



MAPLE LEAF GREEN WORLD INC.
AS AT AND FOR THE YEAR ENDED DECEMBER 31, 2019
MANAGEMENT'S DISCUSSION AND ANALYSIS

1.1 Date and Introduction

This Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the financial statements of Maple Leaf Green World Inc. (referred to as "we", "Maple Leaf" or the "Company"). The information herein should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2018 and 2019 and related notes thereto. The Company's financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

This MD&A is dated May 14, 2020 and was prepared by management of the Company. The board of directors of the Company approved this MD&A and the audited consolidated financial statements related hereto for issue on May 14, 2020.

Unless otherwise indicated, in this MD&A all references to "dollar" or the use of the symbol "\$" are to the Canadian dollar.

This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102") of the Canadian Securities Administrators. Additional information relating to Maple Leaf is available on SEDAR at www.sedar.com and on Maple Leaf's website at <http://www.mlgreenworld.com>.

This MD&A contains certain information that may constitute "forward-looking information" and "forward-looking statements" which are based upon the Company's current internal expectations, estimates, projections, assumptions, and beliefs. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget" or "budgeted", "scheduled", "estimates", "projects", "intends", "proposes", "complete", "anticipates" or "does not anticipate", "believes", "likely", "may", "will", "should", "intend", "anticipate", "proposed", "potential", or variations of such words and phrases or state that certain actions, events, or results "may", "can", "could", "would", "might", "will be taken", "occur", or "be achieved", and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-looking statements include, but are not limited to estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Forward-looking statements are subject to known and unknown risks, uncertainties, and other factors that may cause the actual results, level of activity, performance, or achievements of the Company to be materially different from those expressed or implied by such forward-looking information. The forward-looking statements included in this MD&A are made only as of the date of this MD&A. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to: the performance of the Company's business and operations; the development, expansion, and assumed future results of operations of the Company's projects; the intention to grow the business and operations of the Company; consumer perception of the medical-use and adult-use cannabis industry continuing to affect the market price of cannabis-related products; the anticipated timing to complete construction of the Telkwa Facility (as defined herein), the respective costs, and anticipated timing associated therewith; the receipt of applicable approvals from Health Canada and other governmental authorities, including the status of the Company's application for a license to produce and sell cannabis under the ACMPR; expectations with respect to the approval of the Company's applications for licenses pursuant to federal, state, and provincial regulation and legislation; the competitive conditions of the cannabis industry; the applicability of certain laws, regulations, and any amendments thereof; future legislative and regulatory developments involving cannabis; the ability to access sufficient capital from internal and external sources and the ability to access sufficient capital on favourable terms; the ability of the Company to generate cash flow from operations; income and sales tax regulatory matters, competition, crop projections, currency, and interest rate fluctuations; the competitive and business strategies of the Company; the Company's investment



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in the United States, the characterization and consequences of the investment under U.S. federal law, and the framework and the grant and the impact of any license or supplemental license to conduct activities with hemp or any amendments thereof.

With respect to the forward-looking statements contained in this MD&A, we have made assumptions regarding, among other things: (i) our ability to generate cash flow from operations and obtain necessary financing on acceptable terms; (ii) general economic, financial market, regulatory and political conditions in which we operate; (iii) the yield from the growing operations; (iv) consumer interest in our products; (v) competition; (vi) anticipated and unanticipated costs; (vii) government regulation of our activities and products and in the areas of taxation and environmental protection, including in the United States and in Canada; (viii) the timely receipt of any required regulatory approvals; (ix) our ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; (x) our ability to conduct operations in a safe, efficient, and effective manner; and (xi) our construction plans and timeframe for completion of such plans.

Certain of the forward-looking statements and forward-looking information and other information contained herein concerning the cannabis and hemp industry and the general expectations of Maple Leaf concerning the cannabis/hemp industry are based on estimates prepared by Maple Leaf using data from publicly available governmental sources, market research, industry analysis, and on assumptions based on data and knowledge of the cannabis/hemp industry, which Maple Leaf believes to be reasonable. However, although generally indicative of relative market positions, market shares, and performance characteristics, such data is inherently imprecise. While Maple Leaf is not aware of any misstatement regarding any industry or government data presented herein, the cannabis/hemp industry involves risks and uncertainties that are subject to change based on various factors.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties, and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risk Factors" in this MD&A. Additional information on these and other factors which could affect the Company's operations and financial results are discussed in the sections relating to risk factors of our business filed in the Company's required securities filings with applicable securities commissions or other securities regulatory authorities and which may be accessed through the SEDAR website (www.sedar.com).

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. In particular, but without limiting the foregoing, disclosure in this MD&A as well as statements regarding the Company's objectives, plans and goals, including future operating results, economic performance, and patient acquisition efforts may make reference to or involve forward-looking statements. A number of factors could cause actual events, performance, or results to differ materially from what is projected in the forward-looking statements. The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. You should not place undue reliance on forward-looking statements contained in this MD&A. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by applicable law.



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1.2 Business Overview and Development

The Company was formed by the amalgamation of Maple Leaf Reforestation Inc. ("MLFI") and Intercontinental Mining Corp. under the Business Corporations Act (Alberta), RSA 2000, c B-9 on February 24, 2005. MLFI changed its name to "Maple Leaf Green World Inc." by Certificate of Amendment dated October 9, 2012.

Maple Leaf's common shares (the "Common Shares") were previously listed under the symbol under the symbol "MGW" on the TSX Venture Exchange (the "TSXV"). At the close of business on April 19, 2018, the Company voluntarily delisted its Common Shares from the TSXV and subsequently completed the listing of the Common Shares on the Aequitas NEO Exchange Inc. (the "NEO Exchange") on April 20, 2018. The Common Shares of the Company are traded on the NEO Exchange under the symbol "MGW". The Company's Common Shares also trade on the OTCQB® Venture Market ("OTCQB") under the symbol "MGWFF" for U.S. and international investors.

On November 3, 2014, the Company filed Articles of Organization to form a limited liability company, Golden State Green World, LLC, ("GSGW") under the laws of the State of California. The registered address of GSGW is 120 Puerto del Sol, San Clemente, CA, USA 92673. The Company owns 100% of the membership interests of GSGW.

On March 1, 2017, the Company filed Articles of Organization to form a limited liability company, SSGW, LLC ("SSGW"), under the laws of the State of Nevada. The Company owns 100% of the membership interests of SSGW.

Maple Leaf has a registered office and head office located at Suite 500, 1716 – 16 Avenue NW, Calgary, Alberta T2M 0L7. The Company's telephone number is (403) 452-4552 and Maple Leaf's corporate website is www.mlgreenworld.com.

Maple Leaf and its subsidiaries are focused on the emerging cannabis/hemp industry in North America. The Company devotes its time, effort, and capital to seek cannabis/hemp business opportunities, including seeking to obtain a license to produce and sell cannabis from Health Canada pursuant to the Cannabis Act (the "Act") for its facility currently under construction in Telkwa, British Columbia, Canada, (the "Telkwa Facility"). Maple Leaf is also engaged in hemp operations in the United States of America ("United States", "USA", the "US", "U.S.", or "U.S.A") in the state of California.

As of the date of this MD&A the Company owns land in the state of California and is operating five greenhouses focused on cultivating hemp seeds, flowers, biomass and clones as US regulations permit.

1.2.1 Cannabis

1.2.1(a) Canadian Cannabis

The Company filed an application with the Office of Cannabis (the "OMC") at Health Canada for a license to produce and sell dried marihuana (the "Application") under the provisions of the Marihuana for Purposes Regulations (the "MMPR") on July 21, 2014. The MMPR were replaced by the ACMPR on August 24, 2016, and the Application was continued under the ACMPR. On October 17, 2019, Canada legalized cannabis under the Cannabis Act and the Company transferred its application to the Cannabis Tracking and Licensing System (the "CTLS") in January 2019. On March 5, 2019, the Company was informed that the application under the Act had moved to the review stage. During the Review, the Application is thoroughly reviewed and scrutinized to validate the information provided. The Company's physical security plans are reviewed and assessed in detail. It is important to note that although the Application is now at the Review stage, security clearances are not issued until the applicant is licensed, which occurs following Health Canada's review of the pre-license inspection. Furthermore, Health Canada may also consider relevant information brought to its attention by external sources when assessing an application. Any changes to the application, such as changes in the Company's officers, directors, senior



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responsible person in charge (as defined under the Act), responsible person in charge (as defined under the Act), and alternative responsible person in charge (as defined under the Act) (the "Key Personnel"), such as an individual authorized to place an order for cannabis on behalf of the licensed producer, or physical security measures, may result in additional processing times. The quality, completeness, and complexity of applications are key variables affecting application processing times.

Maple Leaf expects that upon approval, the Company may be required to submit pictures, videos, and other relevant documentation to Health Canada to demonstrate that the Telkwa Facility is built and ready to produce, after which a license could then be issued to Maple Leaf, provided Health Canada finds the Company's submission compliant with the Cannabis Act licensing requirements.

Once the Application is successful, the Company expects to be granted a Standard Cultivation license and a Standard Processing license under the Act.

In April of 2014, the Company entered into an intention to lease agreement with Woodmere Nursery Ltd. ("Woodmere"), a private company, to lease 80,000 ft² of greenhouse space located near Telkwa, British Columbia. The parties revised the terms of the intention to lease agreement in September of 2017, from a lease of greenhouse space to a lease of land, whereby the Company intends to build the Telkwa Facility on 30 acres of land leased from Woodmere. The Company executed a formal lease agreement on November 1, 2017 whereby the Company will pay a yearly \$240,000 land lease fee adjusted for inflation, with an option to purchase the land after one year at a fixed price of \$500,000. The Company also granted 500,000 options at \$0.55 per share to the principals of Woodmere, which options will be valid for a period of 2 years until September 5, 2019 and vested November 1, 2018.

The Company began to construct a 27,000 square foot Cannabis cultivation facility at Telkwa, BC. As of the date of this MD&A the facility is approximately 75% complete. During the year ended December 31, 2019 the Company pursued the exercise of the \$500,000 land purchase option in the lease contract for the purpose of securing a construction mortgage. This is currently on hold until the subdivision is approved by the BC Agriculture Land Commission pending a solution being worked out with the landlord.

1.2.1(b) US Cannabis

The company is not involved in any Cannabis operations in the United states and is only growing hemp.

1.2.1(b)(i) California Hemp

The Company received a Hemp Seed Cultivation License ("The License") from Riverside County to start breeding Hemp Seed for CBG enriched Hemp in 2019. The Biomass of the Hemp grown from these special genetic type seeds contains a much higher CBG content than the Biomass from typical industrial Hemp, thus the market price for these types of seeds is much higher than the typical industrial Hemp seeds. The Company was initially planning to grow CBD, however upon analysing the market conditions management determined that there was significantly more income and growth potential in the CBG market.

The Company is currently operating six greenhouses for hemp seed cultivation. There have been four greenhouses constructed in 2020 which are now complete. We now have a total of over 17,000 square feet of growing space. In September of 2019, the Company entered into a letter of intent with Lin International, a Singapore based company that is focused on cultivating hemp for the production of medical CBG extracts. The Company also has plans to utilize the remaining open space on the 20-acre parcel of land to grow Hemp outdoors beginning in the summertime of 2020 or add additional greenhouses as market conditions dictate.



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The Company fully intends to also utilize its greenhouses to the fullest extent possible by also not only selling hemp seed, but flowers, biomass and clones as market conditions dictate and as Government regulations permit. All greenhouses are fully operational and expect to be growing in all of them in the near future.

1.3 Annual Financial Results

The following tables set forth selected operational results for the three most recently completed fiscal years in accordance with IFRS:

	Year ended December 31,					
	2019		2018		2017	
Total assets	\$	12,166,588	\$	13,323,346	\$	8,384,966
Shareholders' equity		4,685,450		7,210,554		7,216,701
Revenues		-		-		211,645
Operating expenses		(1,547,743)		(9,028,624)		(2,054,274)
Net loss		(2,750,440)		(11,281,911)		(1,805,837)
Basic and diluted loss per share	\$	(0.01)	\$	(0.07)	\$	(0.01)

1.4 Quarterly Financial Results

	Quarter ended			
	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Revenue	\$ -	\$ -	\$ -	\$ -
Operating expenses	(4,095)	(212,120)	(973,227)	(358,301)
Other items	(1,064,473)	(4,049)	(86,059)	(48,116)
Net loss	\$ (1,068,568)	\$ (216,169)	\$ (1,059,286)	\$ (406,417)
Loss per share	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)

	Quarter ended			
	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Revenue	\$ -	\$ -	\$ -	\$ -
Operating expenses	(872,432)	(764,981)	(1,181,102)	(6,210,109)
Other items	(1,473,743)	(717,938)	(31,779)	(29,827)
Net loss	(2,346,175)	(1,482,919)	(1,244,660)	(6,239,936)
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.05)

	Quarter ended			
	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017
Revenue	\$ (7,970)	\$ -	\$ -	\$ 219,615
Operating expenses	(269,400)	(1,842,628)	(412,212)	(394,620)
Other items	22,698	(9,818)	5,525	9,296
Net loss	\$ (254,672)	\$ (1,870,231)	\$ (406,687)	\$ (165,709)
Loss per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.00)



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In management's view, the expenses incurred by the Company are typical of a development company that has not yet established its principal operation or reached operating capabilities. The Company's expenditures fluctuate from quarter to quarter mainly due to its activities related to establishing and developing its operations during the respective quarter.

1.5 Results of Operations

Net loss during the three months ended December 31, 2019 (Q4 2019) was \$1,368,568 (Q4 2018 - \$2,196,459), a decrease of \$1,127,891 the majority of which is from the impairment of assets of \$1,064,473 (Q4 2018 - \$1,443,143) due to the impairment of deposits.

Net loss during the year ended December 31, 2019 was \$2,758,583 (2018 - \$11,038,778), a large decrease, the majority of which is due to a large grant of options resulting in share-based compensation of \$nil (2018 - \$6,933,834).

Revenue There were no revenues realized in 2019 and 2018.

Operating expenses in Q4 2019 were \$4,095, net of share-based compensation, a decrease of \$391,779 compared to the operating expenses of \$872,432, net of share-based compensation, in Q4 2018, and mainly included the following:

- Professional fees were \$65,133 (Q4 2018 - \$112,117), a decrease of \$46,984. These include legal, audit and accounting fees.
- Personnel costs were \$42,515 (Q4 2018 - \$72,445), a decrease of \$29,930. The decrease is due to eliminating a position in 2019.
- Consulting fees were \$6,192 (Q4 2018 - \$208,331) a decrease of \$202,139. The decrease in Q4 2019 was due to no longer contracting four new operations consultants and fees for agents consulting on financing options.
- Office expenses decreased by \$298,881 from \$88,863 in Q4 2018 to (\$210,018) in Q4 2019 due to a reclassification of expenses to finance fees.
- Advertising and promotion expenses were \$5,894 (Q4 2018 - \$13,541) a decrease of \$7,647.
- Rent was (\$34,661) (Q4 2018 - \$32,177), which is related to the lease with respect to Maple Leaf's head office in Calgary, AB and an office established in Nevada for research and development and to oversee the construction project. The Q4 2019 adjustment was a result of IFRS 16 adoption in the year.
- Repairs and maintenance in Q4 2019 cost \$2,710 (Q4 2018 - \$12,279) which was the cost to maintain the California greenhouses and for snow removal at the Telkwa construction site.
- Regulatory and transfer agent fees were \$510 (Q4 2018 - \$28,793), a decrease of \$28,283 due to there being no additional costs for share issuances.
- Research and development costs were \$Nil (Q4 2018 - \$6,275).
- Travel was \$1,611 (Q4 2018 - \$18,720) a decrease of \$17,109 due to significantly reduced travel in the year as part of cost-cutting measures.



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Operating expenses for the year ended December 31, 2019 were \$1,547,743, net of share-based compensation, an decrease of \$547,047 compared to the operating expenses of \$2,094,790, net of share-based compensation, for the year ended 2018, and mainly included the following:

- Professional fees were \$96,208 (2018 - \$308,216), a decrease of \$212,008. These include legal, audit and accounting fees. The decrease is due to legal costs to transfer to the NEO exchange in the prior year.
- Personnel costs were \$236,943 (2018 - \$296,107), a decrease of \$59,164. The decrease is due to terminating a position during the period.
- Consulting fees were \$227,913 (2018 - \$626,731) a decrease of \$398,818. The decrease was due to terminating four operations consultants.
- Office expenses decreased by \$169,520 from \$297,162 in 2018 to \$127,642 in 2019 as a result of significant cost cutting measures.
- Advertising and promotion expenses were \$72,382 (2018 - \$155,487) a decrease of \$83,105 as a result of significant cost cutting measures.
- Rent was \$17,011 (2018 - \$106,269), a decrease of \$89,258 which is due to the adoption of IFRS 16 in the year which transfers the expense to the amortization of the newly recorded right-of-use asset.
- Repairs and maintenance for the year ended December 31, 2019 cost \$4,649 (2018 - \$16,150) which was the cost to maintain the California greenhouses and for snow removal at the Telkwa construction site.
- Regulatory and transfer agent fees were \$29,509 (2018 - \$114,568), a decrease of \$85,059, which is primarily due to additional costs in the prior year for transferring the Corporate listing to the Aequitas NEO Exchange.
- Research and development costs were \$516 (2018 - \$30,638) as a result of significant cost cutting measures.
- Travel was \$13,089 (2018 - \$62,373) a decrease of \$49,284 due to significant cost cutting.

Other items in 2019 included:

- Finance expense of \$160,197 (2017 - \$120,991) an increase of \$39,206 due to an additional promissory note issued in the year.
- Other income of \$nil (2018 - \$2,954), which was mainly the income arising from the sublease of the Company's old Calgary office in the prior year.
- Impaired assets of \$1,102,500 (2018 - \$2,135,701). See Notes 5 & 7 in the audited consolidated financial statements.

1.6 Liquidity and Capital Resources

1.6.1 Working Capital

As at December 31, 2019, the Company had a working capital deficit of \$6,795,301 (2018 working capital - \$4,672,048). As at December 31, 2019, cash decreased by \$537,641 to \$36,601 as a result of cash from financing activities of \$435,151 and cash used in operating activities of \$340,394 and cash used in investing activities of \$698,774.

Management has forecasted the expected expenditure levels and contracted commitments will exceed the Company's net cash inflows and working capital during the first quarter of fiscal 2019 unless further financing is obtained. Additional



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sources of funding will be required during fiscal 2019 to carry on operations and/or to realize on investment opportunities. The Company's future operations are dependent upon its ability to secure additional funds, obtain Standard Cultivation and Processing licenses and generate product sales. While the Company is striving to achieve these plans, there is no assurance that these and other strategies will be achieved, or such sources of funds will be available or obtained on favorable terms or obtained at all. Historically, the Company has obtained funding via the issuance of shares and warrants. If the Company cannot secure additional financing on terms that would be acceptable to it or otherwise generate product sales, the Company will have to consider additional strategic alternatives which may include, among other strategies, cost curtailments and delays of product launch, as well as seeking to license and/or divest assets or a merger, sale or liquidation of the Company. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern.

On May 15, 2019, The Company closed the first tranche of a private placement financing ("the Financing"). The Company issued a total of 1,450,000 common shares at a price of \$0.13 per share for total proceeds of \$188,500. The Company also issued 387,096 common shares at a price of \$0.155 per share for settlement of debt with Woodmere Nursery Ltd. In the amount of \$120,000.

Share issuance costs were \$25,000 including finder's fees of \$20,000, were recorded in connection with this private placement.

1.6.2 Cash flow

Operating activities in Q4 2019 used cash of \$216,078, (Q4 2018 – \$1,172,421). Before changes in non-cash working capital, cash used in operations was 520,127 (Q4 2018 – \$682,106).

Investing activities during the quarter ended December 31, 2019 used cash \$65,358 (Q4 2018 - \$1,025,277). The cash used in Q4 2018 was mainly for construction of the Telkwa facility.

Financing activities in Q4 2019 generated cash of \$331,651 (Q4 2018 - \$389,921), which included net proceeds of \$Nil from warrants exercised (Q4 2018 - \$435,000), \$20,000 (Q4 2018 - \$Nil) from proceeds on options exercised and \$60,000 (Q4 2018 - \$Nil) from issuance of common share units. Share issuance costs were \$20,000 in Q4 2019 (Q4 2018 - \$45,080). Advances from shareholder and a note amounted to \$271,651.

Operating activities during the year ended December 31, 2019 used cash of \$340,395, (2018 – \$2,054,527). Before changes in non-cash working capital, cash used in operations was \$1,473,250 (2018 - \$2,191,934).

Investing activities during the year ended December 31, 2019 used cash of \$698,774 (2018 - \$9,812,738).

Financing activities during the year ended December 31, 2019 generated cash of \$435,151 (2018 - \$4,844,634).



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1.6.3 General Contractual Commitments and Contingency

On December 11, 2017, the Company entered an office lease until December 31, 2022. The Company executed a formal lease agreement on November 1, 2017 whereby the Company will pay a yearly \$240,000 land lease fee adjusted for inflation, with an option to purchase the land after one year at a fixed price of \$500,000 for 37 acres of land in Telkwa, BC.

The basic annual rent and lease cost is as follows:

	Office Lease	Finance Lease
2020	\$85,379	\$240,000
2021	\$88,910	\$240,000
2022	\$92,440	\$180,000

1.7 Transactions with Related Parties

Related party transactions are in the normal course of operations and are measured at the fair value of consideration paid. The Company has identified its Directors and executive staff as key management personnel. Compensation to key management, including fees paid to companies controlled by Directors and Officers for their services provided, is follows:

	December 31, 2019	December 31, 2018
Management remuneration	\$ 156,000	\$ 120,000
Consulting fee	22,500	60,000
Land lease	105,000	240,000
Stock based compensation	-	3,987,386
Total	\$ 283,500	\$ 4,407,386

As at December 31, 2019, an amount of \$595,519 (December 31, 2018 - \$694,893) for a finance lease for land in Telkwa, BC is due to an entity, partially owned by a Director of the Company. The lease is for a term of 5 years at \$20,000 per month. The Company has the option to purchase the land after October 2018 for a minimum of \$500,000.

As at December 31, 2019, the Company owed a total of \$283,332 (2018 - \$Nil) to directors which has been recorded in accounts payable.

As at December 31, 2019, the Company was owed \$5,000 (2018 - \$Nil) from key management personnel which has been recorded in other receivables.

Amounts are non-interest bearing and are due on demand. The Company did not pay any long-term or termination benefits to its key management.



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1.8 Proposed Transactions

With the exception of the information provided in item 1.2 - Business Overview and Development above, the Company is not a party to any proposed transaction that may have an effect on its financial position, its financial performance or cash flows which the management believes would require the intervention or approval of the Board of Directors of the Company.

1.9 Critical Accounting Policies and Estimates and New Accounting Standards

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported on the consolidated financial statements. These critical accounting estimates represent management estimates that are uncertain and any changes in these estimates could materially impact the Company's consolidated financial statements. Management continuously reviews its estimates and assumptions using the most current information available. The Company's critical accounting policies and estimates are described in Note 4 of the audited consolidated financial statements as of and ended December 31, 2019.

The accounting standards and interpretations that are issued, but not yet effective, listed below are those that the Company reasonably expects will have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards and interpretations, if applicable, when they become effective, and is currently assessing the impact, if any, on the financial statements.

IFRS 16 Leases

IFRS 16 was issued by the IASB in January 2016 and will replace IAS 17 *Leases* and related interpretations. IFRS establishes principles for the recognition, measurement, presentation, and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with earlier application permitted if IFRS 15 has also been applied. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. The Company has adopted this policy and any related information is provided on the financial statements.

1.10 Fair Value Measurements

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties and matters of significant judgment, and therefore, cannot be determined with precision. Changes in assumptions could significantly affect estimates. Management assessed that the fair value of cash, accounts payable and accrued liabilities, and interest payable approximates their carrying amounts largely due to the short-term maturities of these instruments, and the fair value of the notes payable approximates its face value as any interest arising from the notes payable is required to be paid to the holder monthly.



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The following table provides the quantitative disclosures of fair value measurement hierarchy of the Company's financial assets and liabilities measured on recurring basis.

	December 31, 2019			December 31, 2018		
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets and liabilities measured at fair value						
Cash	\$ 36,601	\$ -	\$ -	\$ 574,242	\$ -	\$ -
Other receivables	51,024	-	-	141,646	-	-
Notes payable	-	1,173,887	-	-	958,847	-

There was no transfer between fair value levels during the reporting period.

1.11 Financial Instruments and Related Risks

The Company manages its exposure to key financial risk in accordance with the Company's financial risk management framework. The objective of the framework is to protect the Company's future financial security. The main risks that could adversely affect the Company's financial assets, liabilities or future cash flows are liquidity risk, credit risk and market risk, which comprising foreign exchange rate risk, interest rate risk, and metal price risk. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis. Currently, the Company does not apply any form of hedge accounting.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk primarily associated to other receivable and cash. The carrying value of the financial assets represents the maximum credit exposure.

The Company undertakes credit evaluations on counterparties as necessary and has monitoring processes intended to mitigate credit risks. The Company has not yet recognized any provision for other receivable as of December 31, 2019.

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. As at December 31, 2019, the Company has negative working capital of \$6,795,301 (2018 – negative \$4,672,048).



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c) Market risk

The significant market risks to which the Company is exposed are interest rate risk and currency risk.

(i) Interest rate risk

Interest rate risk consists of two components:

- To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- To the extent that changes in prevailing market rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

As the notes payable bears, a fixed coupon rates of 6 and 12% per annum, the Company does not have interest rate risk at year-end. The finance lease bears interest at prime +6%. The Company is exposed to interest rate risk on its finance lease obligation.

(ii) Currency risk

The Canadian Dollar is the reporting currency of the Company and the functional currency for its corporate office in Canada while USD is the functional currency of its subsidiaries in the United States. The Company is exposed to foreign currency risk when the Company undertakes transactions and holds assets and liabilities denominated in foreign currencies other than its functional currencies. The Company currently does not manage currency risk through hedging or other currency management tools. As at December 31, 2019, the Company's exposure to currency risk is summarized as follows:

Expressed in Canadian dollar equivalents	December 31, 2019	December 31, 2018
Financial assets denominated in US dollars		
Cash	\$ 33,672	\$ 381,492
	\$ 33,672	\$ 381,492
Financial liabilities denominated in US dollars		
Accounts payable	\$ 308,797	\$ 439,939
Notes payable	959,887	928,847
	\$ 1,268,684	\$ 1,368,786



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As at December 31, 2019, with other variables unchanged, a 10% change in the USD against the CAD would have increased(decreased) comprehensive loss by \$95,989 (2018 – \$98,729).

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

1.13 Disclosure of Outstanding Share Data

As at the date of this MD&A, issued and outstanding common shares are 161,355,398, and a total of 18,218,497 warrants remain outstanding. The weighted average exercise price of the warrants is \$0.60 per warrant and they expire from June 15, 2020 till April 23, 2022. Outstanding options are 11,220,000 of which 10,920,000 are exercisable with exercise prices ranging from \$0.10 to \$0.70. The expiry dates range from January 31, 2021 to April 23, 2023.

1.14 Subsequent Events

Subsequent to December 31, 2019:

In January of 2020, the Company sold its property in Henderson Nevada. The balance of net proceeds from the sale have been used to finance the Company's California project.

Beginning in March 2020 the Governments of Canada and Alberta, as well as foreign governments instituted emergency measures as a result of the COVID-19 virus. The virus has had an adverse impact on Canadian and international securities and currency markets and consumer activities which may impact the Company's financial position, its results of operations and its cash flows significantly. As these are subsequent events, these financial statements do not reflect such impact. As at May 15, 2020, it is also not possible to accurately quantify or estimate that impact. Furthermore, we are unable to determine the impact this subsequent event may have on the Company's future operations.

1.15 Internal Controls over Financial Reporting

Disclosure controls and procedures are designed to provide reasonable assurance that material information required to be publicly disclosed by a public company is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), on a timely basis so that appropriate decisions can be made regarding public disclosure. An evaluation of the effectiveness of the Company's disclosure controls and procedures was conducted as of December 31, 2019, based on the criteria set forth in the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") by and under the supervision of the Company's management, including the CEO and the CFO. Based on this evaluation, the CEO and the CFO concluded that the Company's disclosure controls and procedures (as defined in National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings of the Canadian Securities Administrators) were effective in providing reasonable assurance that material information relating to the Company is made known to them and information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified in such legislation.

Under the supervision of the CEO and CFO, the Company designed internal controls over financial reporting (as defined in National Instrument 52-109) to provide reasonable assurance regarding the reliability of financial reporting and the



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preparation of financial statements for external purposes in accordance with IFRS. The Company's management team used COSO to design the Company's internal controls over financial reporting. It is important to understand that there are inherent limitations of internal controls as stated within COSO. Internal controls, no matter how well designed and operated, can only provide reasonable assurance to management and the Board of Directors regarding achievement of an entity's objectives. A system of controls, no matter how well designed, has inherent limitations, including the possibility of human error and the circumvention or overriding of the controls or procedures. As a result, there is no certainty that an organization's disclosure controls and procedures or internal control over financial reporting will prevent all errors or all fraud. Even disclosure controls and procedures and internal control over financial reporting determined to be effective can only provide reasonable assurance of achieving their control objectives. There have been no changes in the Company's internal controls over financial reporting during the year ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

1.16 Risk Factors

There are a number of risk factors that could cause future results to differ materially from those described herein. The risks and uncertainties described herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company does not know about now or that it currently considers immaterial, may also adversely affect the Company's business. If any of the following risks actually occur, the Company's business may be harmed, and its financial condition and results of operations may suffer significantly. This section discusses factors relating to the business of Company that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive and the Company may face risks and uncertainties not discussed in this section, or not currently known to us, or that we deem to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner.

Reliance on Licensing

Maple Leaf's ability to produce, store and sell dried marihuana and cannabis oil in Canada is dependent on becoming a Licensed Producer. The Company's objective is to acquire the Standard Cultivation and Standard Processing licenses under the Cannabis Act and produce pesticide-free, top quality cannabis using Hydroponics in its Telkwa Facility. The Company will initially sell to wholesalers to package and sell the product to medical cannabis patients that have received a medical document from their physicians. Health Canada has not published any standards or timelines regarding the length of time for approval of applications under the Cannabis Act. Therefore, the timeline of the Application is uncertain and cannot be estimated. There is no assurance that the Application will be successful.

Any changes to the Company's Application (e.g., changes in Key Personnel, officers, directors, or physical security measures, etc.) may result in additional processing times. The quality, completeness, and complexity of license applications are key variables affecting application processing times. There are over 100 applications currently in the review stage. As above, the timeline of the Application cannot be predicted. However, it may take several months for file review and communications with the OMC for additional information and clarifications to support the Application.

The Company's ability to grow, store and sell medical cannabis in Canada is dependent on a license. The license under the Act is subject to ongoing compliance and reporting requirements. Failure to comply with the requirements of the license or any failure to maintain the license would have a material adverse impact on the business, financial condition, and operating results of the Company. If the Application is successful, there is no guarantee that the license will be extended or renewed on the same or similar terms. Should Health Canada not issue, extend, or renew the license or should it renew the license on different terms, the business, financial condition, and results of the operation of Maple Leaf would be materially adversely affected.



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Construction of Facilities

There is no guarantee that Health Canada will approve the contemplated construction of the Telkwa Facility in a timely fashion, nor is there any guarantee that the construction will be completed in its currently proposed form, if at all. The failure of the Company to successfully execute its construction strategy (including receiving the expected Health Canada approvals in a timely fashion) could adversely affect the business, financial condition, and results of operations of the Company.

Results of Future Research

Clinical trials, observational studies, and basic research in Canada, the USA, and internationally regarding the medical benefits, viability, safety, efficacy, dosing, and social acceptance of cannabis or isolated cannabinoids remain in early stages. There have been relatively few clinical trials or observational studies on the benefits of cannabis or isolated cannabinoids. Although Maple Leaf believes that published articles, reports, and studies support the Company's beliefs regarding the medical benefits, viability, safety, efficacy, dosing, and social acceptance of cannabis, future clinical trials, observational studies, and basic research may prove such statements to be incorrect or could raise concerns regarding cannabis and perceptions relating to cannabis. Given these risks, uncertainties and assumptions, investors and prospective investors should not place undue reliance on such articles, reports and studies. Future research studies and clinical trials may draw opposing conclusions to those stated in this MD&A or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to cannabis, which could have a material adverse effect on the demand for the Company's products with the potential to lead to a material adverse effect on the Company's business, financial condition and results of operations.

Reliance on Key Inputs

The Company's business is dependent on a number of key inputs both domestically and abroad and their related costs including raw materials and supplies related to its growing operations, as well as electricity, water, and other local utilities. Any significant interruption or negative change in the availability or economics of the supply chain for key inputs could materially impact the business, financial condition, and operating results of the Company. Any inability to secure required supplies and services or to do so on appropriate terms could have a materially adverse impact on the business, financial condition, and operating results of the Company.

Client Acquisition and Retention

The Company's success depends on its ability to attract and retain clients in Canada and the United States. There are many factors which could impact the Company's ability to attract and retain clients, including but not limited to the Company's ability to continually produce desirable and effective product, the successful implementation of the Company's patient-acquisition plan, and the continued growth in the aggregate number of patients selecting cannabis as a treatment option and other companies producing and supplying similar products. The Company's failure to acquire and retain patients would have a material adverse effect on the business, financial condition, and operating results of the Company.



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Legislative or Regulatory Reform and Compliance

The commercial cannabis industry is a new industry and the Company anticipates that any regulation will be subject to change as the federal government monitors Licensed Producers. Maple Leaf's operations are subject to a variety of laws, regulations, guidelines, and policies relating to the manufacture, import, export, management, packaging, labelling, advertising, sale, transportation, storage, and disposal of cannabis, but also including laws and regulations relating to drugs, controlled substances, health and safety, the conduct of operations, and the protection of the environment. While to the knowledge of management, Maple Leaf is currently in compliance with all such laws, any changes to such laws, regulations, guidelines, and policies due to matters beyond the control of Maple Leaf may cause adverse effects to its operations.

Regulatory Risks

Successful execution of the Company's business is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products, including obtaining the License pursuant to the ACMPR. The commercial cannabis industry is a new industry and the Company cannot predict the impact of the changes to the compliance regime. Similarly, the Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. The impact of Health Canada's compliance regime, any delays in obtaining, or failure to obtain regulatory approvals may significantly delay or impact the development of markets, products, and sales initiatives and could have a material adverse effect on the business, financial condition, and operating results of the Company. Without limiting the foregoing, failure to comply with the requirements of the Licensed Producer's license or any failure to obtain the license would have a material adverse impact on the business, financial condition and operating results of the Company. There can be no guarantees that Health Canada will grant the license.

The Company will 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 on the Company's operations. In addition, changes in regulations, more vigorous enforcement thereof, or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs, or give rise to material liabilities, which could have a material adverse effect on the business, financial condition, and operating results of the Company.

Environmental Regulations and Risks

The Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines, and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Government approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from its proposed production of cannabis or from proceeding with the development of its operations as currently proposed. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring



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capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations, and permits governing the production of cannabis, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in expenses, capital expenditures, or production costs, or reduction in levels of production or require abandonment or delays in development.

Market Risk for Securities

The market price for the Common Shares of the Company could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of peer companies, and competitors, as well as overall market movements, may have a significant impact on the market price of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of particular companies.

Volatile Market Price of Common Shares

The market price of the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Company's control. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's 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 Common Shares. 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 Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset 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 Common Shares may be materially adversely affected.

The demand, pricing and terms for the sale of cannabis largely depend upon the level of industry activity for Canada and the United States and, to a lesser extent, the development of the Canadian and American cannabis markets. Industry conditions are influenced by numerous factors over which the Company has no control, including the level of cannabis prices, expectations about future cannabis prices and production, the cost of producing and delivering cannabis; any rates of declining current production, political, regulatory, and economic conditions; alternative fuel requirements; and the ability of cannabis companies to raise equity capital or debt financing, which can all have a direct impact on the volatility and the market price of the Common Shares.

The level of activity in the Canadian and American cannabis industry is volatile. No assurance can be given that expected trends in cannabis production and sales activities will continue or that demand for cannabis will reflect the level of activity in the industry. Any prolonged substantial reduction in cannabis prices would likely affect cannabis production levels and therefore affect the demand for cannabis. A material decline in cannabis prices or Canadian and American industry activity could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows, and the market price of the Common Shares.



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Risks Related to Dilutions

The Company may issue additional Common Shares in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of issue of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under the Company's stock option plan and upon the exercise of outstanding warrants.

Risks Inherent in an Agricultural Business

Maple Leaf's business involves the growing of cannabis, an agricultural product. Such business will be subject to the risks inherent in the agricultural business, such as insects, plant diseases, and similar agricultural risks. Although Maple Leaf expects that any such growing will be completed indoors under climate-controlled conditions, there can be no assurance that natural elements will not have a material adverse effect on any such future production.

Third Party Transportation

In order for customers of Maple Leaf to receive their product, Maple Leaf must rely on third party transportation services. This can cause logistical problems with and delays in patients obtaining their orders and cannot be directly controlled by Maple Leaf. Any delay by third party transportation services may adversely affect Maple Leaf's financial performance. Moreover, security of the product during transportation to and from the Company's facilities is critical due to the nature of the product. A breach of security during transport could have material adverse effects on Maple Leaf's business, financials, and prospects. Any such breach could impact Maple Leaf's ability to continue operating under its licenses or the prospect of renewing its licenses. Rising costs associated with the courier service used by the Company to ship its products may also adversely impact the business of the Company and its ability to operate profitably.

Reliance on Key Personnel

The success of the Company is dependent upon the ability, expertise, judgment, discretion, and good faith of its Key Personnel. Maple Leaf's future success depends on its continuing ability to attract, develop, motivate, and retain the Key Personnel. Qualified individuals for Key Personnel positions are in high demand, and the Company may incur significant costs to attract and retain them. The loss of the services of Key Personnel, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on Maple Leaf's ability to execute on its business plan and strategy, and the Company may be unable to find adequate replacements on a timely basis, or at all. Since Maple Leaf is a Licensed Producer, each Key Personnel is subject to a security clearance by Health Canada. Under the Act, a security clearance cannot be valid for more than five years and must be renewed before the expiry of a current security clearance. There is no assurance that any of the Company's existing personnel who presently or may in the future require a security clearance will be able to obtain or renew such clearances or that new personnel who require a security clearance will be able to obtain one. A failure by Key Personnel to maintain or renew security clearance could result in a material adverse effect on the Company's business, financial condition, and results of operations. If Key Personnel leave the Company, and the Company is unable to find a suitable replacement that has a security clearance required by the Act in a timely manner, or at all, there could occur a material adverse effect on the Company's business, financial condition, and results of operations. While employment agreements are customarily used as a primary method of retaining the services of Key Personnel, these agreements cannot assure the continued services of such employees.



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The Company's success has depended and continues to depend upon its ability to attract and retain Key Personnel including technical experts and sales personnel. The Company will attempt to enhance its management and technical expertise by continuing to recruit qualified individuals who possess desired skills and experience in certain targeted areas. The Company's inability to retain employees and attract and retain sufficient additional employees or engineering and technical support resources could have a material adverse effect on the Company's business, results of operations, sales, cash flow, or financial condition. Shortages in qualified personnel or the loss of key personnel could adversely affect the financial condition of the Company, results of operations of the business, and could limit the Company's ability to develop and market its cannabis-related products. The loss of any of the Company's senior management or key employees could materially adversely affect the Company's ability to execute its business plan and strategy, and the Company may not be able to find adequate replacements on a timely basis, or at all.

Conflict of Interest

Certain of the Company's directors and officers are also directors and officers in other companies. Situations may arise in connection with potential acquisitions or opportunities where the other interests of these directors and officers' conflict with or diverge from the Company interests. In accordance with the *Business Corporations Act* (Alberta), directors who have a material interest in any person who is a party to a material contract or a proposed material contract are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract.

Limited Operating History

The Company has limited operating history and is therefore subject to many of the risks common to early-stage enterprises, including undercapitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

No Assurance of Profitability

The Company has incurred operating losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, the Company will not be profitable. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of operations.

Realization of Growth Targets

The Company's ability to produce cannabis will be affected by a number of factors, including plant design errors, non-performance by third party contractors, increases in materials or labour costs, construction performance falling below expected levels of output or efficiency, environmental pollution, contractor or operator errors, breakdowns, aging or failure of equipment or processes, labour disputes, as well as factors specifically related to indoor agricultural practices, such as reliance on provision of energy and utilities to the facility, and potential impacts of major incidents or catastrophic events on the facility, such as fires, explosions, earthquakes, or storms.



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Management of Growth

The Company may be subject to growth-related risks, including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train, and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations, and prospects.

Odour Remediation

Cannabis has a distinctive and strong smell, which can permeate within and outside a growing facility. As a result, odour remediation is a priority for businesses involved in the cultivation of cannabis. The Company intends to construct the Telkwa Facility and any of its other proposed facilities with effective odour remediation equipment, including, but not limited to, carbon filters, ozone generators, and ionizers. The Company's operations and perception depend, in part, on how well it is able to remediate odour from its cannabis cultivation facilities. The Company's operations also dependent on the timely maintenance, upgrade, and replacement of odour remediation equipment, as well as pre-emptive expenses to mitigate the risks of odour remediation failures. Any of these and other events could result in equipment failures, delays, and/or increases in capital expenses. The failure of successful odour remediation or a component of odour remediation could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Liability Related to the Sale of Cannabis and Cannabis Oil

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action, and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of cannabis products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of cannabis products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the products produced by the Company caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the business, financial condition, and operating results of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of products.



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Dependence on Suppliers and Skilled Labour

The ability of the Company to compete and grow cannabis will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts, and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts, and components.

Fluctuating Prices of Raw Materials

The Company's revenues will be derived from the production, sale, and distribution of cannabis. The price of production, sale, and distribution of cannabis will fluctuate widely due to how young the cannabis industry is and is affected by numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities, and increased production due to new production and distribution developments, and improved production and distribution methods. The effect of these factors on the price of product produced by the Company and, therefore, the economic viability of any of the Company's business, cannot accurately be predicted.

Reputational Damage to the Company

Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish, and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views in regard to the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations, and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows, and growth prospects.

Competition

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, and results of operations of the Company.

The government has only issued to date a limited number of licenses, under the Act, to produce and sell cannabis. There are, however, several hundred applicants for licenses. The number of licenses granted could have an impact on the operations of the Company. Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. According to Health Canada there are currently approximately 104 Licensed Producers as of April 30, 2018. If the number of users of cannabis in Canada increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Company will require a continued level of investment in research and development, marketing, sales, and client



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support. The Company may not have sufficient resources to maintain research and development, marketing, sales, and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition, and results of operations of the Company.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety, and inadequate or inaccurate labelling disclosure. If any of Maple Leaf's products are recalled due to an alleged product defect or for any other reason, Maple Leaf could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. Maple Leaf may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although Maple Leaf has detailed procedures in place for testing its products, there can be no assurance that any quality, potency, or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action, or lawsuits. Additionally, if one of Maple Leaf's significant brands were subject to recall, the image of that brand and Maple Leaf could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for Maple Leaf's products and could have a material adverse effect on the results of operations and financial condition of Maple Leaf. Additionally, product recalls may lead to increased scrutiny of Maple Leaf's operations by Health Canada or other regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Insurance Coverage

While the Company will obtain insurance coverage that will address all material risks to which it may be exposed and are adequate and customary in its future operations, such insurance may be subject to coverage limits and exclusions and may not be available for the risks and hazards to which Maple Leaf 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, there could be a material adverse effect on the Company's business, financial condition, and results of operation.



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Uninsured or Uninsurable Risk

The Company may be subject to liability for risks against which it cannot insure or against which the Company may elect not to insure due to the high cost of insurance premiums or other factors. The payment of any such liabilities would reduce the funds available for the Company's normal business activities. Payment of liabilities for which the Company does not carry insurance may have a material adverse effect on the Company's financial position and operations.

Negative Consumer Perception

The Company believes the cannabis industry is highly dependent upon consumer perception regarding the medical benefits, safety, efficacy, and quality of the cannabis distributed for to such consumers. Consumer perception of Maple Leaf's products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, political statements both in Canada and in other countries, media attention, and other publicity (whether or not accurate or with merit) regarding the consumption of cannabis products, including unexpected safety or efficacy concerns arising with respect to the products of the Company or its competitors. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention, or other research findings or publicity will be favorable to the cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention, or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations and financial condition of the Company. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention, or other publicity (whether or not accurate or with merit), could have an adverse effect on any demand for Maple Leaf's products which could have a material adverse effect on the Company's business, financial condition, and results of operations. Further, adverse publicity reports or other media attention regarding the safety, efficacy, and quality of cannabis in general, or the Company's products specifically, or associating the consumption of cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products legally, appropriately, or as directed.

Securing Adequate Financing to Fund Operations and Meet Expected Consumer Demand

There is no guarantee that the Company will be able to achieve its business objectives. The continued development of Maple Leaf may require additional financing. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the Company ceasing to carry on business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. In addition, from time to time, Maple Leaf may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may increase the Company's debt levels above industry standards. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. Debt financings may also contain provisions which, if breached, may entitle lenders or their agents to accelerate repayment of loans and/or realize upon security over the assets of the Company, and there is no assurance that the Company would be able to repay such loans in such



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an event or prevent the enforcement of security granted pursuant to such debt financing.

Identify and Execute Future Acquisitions or Dispositions, or to Successfully Manage the Impact of Such Transactions on its Operations

Although there is no present intention to undertake any of the following transactions, material acquisitions, dispositions, and other strategic transactions involve a number of risks, including: (i) potential disruption of the Company's ongoing business; (ii) distraction of management; (iii) Maple Leaf may become more financially leveraged; (iv) the anticipated benefits and cost savings of those transactions may not be realized fully or at all or may take longer to realize than expected; (v) increasing the scope and complexity of the Company's operations, and (vi) loss or reduction of control over certain of the Company's assets.

The presence of one or more material liabilities of an acquired company that are unknown to the Company at the time of acquisition could have a material adverse effect on the results of operations, business prospects, and financial condition of the Company. A strategic transaction may result in a significant change in the nature of the Company's business, operations, and strategy. In addition, the Company may encounter unforeseen obstacles or costs in implementing a strategic transaction or integrating any acquired business into the Company's operations.

Regulatory or Agency Proceedings, Investigations, and Audits

The Company's business requires compliance with many laws and regulations. Failure to comply with these laws and regulations could subject the Company to regulatory or agency proceedings or investigations and could also lead to damage awards, fines and penalties. Maple Leaf may become involved in a number of government or agency proceedings, investigations, and audits. The outcome of any regulatory or agency proceedings, investigations, audits, and other contingencies could harm the Company's reputation, require the Company to take, or refrain from taking, actions that could harm its operations or require Maple Leaf to pay substantial amounts of money, harming its financial condition. There can be no assurance that any pending or future regulatory or agency proceedings, investigations and audits will not result in substantial costs or a diversion of management's attention and resources or have a material adverse impact on the Company's business, financial condition and results of operation.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the value of the Common Shares and could use significant resources. Even if Maple Leaf is involved in litigation and wins, litigation can redirect significant Company resources, including the time and attention of management and available working capital. Litigation may also create a negative perception of the Company's brand.



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Intellectual Property

“Intellectual Property Rights” means any statutory or non-statutory intellectual property rights in any jurisdiction, including any issued, pending, registered, filed or unfiled application for any patent (including any utility, design or plant patent, and including any continuation, continuation-in-part, divisional, re-issue, re-examination, national phase entry or regional phase entry application), copyright, trademark, industrial design, plant breeder’s right, Plant Varieties Protection Act registration, or other statutory intellectual property right, and any trade secret, know-how, goodwill, or other intellectual property or other proprietary right, and any written or unwritten title, interest, license, right to bring or participate in any proceeding for past infringement or any other actionable right under or relating to any intellectual property right, or any other rights to any of the foregoing, relating to any standard operating procedures, production processes, packaging processes, labeling processes, ingredients, technology, inventions, plant varieties, clonally propagated plant material, stable cultivars, business management processes, compilations of information, contracts, records, specifications, business procedures, label designs, branding, compliance documentation, files, records, documents, drawings, specifications, equipment and data (data includes all information whether written or in an electronic format), and including any suppliers, manufacturers, equipment, methodologies, customer lists or other relevant information, relating to any of the foregoing, pertaining to the business of a party.

Intellectual Property Rights are significant aspects of the Company’s future success. Unauthorized parties may attempt to replicate or otherwise obtain and use the Company’s products and technology. Policing the unauthorized use of the Company’s current or future Intellectual Property Rights could be difficult, expensive, time-consuming, and unpredictable, as may be enforcing these rights against unauthorized use by others. Identifying unauthorized use of the Intellectual Property Rights may be complicated in the event that Maple Leaf is unable to effectively monitor and evaluate the products being distributed by its competitors, including parties selling illicit cannabis, and the processes used to produce such products. In addition, in any infringement proceeding, some or all of the Company’s Intellectual Property Rights, may be found invalid, unenforceable, anti-competitive, or not infringed. An adverse result in any litigation or defense proceedings could put one or more of the Company’s Intellectual Property Rights at risk of being invalidated or interpreted narrowly and could put pending applications for registration of Intellectual Property Rights at risk of not being issued. In addition, other parties may claim that the Company’s products infringe on their proprietary and perhaps patent protected rights. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, legal fees, result in injunctions, temporary restraining orders, or require the payment of damages. Maple Leaf may need to obtain licenses from third parties who allege that the Company has infringed their Intellectual Property Rights. However, such licenses may not be available on terms acceptable to the Company or at all. In addition, the Company may not be able to obtain or utilize on terms that are favorable to it, or at all, licenses, or other rights with respect to Intellectual Property Rights that it does not own. Any or all of these events could materially and adversely affect the business, financial condition, and results of operations of the Company.

Constraints on Marketing Products

The development of the Company’s business and operating results may be hindered by restrictions on sales and marketing activities imposed by the OMC under the Act and other regulations. The *Cannabis Act* and regulations thereunder apply to advertising, marketing and any other communications about the products. The regulatory environment in Canada limits the Company’s ability to compete for market share in a manner similar to other industries. If Maple Leaf is unable to effectively market its products and compete for market share, or if the costs



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of compliance cannot be absorbed through increased selling prices for its products, the Company's sales and operating results could be adversely affected.

The regulatory environment in Canada limits the Company's ability to compete for market share in a manner similar to other industries. If the Company is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, the Company's sales and operating results could be adversely affected.

Fraudulent or Illegal Activity by Employees, Contractors, and Consultants

The Company is exposed to the risk that its employees, independent contractors, and consultants may engage in fraudulent or other illegal activity. Misconduct by these parties could include intentional, reckless and/or negligent conduct or disclosure of unauthorized activities to the Company that violates: (i) government regulations; (ii) manufacturing standards; (iii) federal and provincial healthcare fraud and abuse laws and regulations; or (iv) laws that require the true, complete, and accurate reporting of financial information or data. It is not always possible for the Company to identify and deter misconduct by its employees and other third parties, and the precautions taken by the Company to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against Maple Leaf, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on Maple Leaf's business, including the imposition of civil, criminal, and administrative penalties, damages, monetary fines, contractual damages, reputational harm, diminished profits, and future earnings, and curtailment of the Company's operations, any of which could have a material adverse effect on the Company's business, financial condition, and results of operations.

Information Technology Systems and Cyber Attacks

Maple Leaf plans to enter into agreements with third parties for hardware, software, telecommunications, and other IT services in connection with its operations. The Company's operations will depend, in part, on how well it and its suppliers protect networks, equipment, IT systems, and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, intentional damage and destruction, fire, power loss, hacking, computer viruses, vandalism, and theft. The Company's operations will also depend on the timely maintenance, upgrades and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays, and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.



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There can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes, and practices designed to protect systems, computers, software, data, and networks from attack, damage, or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Breaches of Security at Facilities, or in respect of Electronic Documents and Data Storage and Risks Related to Breaches of Applicable Privacy Laws

Given the nature of the Company's product and its lack of legal availability outside of channels approved by the Government of Canada, as well as the concentration of inventory in its facilities, despite meeting or exceeding Health Canada's security requirements, there remains a risk of shrinkage as well as theft. A security breach at one of the Company's facilities could expose Maple Leaf to additional liability and to potentially costly litigation, increased expenses relating to the resolution and future prevention of these breaches and may deter potential patients from choosing the Company's products.

In addition, Maple Leaf will collect and store personal information about its clients and will be responsible for protecting that information from privacy breaches. A privacy breach may occur through procedural or process failure, information technology malfunction, or deliberate unauthorized intrusions. Theft of data for competitive purposes, particularly patient lists and preferences, is an ongoing risk whether perpetrated via employee collusion or negligence or through deliberate cyber-attack. Any such theft or privacy breach would have a material adverse effect on the Company's business, financial condition and results of operations.

In addition, there are a number of federal and provincial laws protecting the confidentiality of certain patient health information, including patient records, and restricting the use and disclosure of that protected information. In particular, the privacy rules under legislation, protect medical records and other personal health information by limiting their use and disclosure of health information to the minimum level reasonably necessary to accomplish the intended purpose. If Maple Leaf was found to be in violation of the privacy or security rules under legislation or other laws protecting the confidentiality of patient health information, it could be subject to sanctions and civil or criminal penalties, which could increase its liabilities, harm its reputation, and have a material adverse effect on the business, results of operations, and financial condition of the Company.

Political and Economic Instability

The Company may be affected by possible political or economic instability. The risks include, but are not limited to, terrorism, military repression, extreme fluctuations in currency exchange rates, and high rates of inflation. Changes in medicine and agriculture development or investment policies or shifts in political attitude in certain countries may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, distribution, price controls, export controls, income taxes, and expropriation of property, maintenance of assets, environmental legislation, land use, land claims of local people, and water use. The effect of these factors cannot be accurately predicted.

Global Economy Risk



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An economic downturn of global capital markets has been shown to make the raising of capital by equity or debt financing more difficult. The Company will be dependent upon the capital markets to raise additional financing in the future, while it establishes a user base for its products. As such, the Company is subject to liquidity risks in meeting its development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company and its management. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company's shares.

Vulnerability to Rising Energy Costs

Maple Leaf's proposed operations will consume considerable energy, making Maple Leaf vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the proposed business of Maple Leaf and its ability to operate profitably.

Forecast Uncertainties

Maple Leaf will need to rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the cannabis industry in Canada. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the proposed investments, business, results of operations, and financial condition of Maple Leaf.

No License

Investors should be aware that companies cannot legally conduct a cannabis business in Canada without a license from the OMC, and that there is likely significant time and cost required to obtain such a license. Entering this sector requires a commitment of significant resources, and there are a number of risks, cost, implications, and time required before a company can begin licensed operations. There is no assurance that Maple Leaf will be successful in obtaining a license, having access to requisite funds, or in creating shareholder value.



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Risk Factors Related to the United States

While Cannabis is Legal in many American State Jurisdictions, it continues to be a Controlled Substance under the United States Federal Controlled Substances Act

The concepts of “medical cannabis” and “retail cannabis” do not exist under U.S. federal law. The CSA 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 United States, 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, the production, possession, use and distribution of cannabis, or products derived therefrom, is prohibited pursuant to the CSA and remains illegal under U.S. federal law. Although the Company believes that its business activities are compliant with applicable U.S. state and local law, strict compliance with state and local laws with respect to cannabis may neither absolve the Company of liability under U.S. federal law, nor may it provide a defense to any federal proceeding which may be brought against the Company. Any such proceedings brought against the Company may adversely affect the Company’s operations and financial performance.

Violations of any U.S. federal laws 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 on the Company, including its reputation and ability to conduct business, its holding (directly or indirectly) of cannabis licenses in the United States, the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its 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.

Due to the federal prohibition of cannabis, any person or business that is operating in the cannabis industry in the United States faces risks of federal criminal prosecution and other penalties. Irrespective of the federal prohibition of cannabis, several states have authorized the production, use, and distribution of cannabis for medical or adult use purposes.

The United States Congress has passed appropriations bills each of the last three years that have not appropriated funds for prosecution of cannabis offenses of individuals who are in compliance with state cannabis laws. American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state law. However, because this conduct continues to violate federal law, American courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the CSA, any individual or business even those that have fully complied with state law could be prosecuted for violations of federal law. And if Congress restores funding, the government will have the authority to prosecute individuals for violations of the law before it lacked funding under the CSA’s five-year statute of limitations. Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the 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 on the Company, including its reputation and ability to conduct business, its holding (directly or indirectly) of cannabis licenses in the United States, the listing of its



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securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its 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.

The Approach to the Enforcement of Cannabis Laws may be Subject to Change or may not proceed as Previously Outlined

As a result of the conflicting views between state legislatures and the United States federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in August 2013 when then Deputy Attorney General, James Cole, authored the Cole Memorandum addressed to all United States district attorneys acknowledging that notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US states have enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined certain priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum 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 Department of Justice has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard.

In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where cannabis had been legalized were not characterized as a high priority. In March of this year, newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit, although he disagreed that it had been implemented effectively and has not committed to utilizing the Cole Memorandum framework going forward.

The board of directors of the Company has informed its decision to authorize and approve the investments in California based on the guidelines outlined in the Cole Memorandum and believes that the risk of federal prosecution and enforcement is currently unlikely. However, unless and until the Cole Memorandum is memorialized in federal legislation, 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.

Such potential proceedings could involve significant restrictions being imposed upon the Company or third parties, while diverting the attention of key executives. Such proceedings could have a material adverse effect on the Company's business, revenues, operating results, and financial condition as well as the Company's reputation, even if such proceedings were concluded successfully in favour of the Company.

There is Uncertainty Surrounding the Current Federal Administration and the Administration's Influence and Policies in Opposition to the Cannabis Industry as a Whole

There is significant uncertainty surrounding the policies of the current U.S. federal administration about adult-use



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and medical cannabis. Although the U.S. Department of Justice has stated in the Cole Memorandum that it is not an efficient use of limited resources to direct federal law enforcement agencies to prosecute those abiding by state laws allowing the use and distribution of cannabis, there is no guarantee that the U.S. Department of Justice's position in this regard will not change. Should the U.S. Department of Justice decide to repeal or amend the Cole Memorandum, there is no certainty as to how the U.S. Department of Justice, U.S. Federal Bureau of Investigation and other government agencies will handle cannabis matters in the future. There can be no assurances that the U.S. federal administration will not change the current enforcement policy and decide to strongly enforce the U.S. federal laws. The Company regularly monitors the activities of the current administration for evidence if the Company will contravene the Rohrabacher-Farr Amendment or the guidance provided in the Cole Memorandum.

The Company's Investments in the United States are Subject to Applicable to Anti-Money Laundering Laws and Regulations

The Company is subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping, and proceeds of crime, including the *Currency and Foreign Transactions Reporting Act of 1970* (commonly known as the *Bank Secrecy Act*), as amended by Title III of the *Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001* (USA PATRIOT Act), the *Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada)*, as amended and the rules and regulations thereunder, the *Criminal Code* (Canada) and any related or similar rules, regulations or guidelines, issued, administered, or enforced by governmental authorities in the United States and Canada.

In February 2014, the FCEN of the U.S. Treasury Department issued a memorandum providing instructions to banks seeking to provide services to cannabis-related businesses. The FCEN Memo states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that Deputy Attorney General Cole issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the CSA. It is unclear at this time whether the current administration will follow the guidelines of the FCEN Memo.

In the event that any of the Company's investments, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such investments in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while the Company has no current intention to declare or pay dividends on its Common Shares in the foreseeable future, in the event that a determination was made that the investments in California (or any future investments in the United States) could reasonably be shown to constitute proceeds of crime, the Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time. As of the date hereof, following discussions with its legal counsel, the Company is not aware of any violation of the above noted statutes as a result of its operations in California and has no reason to believe that such investments may be constituted as, whether directly or indirectly, money laundering or proceeds of crime. However, any future exposure to money laundering or proceeds of crime could subject the Company to financial losses, business disruption, and damage to the Company's reputation. In addition, there is a risk that the Company may be subject to investigation and sanctions by a regulator and/or to civil and criminal liability if the Company has failed to comply with the Company's legal obligations relating to the reporting of money laundering or other offences.



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The Company's Investments in the United States may be Subject to Heightened Scrutiny

For the reasons set forth above, the Company's existing investments in the United States, and any future investments, may become the subject of heightened scrutiny by regulators, stock exchanges, and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to invest in the United States or any other jurisdiction.

Canadian Securities Administrators issued CSA Staff Notice 512 - 352 (Revised) – *Issuers with U.S. Marijuana-Related Activities*, as revised on February 8, 2018, provides specific disclosure expectations for Canadian issuers that currently have, or are in the process of developing, cannabis-related activities in U.S. states where such activity has been authorized within a state regulatory framework. Issuers such as the Company are now required to address the current legal and regulatory environment governing their U.S. operations in their disclosures, including any risks that result from changes in the approach to enforcement of U.S. federal law. The political and regulatory circumstances surrounding the treatment of U.S. cannabis-related activities are uncertain and, in the event, that U.S. federal law against cannabis is enforced, there could be material consequences for any issuer with U.S. cannabis related activities, including prosecution and asset seizure.

U.S. Federal Trademark and Patent Protection may not be available for the Intellectual Property of the Company due to the Current Classification of Cannabis as a Schedule I Controlled Substance

As long as cannabis remains illegal under U.S. federal law as a Schedule I controlled substance pursuant to the CSA, the benefit of certain federal laws and protections which may be available to most businesses, such as federal trademark and patent protection regarding the intellectual property of a business, may not be available to the Company. As a result, the Company's intellectual property may never be adequately or sufficiently protected against the use or misappropriation by third parties. In addition, since the regulatory framework of the cannabis industry is in a constant state of flux, the Company can provide no assurance that it will ever obtain any protection of its intellectual property, whether on a federal, state or local level.

The Company's Contracts may not be Legally Enforceable in the U.S.

Because the Company's contracts involve cannabis and other activities that are not legal under U.S. federal law, the Company may face difficulties in enforcing its contracts in U.S. federal and certain state courts.



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CORPORATE DATA

LISTING:

Aequitas NEO Exchange Inc.

Symbol: **MGW**

and additional trading:

OTCQB Venture Market

Symbol: **MGWFF**

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- Joe Wong: Vice President of Operations, Director
- Naj Alizada: Independent Director & Audit Committee Member
- Greg Moline: Independent Director & Audit Committee Member
- Daniel Larkin: Independent Director & Audit Committee Member

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