Sweet Earth Holdings Corporation
Management Discussion & Analysis

SWEET EARTH

For the Year Ended June 30, 2021

This Management's Discussion & Analysis ("MD&A") is intended to help the reader understand the Sweet Earth Holdings Corporation (the "Company") financial statements. The information provided herein should be read in conjunction with the Company's financial statements for the year June 30, 2021 and 2020 ("Financial Statements") and related notes attached thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures in this report are stated in Canadian dollars ("CAD"). The effective date of this report is October 28, 2021.

Management is responsible for the preparation and integrity of financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management on a quarterly basis to review financial statements and MD&As, and to discuss other financial, operating and internal control matters.

The financial statements of the Company are prepared on a consolidated basis to include the financial information of the Company's wholly-owned subsidiaries, TSN Agricorp Ltd., Sweet Earth, LLC, Sweet Earth Holdings Corp. S.L.and Sweet Earth Colombia S.A.S.

On May 19, 2020, the Company completed a reverse takeover transaction ("RTO") of Seaway Energy Services Inc., the effective of which was to become a listed entity on the Canadian Securities Exchange ("CSE") under the ticker symbol SE.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from such statements. Readers are therefore cautioned not to put undue reliance on forward-looking statements. See "Forward-looking Information and Statements" that are subject to risk factors set out in a cautionary note contained herein.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

DESCRIPTION OF BUSINESS AND OVERVIEW

Sweet Earth Holdings Corporation (the "Company") was incorporated as 1168061 B.C. Ltd. under the Province of British Columbia Business Company Act on June 13, 2018. The name was changed to Sweet Earth Holdings Corporation on July 26, 2018, to reflect the Company's strategic decision to focus the business on becoming a major hemp cannabidiol ("CBD") cultivator and processor. During the fiscal year ended June 30, 2021, the Company changed its focus of operations that maintains a full line of hemp and CBD products for the US and global market. Its products combine CBD with herbal and organic ingredients, all of which are selected for their beneficial properties to soothe, rejuvenate, and reduce inflammation. In addition to high-end finished products. Sweet Earth's portfolio of skin and body care products that includes facial products, men's, spa, hemp, and muscle products that are sold on its website, https://sweetearthskincare.com.

Sweet Earth prides itself on sustainability by minimizing the use of plastics in both production and packaging. Sweet Earth's in-house genetics team developed its own proprietary hemp strain and the Company is committed to lab research as part of its product development. Its research on bioavailability of CBD isolate and CBD broad spectrum particle size and nano-particle delivery systems. This has become increasingly important to the Company, which continues to conduct research on Invitro permeation study and permeation rate determination, stability under skin condition, and carrier studies, and membrane absorption, all of which are key factors in product efficacy. The Company operates a proprietary online shopping portal for discerning pet owners offering pet treats comprised of high-quality ingredients, which are further enriched with CBD and Vitamin E. The treats are sold on its website: https://www.sweetearthpets.com.

Sweet Earth has also created a line of CBD pre-rolls that are made from 100% naturally grown US hemp flower that is rich in non-intoxicating cannabinoids like CBD and cannabigerol ("CBG"). The pre-rolls are completely free of tobacco, nicotine, or additives and are rich in terpenes, like pinene, limonene and myrcene and are sold on its online portal, https://www.sweetearthsmooth.com

More recently, the Company has been active in advancing the business plan as described below.

Developments during the past year

- expansion into the European Community when it signed a long-term lease agreement in Los Barrios, Spain, a region renowned for its temperate climate and agricultural industry.
- released an entire line of hemp products (the "Hemp Oil Line"). The Hemp Oil Line is a parallel line to the Company's CBD product line and was developed to facilitate expansion into markets not-permitting CBD products.
- added two new products, CBD Cooling Gel and CBD Hot Muscle Rub, to its muscle recovery line.
- Completed a non-brokered private placement for 13,409,999 Units for aggregate proceeds of $2,681,999.80.
- signed a definitive supply agreement with Thoughtful Brands Inc. to supply dog treats. Under terms of the Definitive Agreement, Sweet Earth became Thoughtful Brands' exclusive dog treat provider, which is marketed and sold on under the brand name Nature's Exclusive.
- developed a proprietary online shopping portal for discerning pet owners. The portal, www.sweetearthpets.com focuses on CBD infused pet treats, provides valuable information on CBD usage for pet owners, and features seven of its popular dog treats. The treats are comprised of high-quality ingredients, which are further enriched with CBD. The Company launched seven flavours.
- garnered OTCQB status on October 20, 2020, and that it had retained of Annapolis, Maryland in the United States to provide ongoing marketing services including content distribution and advertising for the US market.
- full Depository Trust Company ("DTC") eligibility in the United States. DTC status means that Sweet Earth shares are now eligible to be transferred between brokerage accounts within the United States and significantly increases the ease in which American-based investors are able to trade Sweet Earth shares.
- Market of Choice selected Sweet Earth to provide high-quality CBD-based and hemp-based health and beauty products in its chain of high-end supermarkets. Sweet Earth began supplying CBD-infused at-home spa products and body scrubs.
- products selected to be featured in America's leading hemp industry publisher, HEMP Magazine. Sweet Earth is one of the ten featured companies displayed in HEMP Magazine's Holiday Edition, which was published on December 15, 2020.
- received a Certificate of Free Sale from the Los Angeles Chamber of Commerce, allowing the Company to export its Organic Hemp Lip Balm, Organic Hemp Hydration Cream, and Organic Hemp Salve internationally.
- Shark Discoveries and Kevin Harrington, an original founder of Shark Discoveries, had completed a Sweet Earth television commercial and commenced a retail campaign that included magazines and the "As Seen On TV" network.
- launched a line of cannabidiol ("CBD") hemp cigarettes to be marketed under its wholly owned brand name, "Sweet Earth Smooth". The cigarettes have the feel and draw that people are accustomed, but without the harmful substances found in tobacco. The cigarettes are made from 100% naturally grown US hemp flower that is rich in non-intoxicating cannabinoids like CBD and cannabigerol ("CBG") and is completely free of tobacco, nicotine, or additives.
- signed a Letter of Intent with an investment consortium carrying on businesses in Spain and Germany. The EU Investors are associated with Spanish agricultural products for the European Union market, German brands, and global consulting.
- entered into an exclusive Supply Arrangement Agreement for Japan with Frostys Extracts LLC for the production and procurement of high-quality CBD isolate.
- commenced bioavailability research on CBD isolate and CBD broad spectrum particle size with NAVCO Pharmaceuticals Limited, an accredited laboratory located in Burlington, Ontario. Research is to include specific tests include, but are not limited to Invitro permeation study and permeation rate determination o Drug stability under skin condition, and carrier studies o Microbial growth, antibiotic, and preservative studies
- preparing to commence hemp product sales in Colombia, which includes further South American distribution.
- completed a binding Definitive Agreement with Pure Products LLC for the marketing, manufacturing, and sales of cannabidiol hemp pre-rolls. Sweet Earth acquired the rights to sell and distribute Pure Products' proprietary brand, Pure America Hemp, which is also sold online and has the same characteristics and quality as Sweet Earth's brand. Conversely, Pure Products is a pioneer of CBD hemp pre-roll manufacturing with the capacity to meeting increased demand.
- completed the development of a proprietary strain of CBD / Hemp pre-rolls with Pure Products LLC that will be marketed, sold, and distributed under the Sweet Earth Smooth Brand. The pre-rolls, which are a healthier alternative to cigarettes, will be sold as Turkish Blend and, unlike other hemp cigarettes that maintain cannabidiol scented smoke, has a mild scent like tobacco or cigars.

- Market of Choice expanded its Sweet Earth skincare line to include all of the Company's 22 products, including the popular Men's Styling Kit. Market of Choice's expansion is attributed to the popularity of Sweet Earth products that appeal to the discerning consumer.
- updated on its ongoing product research that is being conducted with NAVCO Pharmaceuticals Limited. Research focuses on in vitro skin permeation research to measure the performance of Sweet Earth Cream in the semisolid formulation.
- continued growth in media exposure and that it had launched of its first CBD cigarette customer appreciation campaign.
- selected to be the exclusive skincare and body care retailer at both the Vancouver BC and San Diego, California Christmas Markets.

Future Plans & Market Outlook

The Company is vertical integrated and has the ability to make it a significant company in the hemp segment with its focus on smaller molecular compounds to bolster product efficacy. It maintains all equipment for extraction and Sweet Earth is in the process of moving nano-technology production inhouse through its technology partner NAVCO Pharmaceuticals Limited, an accredited laboratory located in Burlington, Ontario. This next phase of research will help Sweet Earth keep pace with the expanding medical discoveries and natural healing properties of this plant. From seed development, growing, harvesting, drying, extracting, and packaging.

With the recent transition from research-focused product development to sale of products, the Company has seen increased media presence that has resulted in sales, for the first time. It has been featured in various magazines, including Women's World, television, podcasts, and radio. The Company anticipates increased media presence as the consumer market develops and requires products to base claims on data, which is core to Sweet Earth. The Company expects to publish its first research papers on CBD efficacy of its products. The research and nana-particle capability is expected to differentiate itself from peers.

RESULTS OF OPERATIONS

This review of the results of operations should be read in conjunction with the Company's financial statements for year ended June 30, 2021, and 2020:

Financial Results

For the year ended June 30, 2021

The Company's revenue from operations for the year ended June 30, 2021 was $200,725 (2020 - $nil) and the gross profit was $107,558 (2020 - $nil)

For the year ended June 30, 2021, the Company incurred net loss of $4,917,757 (2020 – $4,874,674). The net loss is comprised of a gross profit on sales of $107,558 (2020-$nil), net operating costs of $414,277 (2020 - $951,546), administrative expenses of $3,859,531 (2020 - $2,780,668) and other expenses of $751,507 (2020- $1,142,460).

For the year ended June 30, 2021, net operating expenses of $414,277 (2020 - $951,546) consisted of depreciation of $248,366 (2020 - $231,812), interest on leases (equipment and building) of $61,685 (2020 - $66,606), management supervision of $nil (2020 - $80,556), repairs and maintenance of $11,529 (2020 – $100,853), rent and operating leases of $33,479 (2020 - $86,650), seed and fertilizer and nutrients of $13,116 (2020 - $335,663, utilities of $46,072 (2020 - $154,748), and wages and salaries of $10,488 (2020 - $695,640), less amounts capitalized as biological assets of $nil (2020 - $800,982) and expense recovery of $10,458 (2020 - $nil). The operating expenses decreased in 2021 because of a decrease in production activity compared to 2020.

For the year ended June 30, 2021, significant administrative expenses of $3,859,531 (2020 - $2,780,668) consisted of advertising and promotion of $135,883 (2020 - $126,366), consulting fees of $364,778 (2020 - $422,559), office and general expenses of $81,633 (2020 - $105,083), management fees of $220,500 (2020 - $523,570), professional fees of $107,384 (2020 - $305,177), marketing and investor relations expense of $2,518,963 (2020- $229,700) and travel costs of $1,314 (2020 - $60,956). The administrative expenses during this period were on par with last year however the focus has changed from supporting production to efforts to create, market and sell various product lines.

Included in administrative expenses is share-based compensation of $393,332 (2020 - $884,436) which decreased in 2021 compared to 2020 because few stock options were granted in 2021.

For the year ended June 30, 2021, significant other expenses of $751,507 (2020 - $1,142,460) consisted of a write down of hemp inventory of $751,507 (2020 - $nil), listing costs from reverse takeover transaction of $nil (2020 - $1,151,722) and miscellaneous revenue of $nil (2020 - $9,262).

ANNUAL SELECTED INFORMATION

	For the year ended June 30, 2021	**For the year ended June 30, 2020 Restated**
	$	**$**
Revenue	200,725	-
Gross Profit	(107,558)	-
Operating expenses	(414,277)	951,546
Administrative expenses	(3,859,531)	(2,780,688)
Net loss	(4,917,757)	(4,874,674)
Basic/Diluted loss per share	(0.08)	(0.08)
Total assets	3,184,406	4,760,460
Total liabilities	2,303,444	3,454,387

SUMMARY OF QUARTERLY RESULTS

Selected financial indicators for the past eight quarterly periods are shown in the following table:

	Three Months Ended June 30, 2021	Three Months Ended March 31, 2021	Three Months Ended December 30, 2020	Three Months Ended September30, 2020
	$	$	$	$
Revenue	Nil	Nil	Nil	Nil
Loss for the period	1,347,064	1,906,382	1,054,748	609,563
Loss per share – basic & diluted	0.02	0.02	0.01	0.01
Total assets – restated	3,184,406	4,259,162	4,677,199	5,764,871
Total liabilities	2,303,444	2,474,078	2,366,864	2,464,925

	Three Months Ended June 30, 2020	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019
Revenue	$ Nil	$ Nil	$ Nil	$ Nil
Loss for the period	2,540,881	$ 1,101,440	606,684	625,669
Loss per share – basic & diluted	0.04	0.02	0.01	0.01
Total assets	4,760,460	4,726,052	3,121,933	4,095,408
Total liabilities	3,454,387	3,254,265	1,684,250	1,929,399

FOURTH QUARTER RESULTS

The Company's revenue from operations for the three months ended June 30, 2021 was $200,725 (2020 - $nil) and the gross profit was $107,558 (2020 - $nil)

For the three months ended June 30, 2021, the Company incurred net loss of $1,347,064 (2020 – $2,240,881). The net loss is comprised of a gross profit on sales of $107,558 (2020 - $nil), net recovery of operating costs of $82,825 (2020 - $807,481), administrative expenses of $848,940 (2020 - $590,940) and other expenses of $751,507 (2020- $1,142,460).

LIQUIDITY, FINANCING AND CAPITAL RESOURCES

As at June 30, 2021, the Company had a cash balance of $84,830 (June 30, 2020 - $21,215) to settle current liabilities of $1,238,891 (June 30, 2020 - $2,200,421). The Company expects to fund these liabilities and its operational activities and through the issuance of capital stock and, or through operational revenues over the coming year.

As at June 30, 2021, the Company's cash used in operating activities was $3,569,643 (2020 - $2,045,388), cash used in investing activities $nil (2020 – $851,170) and cash provided by financing activities of $3,644,788 (2020 - $2,558,599).

During the for the year ended June 30, 2021, cash used in operating activities was $3,569,643 (2020 - $2,045,388). Cash used during the period consists primarily of operating and administrative expenditures of $4,917,757 (2020 - $4,874,674), less adjustments for depreciation of $248,366 (2020 - $231,812), interest on leases of $71,905 (2020 - $66,606), share-based compensation of $393,332 (2020 - $884,436), listing cost on reverse takeover of $nil ($1,151,722) and net change in non-cash operating working capital of $116,996 (2020 - $474,710).

During the for the year ended June 30, 2021, cash used in investing activities was $nil (2020 – $851,170) which was for equipment purchases.

During the for the year ended June 30, 2021, cash provided by financing activities was $3,644,788 (2020 - $2,558,599). Financing activities included issuance of common shares net of issuing costs of $2,263,800 (2020- $1,647,586), common shares issued for options exercised of $331,000 (2020 - $nil) cash received on shares not issued of $55,000 (2020 - $nil), common shares issued for warrants exercised of $1,165,530 (2020 - $nil) less lease payments of $170,542 (2020 - $164,672).

RELATED PARTY TRANSACTIONS

The Company considers officers and members of the Board of Directors as related parties. Key Management costs for the year ended June 30, 2021 is $255,773 (2020 - $1,308,751). Payments and accruals were made to the following officers and directors, or to companies controlled by these officers and directors:

	For the Year Ended June 30, 2021			
	Management Fees	Consulting Fees	Share-based Compensation	Total
CEO and director	$ 126,000	$ -	$ -	$ 126,000
CFO and director	94,500	-	-	94,500
Directors	-	15,050	20,223	35,273
Total	$ 220,500	$ 15,050	$ 20,223	$ 255,773

	For the Year Ended June 30, 2020			
	Management Fees	Consulting Fees	Share-based Compensation	Total
CEO and director	$ 170,500	-	$ 283,019	$ 153,319
CFO and director	132,625	-	141,510	274,135
Former CEO and director	220,445	-	141,510	361,955
Directors	-	35,255	176,887	212,142
Total	$ 523,570	35,255	$ 749,926	$ 1,308,751

Due to related parties represents fees due to officers and directors at June 30, 2021 of $135,875 (2020 - $159,166). The amounts are non-interest bearing, due on demand and bear no specific terms of repayment.

For the year ended June 30, 2020 included in Convertible Debentures Payable is $179,322 owing to officers and directors.

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FINANCIAL INSTRUMENTS

International Financial Reporting Standards 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial risks

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

Credit risk

The Company's credit risk is primarily attributable to cash and receivables. The Company has no significant concentration of credit risk arising from operations. Cash consists of chequing account at reputable financial institution, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances up to $100,000 in Canada. Financial instruments included in receivables consist of amounts due from government agencies. At June 30, 2021, management considers the Company's exposure to credit risk is minimal.

Liquidity risk

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

As at June 30, 2021, the Company had a cash balance of $84,830 (June 30, 2020 - $21,215) to settle current liabilities of $1,238,891 (June 30, 2020 - $2,200,421). So far, the Company's sole source of funding has been the issuance of equity securities. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest and foreign exchange risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. The Canadian dollar equivalent of the amounts denominated in foreign currencies at June 30, 2021 and 2020 are as follows:

	USD	EUROS
June 30, 2021		
Financial assets	$ 2,907	$ 8,009
Financial liabilities	$ 1,617,142	$ 18,054
June 30, 2020		
Financial assets	$ 1,288	$ 3,837
Financial Liabilities	$,227,397	$ 115,518

b) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company is not currently subject to price risk as it is not listed on a public stock exchange.

COMMITMENTS

a) Upon the purchase of TSN, the Company took over a lease of 23 acres in Appleton Oregon at the rate of $48,000 US ($65,603 CDN) per year, paid annually at the beginning of each renewal period. Starting July 1, 2019, the Company recognized the lease as a right to own asset as the lease was renewable at the Company's option. In August, 2019, the lease was amended to include the use of buildings on the premises. Lease payments are now $6,242US ($8,531 CDN) per month.

b) The Company leases property that includes 60 acres of farmable land that is leased on a monthly basis at $6,250 US ($8,542 CDN) per month. The lease is renewable with both parties' approval required in order to so do. Accordingly, this lease has not been classified as a right-to-use asset.

c) Effective December 31, 2019, the Company leased property in Los Barrios, Spain that includes 9 hectares of irrigable land. The lease is for 5 years at €18,000 ($27,669 CDN) per year, increasing by 5% every year. The lease has been recorded as a right-to-use asset.

CHANGE IN ACCOUNTING POLICY AND CORRECTION OF ERROR

For the year ended June 30, 2021, management changed how it categorized its inventory of harvested hemp, eliminating certain high value categories as the differentiation no longer fit with the company's operation and resulting products. By retroactively applying this change, to the previous year, inventory was reduced by $1,356,373. Additionally, management determined that in estimating the fair value of hemp biomass, a sample of inventory must be weighted in order to calculate an acceptable outcome. Previously management relied on third party Level 3 inputs of similar agricultural products. The result was a further reduction to prior year's inventory of $178,328. Management considers this to be a correction of an error, requiring retroactive treatment. The total retroactive adjustment to the 2020 consolidated financial statements was $1,534,635.

The following changes were made retroactively to the prior year's consolidated financial statements:

Consolidated Statement of Changes in Financial Position

Account	Previously Reported $	Corrected Balance $
Inventory	2,347,173	812,538
Current assets	2,828,216	1,293,581
Total assets	2,828,216	4,760,460
Accumulated deficit	(5,538,347)	(7,072,982)
Total equity	2,840,708	1,306,073

Consolidated Statement of Loss and Comprehensive Loss

Account	Previously Reported $	Corrected Balance $
Unrealized gain on growth of biological assets during cultivation	583,089	-
Costs charged to inventory	1,752,528	800,982
Total operating expenses	-	951,546
Loss before other items	(2,197,579)	(3,732,214)
Net loss for the year	(3,340,039)	(4,874,674)
Comprehensive loss for the year	(3,3003,376)	(4,835,011)

Consolidated Statement of Changes in Equity		
Account	**Previously Reported $**	**Corrected Balance $**
Net loss and comprehensive loss for the year allocated to accumulated deficit	(3,340,069)	(4,874,674)
Net loss and comprehensive loss for the year allocated to shareholders' equity	(3,300,376)	(4,835,011)
Balance of accumulated deficit as at June 30, 2020	$5,538,347)	(7,072,982)
Balance of shareholders' equity as at June 30, 2020	2,840,708	1,306,073

Consolidated Statement of Cash Flows		
Account	**Previously Reported $**	**Corrected Balance $**
Net loss for the year	(3,340,039)	(4,874,674)
Unrealized gain on growth of biological assets during cultivation	(583,089)	-
Change in inventory	(1,549,331)	(597,785)

Basic and diluted loss per share previously disclosed as ($0.05) has been corrected to ($0.08)

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Management must make significant judgments or assessments as to how financial assets and liabilities are categorized. The following are the critical estimates and judgments that management has made in applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

a) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances (Note 1).

b) *Functional currency*

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian dollar, which is also the reporting currency of the Company. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standards ("IAS") 21. An entity considers the following factors in determining the functional currency of entities under its control:

i) the currency that mainly influences sales prices for goods and services,
ii) the currency of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services, and
iii) the currency that mainly influences labour, material and other costs of providing goods or services.

The Company has determined that the function currency of TSN and LLC is the US dollar and for SE Spain is the European dollar (the "Euro").

c) *Estimated useful life and residual value of equipment*

The calculation of depreciation involves estimates concerning the economic life and salvage value of equipment.

d) *Fair value of share-based payments*

The fair value of share-based payments is calculated using a Bloch Scholes option-pricing model. There are a number of estimates used in the calculation such as the future forfeiture rate, expected option life and the future price volatility of underlying security, which can vary from actual future events. The factors applied in the calculation are management's best estimate based on historical information and future forecasts.

e) *Leases*

The Company applies judgement to determine whether an arrangement contains a lease. The evaluation requires the Company to determine whether a contract conveys the right to direct the use of an identified asset, the supplier has a substantive substitution right, the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period and whether renewal options are reasonably certain of being exercised. For those arrangements considered to be a lease, further judgement is required to determine the lease term and the rate implicit in the lease.

f) Biological assets and inventory

In calculating the value of the biological assets and inventory, management is required to make several estimates, including estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, average or expected selling prices and list prices, expected yields for the cannabis plants, and oil conversion factors. The valuation of work-in-process and finished goods also requires the estimate of conversion costs incurred, which become part of the carrying amount for the inventory. The Company must also determine if the cost of any inventory exceeds its net realizable value, such as cases where prices have decreased, or inventory has spoiled or has otherwise been damaged

g) *Convertible Debt*

The Company bifurcates proceeds from convertible debt into two components, a liability contract and a conversion feature that may or may not be equity. In the process of valuing the conversion feature, the Company must use judgment in estimating what the interest rate would be of a similar debenture, which is then used in calculating a present value calculation of future cash flows.

h) *Taxation*

The calculation of deferred taxes is based on a number of assumptions including estimating the future periods in which temporary differences, tax losses and other tax credits will reverse, the use of substantively enacted tax rates at the statements of financial position date and the likelihood of deferred tax assets being realized.

i) Foreign current translation

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction or at an average rate. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Non-monetary items are translated using the historical rate on the date of the transaction. Exchange gains or losses arising on foreign currency translation are reflected in the statement of loss for the period.

The functional currency of the Company's wholly owned subsidiaries is noted above. The asset and liabilities arising from these operations are translated at the period end exchange rate and related revenues and expenses at the average exchange rate for the period. Resulting translation adjustments are accumulated as a separate component of accumulated other comprehensive income/loss in the statement of shareholders' equity.

j) Prior period adjustments

When changes in accounting policies and correction of errors arise, the Company, where practical, restates previous year's results to reflect these changes. A revision to previous estimates is treated prospectively by including the adjustment in current operations. However, a change in the measurement basis applied in determining an estimate is treated as a change in accounting policy, not a change in accounting measurement.

FUTURE ACCOUNTING POLICY CHANGES

A number of new standards, amendments to standards and interpretations are not yet effective as of the date of this report and were not applied in preparing the audited financial statements. None of these are expected to have a material effect on the financial statements of the Company.

CAPITAL COMMITMENTS

The Company has no commitments for equipment expenditures for 2021. The Company has forecasted that any property and equipment expenditures based on future needs will be funded from working capital and/or from operating or capital leases.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

SHARES AND SHARE-BASED UNITS

The Company has the following common shares, stock options, and share purchase warrants outstanding:

Common shares

As at October 28, 2021 (date of report), the issued and outstanding share capital is comprised of 112,118,281 common shares.

Warrants

As at October 28, 2021 (date of report), the following warrants were outstanding:

Warrants	Number of shares upon exercise	Exercise price	Expiry Date
35,625	35,625	$0.60	February 26, 2022
12,120,000	12,120,000	$0.125	October 15, 2024
12,155,625	12,155,625		

Share Options

As at October 28, 2021 (date of report), the following options were outstanding:

Number of options outstanding	**Number of options exercisable**	**Exercise price ($)**	**Expiry date**
1,070,000	1,070,000	$0.20	February 7, 2025
400,000	400,000	$0.40	February 19, 2025
520,000	520,000	$0.20	July 1, 2025
2,875,000	2,875,000	$0.10	July 21, 2026
4,865,000	4,865,000		

GOING CONCERN

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. As at June 30, 2021, the Company has incurred an accumulated loss of $11,990,739 to date. These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and thus be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

RISK FACTORS

The Company's principal activity is becoming a major hemp cannabidiol ("CBD") processor and retailer, both online and in stores.

In addition to the other information report, you should carefully consider the following factors, which describe the risks, uncertainties and other factors that may materially and adversely affect our business, products, financial condition and operating results. There are many factors that affect our business and our results of operations, some of which are beyond our control. The ongoing costs and obligations; competition; future acquisition or disposition; product liability; product recalls; product approvals; promotion and maintenance of brands; dependence on suppliers and skilled labour; management of growth; intellectual property risks; security breaches; client acquisitions; changes in laws, regulations and guidelines; constraints on marketing products and management's success in anticipating and managing the foregoing factors.

These risk factors are not intended to represent a complete list of the risk factors that could affect the Company, many factors could cause actual actions, events or results to differ materially from those described in the forward looking statements included herein, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended, and there can be no assurance that the forward-looking statements will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements in this document. All of the forward-looking statements made in this document are qualified by these cautionary statements.

FORWARD-LOOKING INFORMATION AND STATEMENTS

Certain statements contained or incorporated by reference in this management discussion and analysis are forward-looking statements, including, but not limited to other statements that are not historical facts. These statements are based upon certain material factors, assumptions and analyses that were applied in drawing a conclusion or making a forecast or projection, including Sweet Earth's experience and perceptions of historical trends, current conditions and expected future developments, as well as other factors that are believed to be reasonable in the circumstances.

Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. These statements may include, without limitation, statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, milestones, strategies and outlook of the Company, including but not limited to those statements under the headings "General Development of the Business", "Narrative Description of the Business", and "Risk Factors". Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "pro forma", "expects", "anticipates", "plans", "believes", "estimates", "intends", "targets", "projects", "forecasts", "seeks", "likely" or negative versions thereof and other similar expressions, or future or conditional verbs such as "may", "will", "should", "would" and "could". Examples of the assumptions underlying the forward-looking statements contained herein include, but are not limited to those related to: the ability to obtain necessary financing to pursue its business plans, the achievement of goals, the obtaining of all necessary permits and governmental approvals, as well as expectations regarding availability of equipment, skilled labour and services needed for operations, intellectual property rights, development, operating or regulatory risks, trends and developments in the hemp industry, business strategy and outlook, expansion and growth of business and operations: the timing and amount of capital expenditures, future exchange rates, the impact of increasing competition, conditions in general economic and financial markets, access to capital, future operating costs, government regulations, including future legislative and regulatory developments involving medical and recreational marijuana and the timing thereto, the effects of regulation by governmental agencies, the anticipated changes to laws regarding the recreational use of hemp, the demand for hemp products and corresponding forecasted increase in revenues and the size of the medical marijuana market and the recreational marijuana market.