THE TINLEY BEVERAGE COMPANY INC.

Unaudited Condensed Interim Consolidated Financial Statements

(Expressed in Canadian Dollars)

For the Three and Six Months Ended June 30, 2020 and 2019

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the unaudited condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by, and are the responsibility of the management of The Tinley Beverage Company Inc.

The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

THE TINLEY BEVERAGE COMPANY INC.
Unaudited Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	As at June 30, 2020	As at December 31, 2019
	$	$
Assets		
Current Assets		
Cash and cash equivalents	**2,277,860**	2,614,342
Short-term investments (Note 4)	**671,132**	998,955
Accounts receivable (Note 5)	**62,226**	64,269
Inventories (Note 6)	**775,503**	599,085
Prepaid expenses	**236,765**	206,291
Total Current Assets	**4,023,486**	4,482,942
Non-Current Assets		
Property and equipment (Note 7)	**7,044,702**	7,149,179
Right-of-use assets (Note 9)	**1,909,574**	2,131,879
Security deposits	**144,743**	137,946
Total Non-Current Assets	**9,099,019**	9,419,004
Total Assets	**13,122,505**	13,901,946
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities (Note 8)	**1,058,639**	871,237
Current portion of lease liabilities (Note 9)	**682,817**	604,154
Total Current Liabilities	**1,741,456**	1,475,391
Non-Current Liabilities		
Lease liabilities (Note 9)	**1,609,596**	1,873,005
Total Non-Current Liabilities	**1,609,596**	1,873,005
Total Liabilities	**3,351,052**	3,348,396
Shareholders' Equity		
Share capital (Note 10)	**36,144,564**	35,036,761
Reserve for share-based payments (Note 11)	**4,301,044**	3,922,339
Reserve for warrants (Note 12)	**8,412,470**	9,619,818
Contributed surplus	**2,277,493**	157,627
Accumulated other comprehensive loss	**(321,228)**	(212,810)
Accumulated deficit	**(41,042,890)**	(37,970,185)
Total Shareholders' Equity	**9,771,453**	10,553,550
Total Liabilities and Shareholders' Equity	**13,122,505**	13,901,946

Nature of operations (Note 1)
Going concern (Note 2(b))
Contingencies (Note 17)
Subsequent events (Note 18)

Approved on behalf of the Board of Directors:

"Jeffrey Maser" (signed)
Director

"David Ellison" (signed)
Director

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

THE TINLEY BEVERAGE COMPANY INC.
Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three and six months ended June 30, 2020 and 2019
(Expressed in Canadian Dollars)

	Three months ended June 30,		Six months ended June 30,	
	2020	2019	**2020**	2019
	$	$	**$**	$
Sales	**34,747**	769	**208,412**	1,001
Cost of goods sold (Note 6)	**(47,619)**	(5,439)	**(149,863)**	(6,418)
Gross margin	**(12,872)**	(4,670)	**58,549**	(5,417)
Operating Expenses				
General and administrative (Note 15)	**1,111,136**	1,060,937	**2,353,849**	1,930,920
Share-based payments (Notes 11 and 13)	**279,457**	379,388	**679,178**	843,133
Sales and marketing	**150,007**	209,922	**433,769**	376,449
Foreign exchange (gain) loss	**(493,820)**	249,656	**(443,481)**	425,994
Product development	**79,778**	18,857	**81,178**	68,395
	(1,126,558)	(1,918,760)	**(3,104,493)**	(3,644,891)
Net Loss before Other Income	**(1,139,430)**	(1,923,430)	**(3,045,944)**	(3,650,308)
Other Income				
Interest and other income	**215**	1,107	**1,062**	1,860
Fair market value changes to short-term investments (Note 4)	**27,980**	-	**(27,823)**	1,635
Net Loss	**(1,111,235)**	(1,922,323)	**(3,072,705)**	(3,646,813)
Other Comprehensive Income (Loss)				
Gain (loss) on translation of foreign operations	**(846,060)**	121,892	**(108,418)**	10,602
Total Comprehensive Loss	**(1,957,295)**	(1,800,431)	**(3,181,123)**	(3,636,211)
Weighted Average Number of Common Shares	**107,681,641**	100,723,292	**107,681,641**	95,931,782
Net Loss per Share				
Basic and Diluted	**(0.018)**	(0.018)	**(0.029)**	(0.038)

THE TINLEY BEVERAGE COMPANY INC.
Unaudited Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the six months ended June 30, 2020 and 2019
(Expressed in Canadian Dollars)

	Share Capital		Reserves					
	Number of shares	Amount	Share-based payments	Warrants	Contributed surplus	Accumulated deficit	Accumulated other comprehensive loss	Total
	#	$	$	$	$	$	$	$
Balance, Janaury 1, 2019	**90,827,034**	**27,611,385**	**2,696,343**	**6,872,702**	**-**	**(30,444,737)**	**(222,579)**	**6,513,114**
Impact on adoption of IFRS 16	-	-	-	-	-	(133,326)	(7,049)	(140,375)
Balance, January 1, 2019 as restated	**90,827,034**	**27,611,385**	**2,696,343**	**6,872,702**	**-**	**(30,578,063)**	**(229,628)**	**6,372,739**
Issuance of shares from private placements (Note 10)	15,417,107	7,397,724	-	2,338,665	-	-	-	9,736,389
Share issue costs (Notes 10 and 12)	-	(912,954)	-	(226,243)	-	-	-	(1,139,197)
Share-based payments (Note 11)	-	-	843,133	-	-	-	-	843,133
Exchange gain on translation of foreign operations	-	-	-	-	-	-	10,602	10,602
Net loss for the period	-	-	-	-	-	(3,646,813)	-	(3,646,813)
Balance, June 30, 2019	**106,244,141**	**34,096,155**	**3,539,476**	**8,985,124**	**-**	**(34,224,876)**	**(219,026)**	**12,176,853**
Balance, Janaury 1, 2020	**110,681,641**	**35,036,761**	**3,922,339**	**9,619,818**	**157,627**	**(37,970,185)**	**(212,810)**	**10,553,550**
Issuance of shares from private placements (Note 10)	3,700,000	1,291,834	-	691,560	-	-	-	1,983,394
Share issue costs (Notes 10 and 12)	-	(184,031)	-	(79,515)	-	-	-	(263,546)
Share-based payments (Note 11)	-	-	679,178	-	-	-	-	679,178
Forfeiture of options (Note 11)	-	-	(300,473)	-	300,473	-	-	-
Expiry of warrants (Note 12)	-	-	-	(1,819,393)	1,819,393	-	-	-
Exchange (loss) on translation of foreign operations	-	-	-	-	-	-	(108,418)	(108,418)
Net loss for the period	-	-	-	-	-	(3,072,705)	-	(3,072,705)
Balance, June 30, 2020	**114,381,641**	**36,144,564**	**4,301,044**	**8,412,470**	**2,277,493**	**(41,042,890)**	**(321,228)**	**9,771,453**

THE TINLEY BEVERAGE COMPANY INC.
Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the three and six months ended June 30, 2020 and 2019
(Expressed in Canadian Dollars)

	Three months ended June 30, 2020	Three months ended June 30, 2019	Six months ended June 30, 2020	Six months ended June 30, 2019
	$	$	$	$
Operating Activities				
Net loss for the period	**(1,111,235)**	(1,922,323)	**(3,072,705)**	(3,646,813)
Adjustments for non-cash items:				
Share-based payments (Note 11)	**279,457**	379,388	**679,178**	843,133
Depreciation of property and equipment (Note 7)	**256,816**	4,643	**503,655**	6,772
Depreciation of right-of-use assets (Note 9)	**166,380**	155,471	**327,908**	309,989
Interest on lease obligations (Note 9)	**67,105**	83,710	**136,501**	170,549
Fair market value changes to short-term investments	**(27,980)**	(1,099)	**27,823**	3,328
Unrealized foreign exchange loss	**(493,820)**	249,656	**(443,481)**	425,994
	(863,277)	(1,050,554)	**(1,841,121)**	(1,887,048)
Changes in non-cash working capital:				
Accounts receivable (Note 5)	**154,198**	2,176	**2,043**	1,119
Inventories (Note 6)	**(56,098)**	(276,535)	**(176,418)**	(313,168)
Prepaid expenses	**(3,342)**	48,328	**(30,474)**	(124,336)
Accounts payable and accrued liabilities (Note 8)	**563,168**	251,682	**630,884**	261,264
Cash Flows used in Operating Activities	**(205,351)**	(1,015,903)	**(1,415,086)**	(2,062,169)
Financing Activities				
Proceeds from private placements (Note 10)	**1,850,000**	8,890,263	**1,850,000**	9,166,263
Share issue costs (Note 10)	**(130,152)**	(569,072)	**(130,152)**	(569,072)
Lease payments	**(226,991)**	(208,681)	**(443,832)**	(413,973)
Cash Flows from Financing Activities	**1,492,857**	8,112,510	**1,276,016**	8,183,218
Investing Activities				
Purchases of property and equipment (Note 7)	**(46,123)**	(172,103)	**(46,123)**	(180,789)
Advances made on facility construction	**-**	(2,583,950)	**-**	(2,868,073)
Proceeds from redemptions of investments	**300,000**	-	**300,000**	498,115
Cash Flows provided by (used in) Investing Activities	**253,877**	(2,756,053)	**253,877**	(2,550,747)
Increase in cash	**1,541,383**	4,340,554	**114,807**	3,570,302
Effects of foreign exchange on cash	**(562,409)**	(377,400)	**(451,289)**	(433,464)
Cash, beginning of period	**1,298,886**	2,806,959	**2,614,342**	3,633,275
Cash, end of period	**2,277,860**	6,770,113	**2,277,860**	6,770,113

1. Nature of Operations

The Tinley Beverage Company Inc. ("Tinley" or the "Company") was incorporated under the laws of the Province of Ontario, Canada by Articles of Incorporation dated October 26, 2007. Tinley, with its subsidiaries (see Note 2(d)) (together, the "Company") manufacture a line of liquor-inspired, non-alcoholic, cannabis-infused beverages for use in California, United States ("US"). The Company also manufactures the "Tinley™ Tonics" and "Tinley™ '27" line of products, which are available in retail locations in California and online throughout the US.

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

The Company's common shares are listed on the Canadian Securities Exchange under the trading symbol "TNY" and on the OTCQX® under the trading symbol "TNYBF".

2. Basis of Presentation

(a) Statement of Compliance

The Company's unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34 *'Interim Financial Reporting'*. Accordingly, they do not include all of the information and disclosures required by IFRS for annual financial statements. For further information, see the Company's audited consolidated financial statements including the notes thereto for the year ended December 31, 2019.

These unaudited condensed interim consolidated financial statements were reviewed, approved and authorized for issuance by the Board of Directors (the "Board") of the Company on August 31, 2020.

(b) Going Concern

These unaudited condensed interim consolidated financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The application of the going concern basis is dependent upon the Company achieving profitable operations to generate sufficient cash flows to fund continuing operations, or, in the absence of adequate cash flows from operations, obtaining additional financing to support operations for the foreseeable future. It is not possible to predict whether future financing efforts will be successful or if the Company will attain profitable levels of operations.

For the six months ended June 30, 2020, the Company had a net loss of $3,072,705, incurred negative cash flow from operations of $1,415,087, and had total accumulated losses of 41,042,890 as at June 30, 2020. The Company is dependent on its ability to obtain additional financing. In assessing whether the going concern assumption was appropriate, management took into account all relevant information available about the future, which was at least, but not limited to, the 12-month period ending June 30, 2021. Subsequent to the period-end, the Company completed a private placement of units ("Units") through issuance of 2,080,000 Units at a price of $0.50 per Unit for total gross proceeds of $1,040,000 (see Note 18).

These unaudited condensed interim consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited condensed interim consolidated financial statements. Such adjustments could be material.

2. Basis of Presentation

(c) Basis of Measurement

The unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS, on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these unaudited condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(d) Basis of Consolidation

These unaudited condensed interim consolidated financial statements include the accounts of Tinley and its wholly-owned subsidiaries: Hemplify Inc., Algonquin Springs Beverage Management LLC, Beckett Tonics California Inc. (formerly Boardwalk Beverages, Inc.), Lakewood Libations Inc. and Beckett's Tonics Canada Inc., as well as certain legacy dormant entities: Bolivar Gold Corp., QBC Holdings Corp., Kulta Corp., San Lucas Gold Corp. and Colombian Mining Corp.

The unaudited condensed interim consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of Tinley and its subsidiaries after eliminating inter-entity balances and transactions.

(e) Significant Accounting Judgments and Estimates

The preparation of these unaudited condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made to income as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

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

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the unaudited condensed interim consolidated statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. Judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Determination of cash generating units

For the purpose of impairment testing, assets that cannot be tested individually are grouped at the lowest levels for which there are largely independent cash inflows. The Company determines which groups of assets (each a "Cash-Generating Unit" or a "CGU") can generate cash flows that are largely independent of other operations within the Company. Management exercises judgment in assessing where active markets exist including an analysis of the degree of autonomy each operation has in negotiating prices with customers. The Company has identified each product line as a separate CGU, based on the nature of the business and the assessment that the CGUs generate cash flows that are largely independent of the cash flows from other assets deployed in the Company.

2. Basis of Presentation (continued)

(e) Significant Accounting Judgments and Estimates (continued)

Impairment

Long-lived assets except indefinite life intangible assets and goodwill, including property and equipment, are reviewed for indicators of impairment at each reporting period or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset or a CGU is the higher of its fair value, less costs to sell, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

Income taxes

Income taxes and tax exposures recognized in the consolidated financial statements reflect management's best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Share-based payment transactions and warrants

The Company measures the cost of equity-settled transactions with officers and directors by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining and making assumptions about the most appropriate inputs to the valuation model including the expected life, volatility, dividend yield of the share option and forfeiture rate. Similar calculations are made in order to value warrants. Such judgments and assumptions are inherently uncertain. Changes in these assumptions will affect the fair value estimates.

Expected credit losses on financial assets

Determining an allowance for expected credit losses ("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.

(Expressed in Canadian Dollars)

3. Summary of Significant Accounting Policies

The accounting policies applied by the Company in these unaudited condensed interim consolidated financial statements are the same as those noted in the Company's audited consolidated financial statements for the year ended December 31, 2019, unless otherwise noted below.

(a) Adoption of New Accounting Standards

The Company adopted the following new standard effective January 1, 2020:

IAS 1 *'Presentation of Financial Statements'* and IAS 8 – *'Accounting Policies, Changes in Accounting Estimates and Errors'* 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. The Company has assessed there was no significant impact on its unaudited condensed interim consolidated financial statements, as a result of the adoption of these amendments.

4. Short-Term Investments

As at June 30, 2020, the Company had invested in various fixed-income securities valued at $671,132 (December 31, 2019 – $998,955). These short-term investments were valued at FVTPL.

5. Accounts Receivable

	June 30, 2020	December 31, 2019
	$	$
Sales taxes recoverable	**19,696**	41,146
Trade receivables	**42,530**	23,123
	62,226	64,269

6. Inventories

As at June 30, 2020, inventories consisted of the following:

	June 30, 2020	December 31, 2019
	$	$
Raw materials	**577,566**	384,903
Work in process	**23,814**	22,672
Finished goods	**174,123**	191,510
	775,503	599,085

For the six months ended June 30, 2020, inventories recognized as an expense in cost of good sold amounted to $149,863 (2019 – $6,418).

(Expressed in Canadian Dollars)

7. Property and Equipment

	Plant equipment	Leasehold improvements	Vehicle	Total
	$	$	$	$
Cost at:				
December 31, 2019	5,953,786	1,461,817	170,255	**7,585,858**
Additions	-	46,123	-	**46,123**
Effects of foreign exchange on translation	285,339	71,956	8,389	**365,684**
June 30, 2020	**6,239,125**	**1,579,896**	**178,644**	**7,997,665**
Accumulated amortization at:				
December 31, 2019	292,482	130,876	13,321	**436,679**
Depreciation (Note 15)	312,483	173,278	17,895	**503,655**
Effect of foreign exchange on translation	5,844	6,157	627	**12,628**
June 30, 2020	**610,809**	**310,311**	**31,843**	**952,963**
Net book value:				
December 31, 2019	5,661,304	1,330,941	156,934	**7,149,179**
June 30, 2020	**5,628,316**	**1,269,585**	**146,801**	**7,044,702**

8. Accounts Payable and Accrued Liabilities

	June 30, 2020	December 31, 2019
	$	$
Trade payables	**970,028**	794,460
Accrued liabilities	**88,611**	76,777
	1,058,639	871,237

Accounts payables and accrued liabilities of the Company are principally comprised of amounts outstanding for trade purchases and other payables. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is a maturity analysis of the trade and other payables:

	June 30, 2020	December 31, 2019
	$	$
Less than 1 month	**222,818**	845,179
1 to 3 months	**180,518**	15,546
Over 3 months	**655,303**	10,512
	1,058,639	871,237

(Expressed in Canadian Dollars)

9. Right-of-Use Assets

On March 1, 2018, the Company entered into two lease agreements for the Long Beach facility in California, for beverage production and bottling facilities. The leases commenced on March 1, 2018, with a term of five years and three months, ending May 31, 2023, with an option to renew for two additional 36-month periods. The lease of the Long Beach facility had been recognized as a right-of-use ("ROU") asset on adoption of IFRS 16 '*Leases*' on January 1, 2019.

The following is a summary of the ROU asset as at June 30, 2020:

	$
Cost at:	
December 31, 2019	**3,275,814**
Effects of foreign exchange on translation	**161,419**
June 30, 2020	**3,437,233**
Accumulated amortization at:	
December 31, 2019	**1,143,935**
Depreciation (Note 15)	**327,908**
Effect of foreign exchange on translation	**55,816**
June 30, 2020	**1,527,659**
Net book value:	
December 31, 2019	**2,131,879**
June 30, 2020	**1,909,574**

The following table reflects the reconciliation of the lease payable on the Long Beach facility as at June 30, 2020:

	$
Lease liability, December 31, 2019	**2,477,159**
Lease payments	**(443,832)**
Interest on lease obligations	**136,501**
Effects of foreign exchange on translation	**122,585**
Total lease liability, June 30, 2020	**2,292,413**
Current	**682,817**
Non-current	**1,609,596**
	2,292,413

(Expressed in Canadian Dollars)

10. Share Capital

Authorized share capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued

Holders of the Company's common shares are entitled to receive dividends which may be declared from time to time and are entitled to one vote per share at shareholder meetings of the Company.

	June 30, 2020	December 31, 2019
	$	$
Issued: 114,381,641 common shares (December 31, 2019 – 110,681,641 common shares)	**36,144,564**	35,036,761

Included in the number of shares outstanding above, at no cost, are 3,000,000 common shares in escrow ("Escrow Shares") for the Chief Executive Officer ("CEO") of the Company. The 3,000,000 Escrow Shares are to be issued at a price of $0.05 per share, subject to performance based on the Company meeting a sales target within five years of the agreement date October 29, 2015. Over these five years, the Company will release 1,500,000 consideration shares if sales exceed $1 million over any four consecutive quarters. An additional 1,500,000 consideration shares will be released if sales exceed $3 million over any four consecutive quarters. As at June 30, 2020, the Escrow Shares are expected to be cancelled on October 29, 2020.

Share capital transactions for the six months ended June 30, 2020

On June 30, 2020, the Company closed a non-brokered private placement (the "Q2 2020 Private Placement Offering") through the issuance of 3,700,000 Units at a price of $0.50 per Unit, for gross proceeds of $1,850,000. Each Unit is comprised of one common share of the Company and one common share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one common share at a price of $0.70 for a period of 24 months following from closing. In connection with the Q2 2020 Private Placement Offering, the Company paid cash commissions of $130,152 to agents (the "Agents"). In addition, 260,304 broker warrants ("Broker Warrants") were issued as compensation to the Agents (see Note 12 for details).

Share capital transactions for the six months ended June 30, 2019

On February 20, 2019, the Company closed a non-brokered private placement of 600,000 common shares at a price of $0.46 per share, for gross proceeds of $276,000.

On April 30, 2019, the Company closed the first tranche ("Tranche 1") of a non-brokered private placement (the "Q2 2019 Private Placement Offering") through the issuance of 9,028,699 Units at a price of $0.60 per Unit, for gross proceeds of $5,417,219. Each Unit consists of one common share and one half (1/2) Warrant. Each Warrant entitles the holder to purchase one common share at a price of $0.90 per common share, for a period of 24 months from closing. In consideration of the services provided by Agents and in connection with Tranche 1 of the Q2 2019 Private Placement Offering, the Company paid cash commissions of $307,739 to the Agents. In addition, 505,917 Broker Warrants were issued as compensation to Agents (see Note 12 for details).

On May 10, 2019, the Company completed a second tranche ("Tranche 2") of the Q2 2019 Private Placement Offering through issuance of 5,788,408 Units and a price of $0.60 per Unit, for total gross proceeds of $3,473,044. Each Unit was comprised of one common share of and one half (1/2) Warrant. Each Warrant entitles the holder to purchase one common share at a price of $0.90 per common share, for a period of 24 months from closing. In consideration of the services provided by the Agents in connection with Tranche 2 of the Q2 2019 Private Placement Offering, the Company paid cash commissions of $261,333 to the Agents. In addition, 404,279 Broker Warrants were issued as compensation to Agents (see Note 12 for details).

(Expressed in Canadian Dollars)

11. Reserve for Share-Based Payments

The Company maintains a stock option plan to provide additional incentive to its officers, directors, employees, and consultants in their effort to conduct business on behalf of the Company. Options granted vest over a vesting period between two to five years. All options expire on the fifth anniversary from the date of grant unless otherwise specified.

Options grants for the six months ended June 30, 2020

There were are no options granted in the six months ended June 30, 2020.

Option grants for the six months ended June 30, 2019

On January 22, 2019, the Company granted 500,000 stock options to an investor relations consulting firm, at an exercise price of $0.58. The options expire on January 22, 2021. The options vest over 18 months as follows: 120,000 options vested immediately on grant, 120,000 options vesting after six and 12 months, with the remaining 140,000 options vesting after 18 months from the date of grant. These options had since been cancelled.

On April 10, 2019, the Company granted 300,000 stock options to a consultant at an exercise price of $0.70. The options vest 1/3 on August 10, 2019, December 10, 2019 and April 10, 2020.

The following is a summary of stock options activities for the six months ended June 30, 2020 and 2019:

	June 30, 2020		June 30, 2019	
	Weighted exercise price	**Number of options**	Weighted exercise price	Number of options
	$	**#**	$	#
Outstanding, beginning of period	**0.48**	**11,065,500**	0.49	7,210,500
Granted	**-**	**-**	0.58	500,000
Granted	**-**	**-**	0.70	300,000
Expired	**-**	**-**	0.33	(75,000)
Forfeited	**0.58**	**(1,000,000)**	-	-
Outstanding, end of period	**0.46**	**10,065,500**	0.50	7,935,500
Exercisable, end of period	**0.43**	**5,489,250**	0.36	3,599,526

(Expressed in Canadian Dollars)

11. Reserve for Share-Based Payments (continued)

The following table summarizes information of options outstanding as at June 30, 2020:

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining life
	#	#	$	Years
December 23, 2020	910,500	910,500	0.11	0.48
January 27, 2021	25,000	25,000	0.11	0.58
April 10, 2021	300,000	300,000	0.70	0.78
August 4, 2021	350,000	350,000	0.08	1.10
November 3, 2021	600,000	600,000	0.44	1.35
December 2, 2021	100,000	100,000	0.50	1.42
December 2, 2021	100,000	-	0.60	1.42
December 2, 2021	100,000	-	0.70	1.42
July 12, 2022	600,000	600,000	0.35	2.03
November 22, 2022	350,000	300,000	0.68	2.40
April 20, 2023	100,000	70,000	0.87	2.81
May 11, 2023	150,000	100,000	0.72	2.86
August 13, 2023	300,000	175,000	0.79	3.12
November 30, 2023	2,300,000	1,150,000	0.58	3.42
December 11, 2023	100,000	50,000	0.58	3.45
December 14, 2023	250,000	125,000	0.58	3.46
September 4, 2024	525,000	131,250	0.56	4.18
November 14, 2024	200,000	100,000	0.37	4.38
December 23, 2024	2,705,000	402,500	0.41	4.48
	10,065,500	**5,489,250**	**0.46**	**3.01**

12. Reserve for Warrants

The following summarizes the warrant activities for the six months ended June 30, 2020 and 2019:

	June 30, 2020		June 30, 2019	
	Number of warrants outstanding	**Fair value**	Number of warrants outstanding	Fair value
	#	**$**	#	$
Balance, beginning of period	**18,707,913**	**9,619,818**	5,661,600	6,872,702
Issued	**3,960,304**	**612,045**	8,318,750	2,112,422
Exercised	**-**	**-**	-	-
Expired	**(5,661,600)**	**(1,819,393)**	-	-
Balance, end of period	**17,006,617**	**8,412,470**	13,980,350	8,985,124

Warrant activities for the six months ended June 30, 2020

On June 30, 2020, the Company issued 3,700,000 Warrants, at an exercise price of $0.70, in connection with the Q2 2020 Private Placement Offering, as disclosed in Note 10. In addition, 260,304 Broker Warrants were issued as compensation to Agents, to acquire one Unit (a "Broker Unit") at an exercise price of $0.50 for a period of 24 months following the closing of the Q2 2020 Private Placement Offering. Each Broker Unit is comprised of one common share and one Warrant.

(Expressed in Canadian Dollars)

12. Reserve for Warrants (continued)

Warrant activities for the six months ended June 30, 2019

On April 30, 2019, the Company issued 4,514,350 Warrants, at an exercise price of $0.90, in connection with Tranche 1 of the Q2 2019 Private Placement Offering, as disclosed in Note 10. In addition, 505,917 Broker Warrants were issued as compensation to Agents, to acquire Units for a period of 24 months from the closing date at an exercise price of $0.60 per Unit. Each Broker Warrant entitles the Agents to acquire one common share and one half (1/2) Warrant, exercisable into one common share at $0.90 for a period of 24 months from the closing date.

On May 10, 2019, the Company issued 2,894,204 Warrants, at an exercise price of $0.90, in connection with Tranche 2 of the Q2 2019 Private Placement Offering, as disclosed in Note 10. In addition, 404,279 Broker Warrants were issued as compensation to Agents, to acquire Units for a period of 24 months from the closing date at an exercise price of $0.60 per Unit. Each Broker Warrant entitles the Agents to acquire one common share and one half (1/2) Warrant, exercisable into one common share at $0.90 for a period of 24 months from the closing date.

Black-Scholes valuation assumptions

The fair value of the warrants issued was estimated using the Black-Scholes valuation model with the following assumptions. Expected volatility was determined based on historical volatility of the Company and comparable companies.

Warrants issued in the six months ended June 30, 2020

Issuance date	**June 30, 2020**	**June 30, 2020**
Number of warrants	3,700,000	260,304
Exercise price	$0.70	$0.50
Share price	$0.54	$0.54
Expected life of warrants	2 years	2 years
Expected volatility	94.54%	94.54%
Risk-free interest rate	0.28%	0.28%

Warrants issued in in the six months ended June 30, 2019

Issuance date	**April 30, 2019**	**April 30, 2019**	**May 10, 2019**	**May 10, 2019**
Number of warrants	4,514,350	505,917	2,894,204	404,279
Exercise price	$0.90	$0.60	$0.90	$0.60
Share price	$0.83	$0.83	$0.64	$0.64
Expected life of warrants	2 years	2 years	2 years	2 years
Expected volatility	103%	103%	103%	103%
Risk-free interest rate	1.56%	1.56%	1.64%	1.64%

(Expressed in Canadian Dollars)

12. Reserve for Warrants (continued)

The following table summarizes information of warrants outstanding as at June 30, 2020:

Date of expiry	**Number of warrants outstanding**	**Exercise price**	**Weighted average remaining life**
	#	**$**	**Years**
April 30, 2021	4,514,350	0.90	0.83
April 30, 2021	505,917	0.60	0.83
May 10, 2021	2,894,204	0.90	0.86
May 10, 2021	404,279	0.60	0.86
June 30, 2022	3,700,000	0.70	2.00
June 30, 2022	260,304	0.50	2.00
November 14, 2022	1,250,000	0.60	2.38
November 14, 2022	87,500	0.40	2.38
November 26, 2022	2,125,000	0.60	2.41
November 26, 2022	128,188	0.40	2.41
December 24, 2022	1,062,500	0.60	2.48
December 24, 2022	74,375	0.40	2.48
	17,006,617	**0.75**	**1.55**

13. Key Management Compensation and Related Party Transactions

Key management compensation

Key management personnel are persons responsible for planning, directing and controlling activities of an entity, and include executives and non-executive directors, officers and any employees. Compensation provided to key management personnel for the six months ended June 30, 2020 and 2019 were as follows:

	2020	2019
	$	$
Short-term employee benefits, including salaries and consulting fees	**442,907**	196,000
Share-based compensation	**493,269**	579,511
	936,176	775,511

(i) During the six months June 30, 2020, the Company incurred consulting fee expenses with the CEO of $78,000 (2019 – $78,000) for services rendered. As at June 30, 2020, an amount of $14,334 (December 31, 2019 – $nil) was owed to the CEO for compensation on services rendered.

(ii) During the six months ended June 30, 2020, the Company incurred consulting fee expenses with the Chief Financial Officer (“CFO”) of $39,200 (2019 – $40,000) for services rendered. As at June 30, 2020, an amount of $6,328 (December 31, 2019 – $nil) was owed to the CFO for compensation on services rendered.

(iii) During the six months ended June 30, 2020, the Company incurred wages expenses with the President – Western US of approximately $163,812 (2019 – $160,032) for services rendered. As at June 30, 2020, no balance was owed to the President – Western US (December 31, 2019 – $10,239 for an overpayment due to foreign exchange difference from the February 20, 2019 non-brokered private placement of 600,000 common shares at a price $0.46 per share, for gross proceeds of $276,000 (see Note 10).

(iv) During the six months ended June 30, 2020, the Company incurred consulting fee expenses with the Acting Chief Operating Officer (“Acting COO”), who is also a director of the Company, of $80,540 (2019 – $nil) for services rendered. As at June 30, 2020, an amount of $5,451 (December 31, 2019 – $nil) was owed to the Acting COO for compensation on services rendered.

(Expressed in Canadian Dollars)

13. Key Management Compensation and Related Party Transactions (continued)

Key management compensation (continued)

(v) During the six months ended June 30, 2020, the Company incurred consulting fee expenses with directors considered to be part of key management of $78,000 (2019 – $78,000) for services rendered. As at June 30, 2020, an amount of $22,415 (December 31, 2019 – $6,500) incurred to these directors was included in accounts payable and accrued liabilities.

(vi) During the six months ended June 30, 2020, the Company incurred legal fees expenses with an entity controlled by one of the directors considered to be part of key management of $3,356 (2019 – $nil) for services rendered. As at June 30, 2020, an amount of $3,753 (December 31, 2019 – $nil) incurred to these directors was included in accounts payable and accrued liabilities.

Other related party transactions

(vii) During the six months ended June 30, 2020, directors who are not part of key management received stock-based compensation of $119,689 (2019 – $119,521).

14. Capital Risk Management

When managing capital, the Company's objective is to ensure it continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the beverage production.

The Board of the Company does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

As at June 30, 2020, the Company considers its capital to be share capital, reserve for share-based payments, reserve for warrants, and reduced by accumulated deficit and accumulated other comprehensive loss, totaling $9,771,453 (December 31, 2019 – $10,553,550).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements, and there were no changes in the Company's approach to capital management for six months ended June 30, 2020.

15. General and Administrative Expenses

The Company's general and administration expenses incurred for the six months ended June 30, 2020 and 2019 are as follows:

	2020	2019
	$	$
Depreciation of property and equipment	**503,655**	6,772
Payroll and salaries	**413,287**	278,986
Corporate costs and administration	**370,357**	349,534
Depreciation of ROU assets	**327,908**	309,989
Consulting and management fees	**222,930**	202,261
Professional fees	**182,658**	238,081
Occupancy cost	**160,523**	269,142
Interest on lease liabilities	**136,501**	170,549
Travel and promotional	**36,030**	105,606
	2,353,849	1,930,920

16. Financial Risk Management

Fair value

The carrying amount of cash, short-term investments, trade receivables, trade and other payables and lease payable on the unaudited condensed interim consolidated statements of financial position approximate their fair value due to the relatively short-term maturity of these financial instruments.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Cash is held with reputable Canadian and US chartered banks and in various liquid guaranteed interest-bearing instruments which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments is minimal. The maximum exposure to credit risk at period-end is limited to the accounts receivable balance. No ECL has been recorded as at June 30, 2020.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities.

As at June 30, 2020, the Company had a cash and cash equivalents balance of $2,277,860 (December 31, 2019 – $2,614,342), as well as liquid short-term investments of $671,132 (December 31, 2019 – $998,955) to settle current liabilities of $1,741,456 (December 31, 2019 – $1,475,391). Management believes there is sufficient capital in order to meet short-term business obligations, after taking into consideration the cash flows requirements from operations and its cash position as at the reporting date. The undiscounted contractual maturity of all financial liabilities is as follows:

	Total	**Within 1 year**	**1 to 3 years**	**3 to 5 years**
	$	$	$	$
Accounts payable and accrued liabilities	1,058,639	-	-	-
Lease payable	2,681,667	900,871	1,780,796	-
Total	**3,740,306**	**900,871**	**1,780,796**	**-**

Market risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is subject to market risk on future cash flows through its short-term investments indexed to S&P/TSX Composite. Had the value of the market increased or decreased by 1%, the return would change by approximately $6,711, respectively.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not hold any instruments subject to interest rate risk as at June 30, 2020.

Foreign currency risk

The Company operates in Canada and the US and is exposed to foreign exchange risk with respect to USD. The Company raises funds in Canadian dollars for its operations in the US. Foreign exchange risk arises on cash and trade payables from operations in the US. The Company believes that its results of operations and cash flows would be affected by a sudden change in foreign exchange rates. The Company mitigates this risk by maintaining sufficient USD-denominated cash to meet its USD-denominated obligations.

(Expressed in Canadian Dollars)

16. Financial Risk Management (continued)

Foreign currency risk (continued)

As at June 30, 2020, the Company had the following assets and liabilities in USD:

	June 30, 2020	December 31, 2019
	$	$
Cash	**287,235**	220,942
Trade receivables	**25,565**	17,804
Trade and other payables	**(647,959)**	(522,246)
Net exposure to USD	**(335,159)**	(283,500)

Had the value of the USD increased or decreased by 1%, the net loss and comprehensive loss would have increased or decreased by USD $3,352 (December 31, 2019 – USD $2,835), respectively, as a result of this exposure.

17. Contingencies

Although the possession, cultivation, and distribution of cannabis for recreational and medical use is permitted in the State of California, cannabis is a Schedule-I controlled substance and its use remains a violation of federal law in the US.

The Company's operations are subject to a variety of local and state regulation. Failure to comply with one or more of those regulations could result in fines, restrictions on its operations, or losses of permits that could result in the Company ceasing operations in that specific state or local jurisdiction. While management of the Company believes that the Company is in compliance with applicable local and state regulations as at June 30, 2020, cannabis regulations continue to evolve and are subject to differing interpretations. As a result, the Company may be subject to regulatory fines, penalties, or restrictions in the future.

18. Subsequent Events

License for cannabis manufacturing

On July 2, 2020, the Company announced that its 20,000 square foot bottling facility in Long Beach, California has been granted a license for cannabis manufacturing by the State of California.

Option grants

On July 10, 2020, the Company granted 50,000 options to an employee of the Company. The options are exercisable at an exercise price of $0.44 per common share for a period of five years. The options vest quarterly over three years until fully vested.

On August 16, 2020, the Company granted 350,000 options to a consultant of the Company. The options are exercisable at an exercise price of $0.46 per common share for a period of ten years. The options vest quarterly over three years, commencing December 1, 2020, until fully vested.

Financing

On August 31, 2020, the Company closed a non-brokered Private Placement Offering through the issuance of 2,080,000 Units at a price of $0.50 per Unit, for gross proceeds of $1,040,000. Each Unit is comprised of one common share of the Company and one Warrant. Each Warrant entitles the holder to purchase one common share at a price of $0.70 for a period of 24 months following from closing.