations of U.S. federal law. Therefore, until Congress amends the FCSA regarding cannabis, enforcement of U.S. federal law remains a significant risk. Any increase in the U.S. federal government's enforcement of current U.S. federal law could cause adverse financial impact and remain a significant risk to the Investees' business, which could in turn have an impact on the Company's operations or financial results. A change in its enforcement policies could indirectly impact the ability of the Company to continue as a going concern.

*Local regulation could change and negatively impact on the Company's operations*

Most U.S. states that permit cannabis for adult-use or medical use provide local municipalities with the authority to prevent the establishment of medical or adult use cannabis businesses in their jurisdictions. If local municipalities where the Investees or their Licensed Operators have established facilities decide to prohibit cannabis businesses from operating, the Investees or their Licensed Operators could be forced to relocate operations at great cost to the Investees, and the Investees or their Licensed Operators may have to cease operations in such state entirely if alternative facilities cannot be secured.

*Reliance on securing agreements with Licensed Producers*

The regulatory framework in most states may restrict the Investees from obtaining a License to grow, store and sell cannabis products. As such, these Investees rely on securing agreements with Licensed Producers in the targeted jurisdictions that have been able to obtain a License with the appropriate regulatory authorities. Failure of a Licensed Producer to comply with the requirements of their License or any failure to maintain their License would have a material adverse impact on the business, financial condition and operating results of the Investees, and indirectly, the operations of the Company. Should the regulatory authorities not grant a License or grant a License on different terms unfavorable to the Licensed Operators, and should the Investees be unable to secure alternative Licensed Operators, the business, financial condition and results of the operation of the Investees would be materially adversely affected.

If the U.S. federal government changes its approach to the enforcement of laws relating to cannabis, the Investees would need to seek to replace those tenants with non-cannabis tenants, who would likely pay lower rents. It is likely that the Investees would realize an economic loss on its capital acquisitions and improvements made to its capital assets specific to the cannabis industry, and the Investees would likely lose all or substantially all of its investments in the markets affected by such regulatory changes.

The Investees may have advanced, and may continue to advance, significant funds to potential sellers in the form of promissory notes, which the Investees may not be able to collect if the sellers fail to profitably operate its business. There is no assurance that any or all of the amounts loaned will be recovered by the Investees.

*Reliance on third-party suppliers, manufacturers, and contractors*

Some of the Investees may intend to maintain a full supply chain for the provision of products and services to the regulated cannabis industry. Due to the uncertain regulatory landscape for regulating cannabis in Canada and the U.S., these Investees' third-party suppliers, manufacturers and contractors may elect, at any time, to decline or withdraw services necessary for the Investees' operations. Loss of these suppliers, manufacturers and contractors may have a material adverse effect on the Investees' business and operational results, which could have on the Company's investment portfolio.

*Cash flows and revenue*

The Company generates revenue and cash flows primarily from proceeds from the disposition of its investments, in addition to a lesser degree income from interest, dividend and financial advisory services. The availability of these sources of funds and the amount of funds generated from these sources are dependent upon various factors, most of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if access to the capital

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markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to the Company, of if the value of the Company's investments decline, resulting in lesser proceeds of disposition and capital losses for the Company upon disposition.

*Share prices of investments*

The Company's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the subject shares is sustainable. The trading prices of the subject shares could be subject to wide fluctuations in response to various factors beyond the control of the Company, including quarterly variations in the subject companies' results of operations, changes in earnings, analyst estimates, industry conditions and general market and economic conditions. Such fluctuations could adversely affect the market price of the Company's investments and significantly negatively impact upon the Company's operating results.

*Private or illiquid securities*

The Company invests in securities of private issuers with a near term plan to complete a going public transaction. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for a private company investment or that the Company will otherwise be able to realize a return on such investments. The Company may also invest in illiquid securities of public issuers. A period of time may elapse between the time a decision is made to sell such securities and the time the Company is able to do so, and the value of such securities could decline during such period. Illiquid investments are subject to various risks, particularly the risk that the Company will be unable to realize the Company's investment objectives by sale or other disposition at attractive prices or otherwise be unable to complete any exit strategy.

*Dependence on management*

The Company is dependent upon the efforts, skill and business contacts of key members of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, the Company's continued success will depend upon the continued service of these individuals who are not obligated to remain employed with the Company. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm the Company's ability to maintain and grow existing assets and raise additional funds in the future.

*Dependence on suppliers and skilled labor*

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

*Limited market for securities*

There can be no assurance that an active and liquid market for the Company's shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

*The market price of securities is volatile and may not accurately reflect the long-term value of the Company*

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Shares or Warrants to sell their securities at an advantageous price. Market price fluctuations in the shares and warrants may be due to the Company's operating results or its U.S. Investees' operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the shares and warrants.

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Financial markets historically at times experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. Accordingly, the market price of the shares and warrants may decline even if the Company's investment results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in investment values that are deemed to be other than temporary, which may result in impairment losses. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted, and the trading price of the shares and warrants may be materially adversely affected.

### *Additional financing requirements*

The Company anticipates ongoing requirements for funds to support the Company's growth and may seek to obtain additional funds for these purposes through public or private equity share offerings. There are no assurances that additional funding will be available to the Company at all, on acceptable terms or prices. Any additional equity financings may cause shareholders to experience dilution. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its investment portfolio.

### *Ability to access public and private capital*

The Company has historically, and continues to have, access to both public and private capital in Canada in order to support its continuing operations. Since the Company had started making investments in entities operating in the cannabis market as a focused specialty investor, it has completed private placement financings ("Offerings"), including the October 2017 Offering which raised \$2.4 million of capital, the December 2017 Offering which raised \$11.5 million, and the March 2018 Offering which raised \$13.1 million for the Company. Although the Company has accessed private financing in the past, there is neither a broad nor deep pool of institutional capital that is available to cannabis license holders and license applicants, given that cannabis is illegal under U.S. federal law. There can be no assurance that additional financing, if raised privately, will be available to the Company when needed or on terms which are acceptable. The Company has never needed to access public equity capital in the U.S.

### *Operating risk and insurance coverage*

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

### *Internal controls*

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company has undertaken a number of procedures to help ensure the reliability of its financial reports, including those required of the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations, or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and materially adversely affect the value of the Company's equity securities.

### *Data breaches and privacy law*

The Company may be subject to breaches of security at its facilities, or in respect of electronic documents and data storage, and may face risks related to breaches of applicable privacy laws. The Company has previously provided medical cannabis to patients and maintains patient records. Due to the sensitive nature of this information, the Company could be found liable if a breach of security at its facility resulted in the theft, loss, or mishandling of electronic data. If such a breach did occur,



the Company could be liable for fines, penalties and for any third-party liability which could result in a material adverse effects to the financial or operating condition of the Company.

*Liability for activity of employees, contractors, and consultants*

The Company could be liable for fraudulent or illegal activity by its employees, contractors and consultants resulting in significant financial losses to claims or regulatory enforcement actions against the Company. Failure to comply with relevant laws could result in fines, suspension of licenses and civil or criminal action being taken against the Company. Consequently, the Company is subject certain risks, including that employees, contractors and consultants may inadvertently fail to follow the law or purposefully neglect to follow the law, either of which could result in material adverse effects to the financial condition of the Company.

*Disruption of business*

Conditions or events including, but not limited to, those listed below could disrupt the Company's and its Investees' operations, increase operating expenses, resulting in delayed performance of contractual obligations or require additional expenditures to be incurred: (i) extraordinary weather conditions or natural disasters such as hurricanes, tornadoes, floods, fires, extreme heat, earthquakes, etc.; (ii) a local, regional, national or international outbreak of a contagious disease, including the COVID-19 coronavirus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, or any other similar illness could result in a general or acute decline in economic activity (see also, "Public Health Crises, including COVID-19"); (iii) political instability, social and labour unrest, war or terrorism; or (iv) interruptions in the availability of basic commercial and social services and infrastructure including power and water shortages, and shipping and freight forwarding services including via air, sea, rail and road.

*Public health crises*

The Company's business, operations and financial condition could be materially adversely affected by the outbreak of epidemics or pandemics or other health crises beyond our control, including the current outbreak of COVID-19. On January 30, 2020, the WHO declared the COVID-19 outbreak a global health emergency. Many governments have likewise declared that the COVID-19 outbreak in their jurisdictions constitutes an emergency. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines, and a general reduction in consumer activity. While these effects are expected to be temporary, the duration of the business disruptions and related financial impact cannot be reasonably estimated at this time.

Such public health crises can result in volatility and disruptions in the supply and demand for various products and services, global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include risks to employee health and safety and a slowdown or temporary suspension of operations in geographic locations impacted by an outbreak. 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.

**Use of Non-IFRS Financial Measures**

This MD&A contains references to "net asset value per share" (basic and diluted) ("NAV") which is a non-IFRS financial measure. NAV is calculated as the value of total assets less the value of total liabilities divided by the total number of common shares outstanding as at a specific date. NAV (diluted) is calculated as total assets less total liabilities divided by the total number of common shares of the Company outstanding as at a specific date, calculated based upon the assumption that all outstanding securities of the Company that are convertible into or exercisable for common shares have been converted or exercised. The term NAV does not have any standardized meaning according to GAAP and therefore may not be comparable to similar measures presented by other companies. There is no comparable IFRS financial measure presented in Quinsam's financial statements and thus no applicable quantitative reconciliation for such non-IFRS financial measure. The Company believes that the measure provides information useful to its shareholders in understanding our performance and may assist in the evaluation of the Company's business relative to that of its peers.

### **Disclosure of Internal Controls over Financial Reporting**

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited 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 audited financial statements; and (ii) the audited financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented. In contrast to non-venture issuers this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of: controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

### **Caution Regarding Forward-Looking Information**

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions, or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance and our ability to generate taxable income from operations, our ability to realize sufficient proceeds from the disposition of our investments in order to fund our obligations as they become due (which will be based upon market conditions beyond our control), market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, the US and other economies, foreign exchange fluctuations, political and economic conditions in the countries in which the interests of the Company's portfolio investments are located, and other risks included elsewhere in this MD&A under the headings "Risk Factors" and "Risk Management" and in the Company's current annual information form and other public disclosure documents filed with certain Canadian securities regulatory authorities and available under Quinsam's profile at [www.sedar.com](http://www.sedar.com).

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

**Quinsam Capital Corporation**  
Management's Discussion and Analysis  
For the Year Ended December 31, 2020

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**Management's Responsibility for Financial Information**

Management is responsible for all information contained in this MD&A. The 2020 Financial Statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the 2020 Financial Statements in all material aspects.

The Audit Committee has reviewed the 2020 Financial Statements and this MD&A with management of Quinsam. The Board has approved the 2020 Financial Statements and this MD&A on the recommendation of the Audit Committee.

**Additional Information**

Additional information relating to Quinsam, including its annual management information circular for the Company's most recently completed financial year, is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**April 28, 2021**

Roger Dent  
Chief Executive Officer