

MOUNTAIN VALLEY MD INC.

**Unaudited Interim Condensed Consolidated Financial Statements
For the three months period ended June 30, 2019**
(Expressed in Canadian Dollars)



REVIEW ENGAGEMENT REPORT

To the Shareholders of Mountain Valley MD Inc:

We have reviewed the statement of financial position of Mountain Valley MD Inc as at June 30, 2019 and the statements of loss and comprehensive loss, changes in equity and cash flows for the year then ended.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Practitioner's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements based on our review. We conducted our review in accordance with Canadian generally accepted standards for review engagements, which require us to comply with relevant ethical requirements.

A review of financial statements in accordance with Canadian generally accepted standards for review engagements is a limited assurance engagement. The practitioner performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less in extent than, and vary in nature from, those performed in an audit conducted in accordance with Canadian generally accepted auditing standards. Accordingly, we do not express an audit opinion on these financial statements.

Other Matter

The financial statements of Mountain Valley MD Inc. as at and for the year ended March 31, 2019 were audited by another accountant who expressed an unmodified opinion on those statements on August 20, 2019.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the financial statements do not present fairly, in all material respects, the financial position of Mountain Valley MD Inc as at June 30, 2019, and the results of its operations and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

A.R.T. Tax and Audit

Surrey, British Columbia
December 4, 2019

A.R.T. Tax and Audit
Chartered Professional Accountant

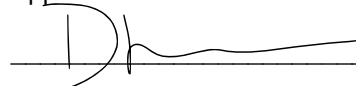
See accompanying notes to the interim condensed financial statements

MOUNTAIN VALLEY MD INC.
Interim Condensed Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	June 30, 2019	March 31, 2019
ASSETS			
CURRENT			
Cash and cash equivalents		\$ 4,680,989	\$ 9,086,662
GST/HST recoverable		32,969	21,012
Deposit - acquisition	7	-	100,000
Prepaid expenses and deposits	5	94,254	73,035
Note receivable	8	-	817,574
		4,808,212	10,098,283
NON-CURRENT			
Long term investments	7	9,002,531	-
Property	9	1,390,000	1,390,000
		10,392,531	1,390,000
		\$ 15,200,743	\$ 11,488,283
LIABILITIES AND DEFICIT			
CURRENT			
Accounts payable and accrued liabilities	12	\$ 252,249	\$ 224,337
Mortgage payable	10	310,000	310,000
		562,249	534,337
DEFICIT			
Share capital	11	15,901,478	11,840,978
Subscriptions received	11	-	10,000
Deficit		(1,262,984)	(897,032)
		14,638,494	10,953,946
		\$ 15,200,743	\$ 11,488,283

GOING CONCERN (Note 2)
 COMMITMENTS AND CONTINGENT LIABILITIES (Note 15)
 SUBSEQUENT EVENTS (Note 16)

Approved on behalf of the Board:

 Director

See accompanying notes to the interim condensed financial statements

MOUNTAIN VALLEY MD INC.**Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)**

		Three month period ended June 30,	
	Note	2019	
EXPENSES			
Business development and travel	12	\$	63,239
Consulting fees	12		99,893
Expenses related to proposed greenhouse			16,071
Mortgage interest			6,936
Office and miscellaneous			7,536
Professional fees			161,777
Rent			10,500
			<hr/>
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		\$	365,952
			<hr/>
BASIC AND DILUTED LOSS PER SHARE		\$	(0.00)
			<hr/>
Weighted average number of shares outstanding			193,949,552

See accompanying notes to the interim condensed financial statements

MOUNTAIN VALLEY MD INC.**Interim Condensed Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)**

	Note	Class A Number of shares	Class A Share capital \$	Class B Number of shares	Class B Share capital \$	Subscriptions received \$	Deficit \$	Total \$
Balance as at March 31, 2019		70,625,200	737,501	112,217,807	11,103,477	10,000	(897,032)	10,953,946
Shares issued for investment	7, 11	-	-	16,000,000	3,200,000	-	-	3,200,000
Shares issued for services	11	-	-	325,000	65,000	-	-	65,000
Shares issued for private placement	11	-	-	3,977,500	795,500	(10,000)	-	785,500
Net loss for the period		-	-	-	-	-	(365,952)	(365,952)
Balance as at June 30, 2019		70,625,200	737,501	132,520,307	15,163,977	-	(1,262,984)	14,638,494

See accompanying notes to the interim condensed financial statements

MOUNTAIN VALLEY MD INC.
Interim Condensed Consolidated Statements of Cash flows
(Expressed in Canadian Dollars)

	Note	For the Three Month Period Ended, June 30, 2019
Operating activities:		
Net loss and comprehensive loss for the period	\$	(365,952)
Changes in non-cash operating working capital		
GST recoverable		(11,957)
Prepaid expenses and deposits		(21,219)
Accounts payable		92,912
Net cash used in operating activities:		(306,216)
Investing activities:		
Long term investments	7	(4,984,957)
Deposit - acquisition	7	100,000
Net cash used in investing activities:		(4,884,957)
Financing activities:		
Issuance of share capital	11	785,500
Net cash used in finance activities:		785,500
Net change in cash		(4,405,673)
Cash - Beginning of period		9,086,662
Cash - End of period	\$	4,680,989
Non-cash transactions:		
Shares issued for equity in long term investments	7	\$ 4,017,574
Shares issued for professional services		65,000

See accompanying notes to the interim condensed financial statements

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

1. CORPORATE INFORMATION

Mountain Valley MD Inc. (“MVMD” or the “Company”), was incorporated under the laws of the province of Ontario on October 26, 2018. MVMD is a private corporation. The nature of operations involves investing in strategically positioned companies operating in normalized cannabis markets.

These consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern (see note 2).

The address of the Company’s corporate office and principal place of business is 210 Adelaide Street West, Toronto, Ontario, Canada, M5H 1W7.

2. GOING CONCERN

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company is in the start up phase, it incurred a loss of \$365,952 during the three-month period ended June 30, 2019 and, as of that date, the Company’s deficit was \$1,262,984. The Company is dependent on its ability to raise additional debt, equity and/or to generate revenue from operations to raise sufficient cash resources to execute its business plans. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. The Company had cash of \$3,820,880 and cash equivalents of \$860,109, at June 30, 2019 to meet current financial obligations of \$562,249. Management believes that the Company has sufficient working capital to maintain operations for the next 12 months.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

a) Statement of compliance

These Financial Statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting. The Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The sole director of the Company approved the financial statements on November 6, 2019.

The policies set out were consistently applied to all the periods presented unless otherwise noted below. The preparation of condensed interim financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company’s accounting policies.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES (Continued)

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

b) Summary of significant accounting policies

The accounting policies and methods of computation followed in preparing these Financial Statements are the same as those followed in preparing the most recent audited annual financial statements. For a complete summary of significant accounting policies, please refer to the Company's audited annual financial statements for the year ended March 31, 2019 and 2018.

c) Accounting standards adopted during the period

IFRS 16 was issued on January 13, 2016, and is effective for accounting periods beginning on or after January 1 2019. The standard sets out a new model for lease accounting. There was no significant impact to the Company on the adoption of this standard on April 1, 2019.

d) Use of estimates and judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated 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. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies and significant estimates and assumptions made are as follows:

Assessment of impairment indicators

Judgment is required in assessing whether certain factors would be considered an indicator of impairment or impairment reversal. Management considers both internal and external information to determine whether there is an indicator of impairment or impairment reversal present and, accordingly, whether impairment testing is required. The information considered in assessing whether there is an indicator of impairment or impairment reversal includes, but is not limited to, market transactions for similar assets, commodity prices, interest rates, inflation rates, the Company's market capitalization and operating results.

Going concern

Management has made the determination that the Company will continue as a going concern for the next year.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

4. SHARE EXCHANGE AGREEMENT

On January 10, 2019, the Company entered into a share exchange agreement (the "SEA") with Mountain Valley Medicinals Inc. ("MVM"), a private company incorporated under the laws of the province of British Columbia, and the shareholders of MVM to purchase all of the issued and outstanding common shares of MVM from the MVM shareholders in exchange for 54,206,148 Class B common shares of MVMD valued at \$1,496,564.

The Company has recorded the acquisition of MVM as an asset acquisition as follows:

Purchase price consideration:

Class B common shares issued	\$ 1,496,564
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Assets acquired and liabilities assumed:

Cash	375,385
GST/HST receivable	19,347
Prepaid expenses and deposits	80,832
Building	1,390,000
Accounts payable and accrued liabilities	(59,000)
Mortgage payable	(310,000)
	<u>\$ 1,496,564</u>

5. PREPAID EXPENSES AND DEPOSITS

As at June 30, 2019, prepaid expenses and deposits are made up of the following amounts:

	<u>June 30, 2019</u>
	\$
Prepaid expenses	56,941
Deposits	<u>37,313</u>
	<u>94,254</u>

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

6. AMALGAMATION AGREEMENT

On June 28, 2019, MVMD entered into an amalgamation agreement with Meadow Bay Gold Corporation ("MBGC"), a reporting issuer in the provinces of British Columbia, Alberta and Ontario, and a wholly-owned Ontario subsidiary of MBGC ("Subco") to effect the combination of their respective businesses and assets by way of a "three-cornered amalgamation" between MBGC, MVMD and Subco (the "Amalgamation") to form a new corporation ("Amalco") in accordance with the provisions of the Business Corporations Act (Ontario) (the "OBCA"). Pursuant to the amalgamation agreement:

- MBGC will consolidate its issued and outstanding common shares on an 8 pre-consolidation common shares for 1 post-consolidation share basis prior to completion of the Amalgamation;
- MVMD will subscribe for 350 MBGC convertible debenture units (*subscribed for on July 11th and \$350,000 paid*) upon MBGC's satisfaction of the MBGC financing conditions (being a detailed description of the use of proceeds) subject to the MBGC financing fee. Each unit is comprised of one MBGC convertible debenture in the principal amount of \$1,000 bearing interest at 10% per annum to be accrued and having a maturity date of four years and 1,000 MBGC convertible debenture warrants with each warrant being exercisable for a period of five years from the date of issuance at a pre-consolidation exercise price of \$0.06. Each unit is convertible into one pre-consolidation common share and one warrant of MBGC with each warrant being convertible into one pre-consolidation common share of MBGC for a period of five years from the date of issuance at a pre-consolidation exercise price of \$0.06;
- MBGC may proceed with a potential private placement offering of up to an additional 150 MBGC convertible debenture units to raise additional gross proceeds of up to a maximum of \$150,000 with MVMD having a right of first refusal;
- MVMD will complete a private placement; and
- if MVMD terminates the amalgamation agreement because of an uncured breach by MBGC and MBGC consummates an acquisition transaction within one year of the date of termination, MBGC will pay a \$500,000 break fee to MVMD.

Completion is subject to all required consents, orders and approvals, including, without limitation regulatory approvals required, necessary or desirable for the completion of the proposed transactions.

On the effective date of the amalgamation:

- Subco and MVMD will amalgamate to form Amalco and will continue on as one corporation under the OBCA;
- every MVMD Class A and Class B common share prior to the amalgamation will receive one post-consolidation MBGC share;
- every Subco share prior to the amalgamation will receive one Amalco share; and
- the name of Amalco will be Mountain Valley MD Inc. or such other name as otherwise agreed to.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

7. INVESTMENTS

	June 30, 2019
	\$
Colombian Privco (a)	7,000,000
UK Privco (b)	184,957
US Privco (c)	1,817,574
	<u>9,002,531</u>

a) Colombian Privco

On April 4, 2019, MVMD entered into a subscription and share purchase agreement (the "SSPA") with Colombian Privco. Pursuant to the SSPA:

- MVMD subscribed for 17,892,248 common shares (representing 10% post subscription) of Colombian Privco (*issued to MVMD (Colombia) Inc. on April 11th*) for an aggregate subscription price of \$2,800,000 (*paid on April 11th*);
- MVMD agreed to purchase an additional 26,838,372 common shares of Colombian Privco (representing 15% post subscription) from existing shareholders of Colombian Privco (*transferred to MVMD (Colombia) Inc. on April 11th*) for an aggregate purchase price of \$4,200,000 payable as follows:
 - a cash payment of \$2,000,000 (*paid on April 11th*); and
 - \$2,200,000 in common shares of the Company at a deemed price equal to \$0.20 per share (*11,000,000 Class B common shares issued on April 11th*);
- the \$100,000 deposit paid by MVMD pursuant to the LOI (see note 16) will be returned to MVMD (*received on April 4th*); and
- MVMD is granted a right of first refusal to enter into a supply agreement for export of product to Australia and the United States; and
- for a period of one year, Colombian Privco is granted a right of first refusal to enter into an agreement with MVMD for the export of product to any territory in the world, excluding Canada and any countries where export of the product is not prevented by applicable laws.

On April 11, 2019, the Company paid \$2,000,000 and issued 11,000,000 Class B common shares to existing shareholders of Colombian Privco pursuant to the SSPA with Colombian Privco and its shareholders.

On April 11, 2019, the Company incorporated MVMD (Colombia) Inc. under the laws of the province of Ontario and pursuant to Colombian Privco's shareholders agreement dated August 18, 2017, MVMD (Colombia) Inc. entered into a joinder agreement as a joining shareholder of Colombian Privco.

b) UK Privco

On May 9, 2019, MVMD entered into a subscription letter with a company in the United Kingdom ("UK Privco") that is an established, fully integrated European-based medical cannabis company. Pursuant to the subscription letter, MVMD applied for 700,000 ordinary shares of UK Privco (*received on June 18th*) for a subscription price of £105,000 (\$184,958).

On May 13, 2019, the Company paid \$184,958 pursuant to the subscription letter with UK Privco.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

7. INVESTMENTS (Continued)

c) US Privco

On June 10, 2019, MVMD entered into a Subscription Agreement with US Privco and acquired 1,333,333 common shares of US Privco, representing 10% of the issued and outstanding shares of US Privco, by way of conversion of a promissory note in the amount of USD600,000 (see note 8).

Also on June 10, 2019, MVMD entered into share purchase agreements with US Privco and acquired an additional 1,333,334 common shares of US Privco, representing a second 10% of the issued and outstanding shares of US Privco, by the issuance of 5,000,000 Class B common shares. The terms of an option to acquire an additional 40% equity interest in US Privco for an additional payment of USD2,000,000 plus the issuance of 8,000,000 Class "B" common shares of MVMD are to be negotiated in good faith by MVMD and the shareholders of US Privco.

Investments are measured at fair value through profit or loss. Management has determined that the investments recorded on the statement of financial position are not subject to significant influence or control.

8. NOTE RECEIVABLE

During the period ended March 31, 2019, MVMD executed a term sheet with a private corporation ("US Privco") that is funding an application with the U.S. Drug Enforcement Administration ("DEA") to become registered under the Controlled Substances Act to manufacture and supply marijuana for medical research in the United States. The parties agreed that MVMD would purchase a 10% equity interest valued at USD600,000 by way of private placement of that number of shares of common stock and to purchase an additional 10% of the common stock from US Privco's shareholders directly in consideration for 5,000,000 Class B common shares of MVMD, such that on closing, MVMD would have a 20% equity interest in US Privco. The term sheet also contemplated the grant of an option to purchase an additional 40% equity interest in US Privco (the "Option"), bringing the total equity interest to 60%, for an additional payment of USD2,000,000 plus the issuance of 8,000,000 Class "B" common shares of MVMD.

MVMD advanced USD600,000 (\$817,574 as at March 31, 2019) to US Privco in return for a promissory note, contemplating the repayment of the principal balance by way of issuance of common shares of Privco to MVMD representing the first 10% equity interest described above (*converted into 1,333,333 common shares of US Privco on June 10, 2019*).

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

9. PROPERTY

	Building	Total
Cost		
At March 31, 2019 and June 30, 2019	\$ 1,390,000	\$ 1,390,000
Accumulated amortization and impairment		
Depreciation expense	-	-
Impairment provision	-	-
At June 30, 2019	-	-
Net book value		
At March 31, 2019 and June 30, 2019	\$ 1,390,000	\$ 1,390,000

The building is not being depreciated because it is not currently in use.

10. MORTGAGE PAYABLE

On January 27, 2015, 0987182 B.C. Ltd., a wholly-owned subsidiary of MVM, entered into a first mortgage for the principal amount of \$310,000 with Cambridge Mortgage Investment Corporation ("CMIC") on a building located in Qualicum Beach, British Columbia. The mortgage renewed on February 1, 2019, bears interest at 8.95%, has interest-only monthly payments of \$2,312, can be prepaid without penalty and matures on August 1, 2019. An assignment of rents has been given to CMIC by way of additional and collateral security.

The Company renewed the mortgage subsequent to the period end, see note 16.

11. SHARE CAPITAL

a) Share Capital

Authorized

The Company has authorized share capital of:

- Unlimited Class A voting common shares without par value.
- Unlimited Class B non-voting common shares without par value.

The Company may, from time to time and in the absolute discretion of the directors, pay dividends on the Class A common shares or Class B common shares, or any of them, in such amount and at such time and place as the directors may determine.

In the event of the voluntary or involuntary liquidation, dissolution or winding-up of the Company or other distribution of property of the Company among shareholders for the purpose of winding-up its affairs, the holders of Class A common shares and Class B common Shares are entitled to receive the remaining property of the Company equally. If the Company is not a reporting issuer or an investment fund within the meaning of applicable securities legislation, then no securities (other than non-convertible debt securities) can be transferred without either:

- the previous consent of the board of directors; or
- the previous consent of the holders of at least 51% of the securities of the specified class being outstanding

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (Continued)

Issued and outstanding

The Company has issued share capital of:

- 70,625,200 Class A common shares
- 132,520,307 Class B common shares

Share issuance

On April 11, 2019, the Company paid \$2,000,000 and issued 11,000,000 Class B common shares pursuant to the SSPA with Colombian Privco

On June 5, 2019, the Company issued 4,302,500 Class B common shares at \$0.20 per share for gross proceeds of \$860,500 and 4,302,500 Class B common share purchase warrants. The warrants are exercisable at \$0.35 per Class B common share and expire two years from the grant date subject to acceleration provisions.

On June 10, 2019, MVMD entered into share purchase agreements with US Privco and acquired an additional 1,333,334 common shares of US Privco, representing a second 10% of the issued and outstanding shares of US Privco, by the issuance of 5,000,000 Class B common shares (see note 7 & 8), on June 14, 2019.

b) Stock Options

In January 2019, pursuant to its stock option plan, the Company granted 8,288,500 stock options to officers, directors and consultants of the Company to purchase up to 8,288,500 Class A common shares of the Company at an exercise price of \$0.05. The options vest and become exercisable as at the date upon which the Company becomes listed for trading on any nationally recognized stock exchange in Canada. The options expire five years following the vesting date.

c) Warrants

A summary of warrant activity during the period ended June 30, 2019 is as follows:

Expiry Date	Outstanding Warrants	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price
October 26, 2018	-	-	\$ -
Issued	45,601,659	1.53	0.35
March 31, 2019	45,601,659	1.53	0.35
Issued during the period	4,302,500	0.16	0.35
June 30, 2019	49,904,159	1.69	0.35

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

11. SHARE CAPITAL (Continued)

The Company's outstanding warrants as at June 30, 2019 were as follows:

Expiry Date	Number	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price
February 21, 2021	38,388,910	1.28	0.35
March 8, 2021	4,114,537	0.14	0.35
March 18, 2021	3,098,212	0.11	0.35
June 5, 2021	4,302,500	0.16	0.35
	49,904,159	1.69	0.35

12. RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence was \$159,093 during the three-month period ended June 30, 2019.

Period ended June 30	2019
	\$
Consulting fees	99,893
Business development and travel	59,200
	159,093

The fees charged by the related parties are in the normal course of operations and are measured at the exchange amount which is amount of consideration established and agreed to by the related parties.

Included in accounts payable and accrued liabilities as at June 30, 2019, was \$115,000 owing to related parties. The payment terms are similar to the payment terms of non-related party trade payables.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The fair value of the Company's financial assets and liabilities approximate the carrying amount due to their short term nature and capacity for prompt liquidation.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of inputs used to estimate the fair values. The three levels of the fair value hierarchy are

:

Level 1 – Unadjusted quoted prices in active markets for identical assets and liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

As at June 30, 2019, the Company did not have any financial assets and liabilities which are measured at fair value, other than Long Term Investments (see Note 7). There were no transfers between Level 1, 2 or 3 during the period ended June 30, 2019.

a) Credit risk

Credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. Credit risk arises from cash, deposits and note receivable. While the Company is exposed to credit losses due to the non-performance of its counterparties, management does not consider this to be a material risk.

b) 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 manages liquidity risk through the management of its capital structure. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities. As at June 30, 2019, the Company had cash and cash equivalents of \$4,680,989 to meet current financial liabilities of \$562,249.

Trade accounts payable and accrued liabilities are due within the current operating period.

c) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and is comprised of currency risk, interest rate risk, and other price risk.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company does not expect any material movements in the underlying market risk variables over a one year period.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

14. CAPITAL MANAGEMENT

The Company manages its cash, common shares, warrants and share purchase options as capital (see note 11). The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash held.

In order to maximize ongoing operating efforts, the Company does not pay out dividends. The Company expects its current capital resources will be sufficient to carry out its planned operations in the near term.

15. COMMITMENTS AND CONTINGENT LIABILITIES

- a) Effective September 28, 2018, MVM entered into a sublease agreement as the subtenant for office premises in Toronto, Ontario for a period of one year commencing on November 1, 2018 and terminating on October 31, 2019, with the option to renew the lease for an additional period of one year under the same terms and conditions, except as for the further right of renewal. Gross rent was payable in one instalment of \$60,000 plus H.S.T. 30% of the premises is being used by another individual who paid 30% of the instalment and is paying 30% of the lease payments directly. Subsequent to the period end, the Company extended the sublease, see note 16.
- b) On June 10, 2019, MVMD entered into a consulting agreement for president and CEO services with a company controlled by the consultant for his consulting services. Pursuant to the agreement:
 - the consultant will act in the capacity of president and CEO to provide those services ordinarily required by a private corporation which intends to become a reporting issuer and publicly traded corporation;
 - the consultant will receive the following compensation:
 - in and for any part of the period from June 10th and concluding on August 30, 2019 (the "initial term"), MVMD will pay the consultant \$40,000 for the period from June 10th to June 30th and \$57,500 for each of July and August, payable by the issuance of an aggregate of 775,000 Class B Common shares of MVMD at a valued price of \$0.20 per share on or about the termination date of the initial term; and
 - thereafter, in and for any part of each contract year in which the services are provided, such compensation as approved by the board of directors and as agreed between the consultant and MVMD; and
 - the agreement will continue until either party gives the other 60 days written notice of termination.

This agreement supersedes the marketing and business development consulting agreement with the consultant entered into on February 1, 2019.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

16. SUBSEQUENT EVENTS

- a) On July 3, 2019, the Company issued 773,000 Class B common shares at \$0.20 pursuant to shares-for-services agreements for a value of \$154,600.
- b) On July 5, 2019, MVMD entered into a binding letter of intent ("LOI 1") with a private company operating in the state of New Jersey ("NJ Privco"), in the business of developing, manufacturing and licensing desiccated liposomes. Pursuant to LOI 1 and subject to a due diligence review:
- the parties will negotiate one or more binding, definitive agreements anticipated to include an asset purchase agreement, one or more intellectual property assignment agreements and a consulting agreement which will result in the acquisition by MVMD, either directly or indirectly through a subsidiary, of the specified patents, inventions, trademarks, supply agreements and any/all related intellectual property (the "Privco Assets"), with the closing date being on or before September 30, 2019 or such later date as may be agreed upon;
 - the principal terms of the proposed transaction are to be substantially as follows:
 - on the closing date, the Privco Assets will be sold, transferred and assigned to MVMD or a subsidiary of MVMD;
 - compensation will be comprised of an aggregate of:
 - an aggregate cash payment of \$1,000,000;
 - 25,000,000 Class B common shares of MVMD; and
 - 10,000,000 warrants to acquire the same number of Class B common shares of MVMD with, subject to certain specified terms and conditions, each warrant being exercisable for a period of five years at an exercise price of \$0.60 per share subject to forced exercise in the event that MVMD becomes a publicly traded company and its common shares trade on a nationally recognized exchange at \$1 or higher for a period of five trading days, following notice of which they will expire if not exercised within 30 days
 - compensation will be paid as follows and subject to the following:
 - an initial payment of \$100,000 (paid on July 11th) comprised of specified third party expenses to be determined and a deposit;
 - an amount equal to \$500,000 less the deposit and 10,000,000 Class B common shares on the closing date;
 - 250,000 and 5,000,000 Class B common shares following the completion of the specified agreement and its assignment to MVMD or a subsidiary of MVMD and thereafter upon receipt of combined licensing fees and royalties in connection therewith equal to a minimum value of \$USD 200,000
 - \$250,000 and 5,000,000 Class B common shares following the completion of the second specified agreement and its assignment to MVMD or a subsidiary of MVMD and thereafter upon receipt of orders equal to a minimum value of \$USD 200,000;
 - 2,500,000 Class B common shares upon the achievement of production and sales of the specified product resulting in a minimum net profit of \$50,000; and
 - 10,000,000 warrants upon receipt by MVMD or a subsidiary of MVMD of a minimum of \$USD 2,000,000 in gross revenues arising from the NJ Privco Assets

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

Three months period ended June 30, 2019

(Expressed in Canadian Dollars)

16. SUBSEQUENT EVENTS (Continued)

- MVMD or a subsidiary of MVMD will engage a NJ Privco shareholder for a period of two years, unless earlier terminated in accordance with the terms of the applicable agreement, in the anticipated capacity of Chief Science Officer on terms to be determined and agreed upon for consideration of \$10,000 per month payable following the completion of an additional license and supply agreement with a minimum value of \$75,000;
 - In the event that the transaction does not complete, the initial payment of \$100,000 will immediately be deemed to be a loan from the MVMD secured against the assets of the NJ Privco parties, repayable within 30 days or such longer period as may be agreed upon bearing interest at 10% per annum; and
 - LOI 1 will terminate on the following date:
 - Automatically upon execution of the agreements;
 - If the agreements are not executed, on or before the end of the exclusivity period of three months or such later date as may be agreed upon; and
 - By MVMD giving notice, prior to the end of the exclusivity period, that it has determined that as a result of its due diligence review it is not prepared to complete the transaction.
- c) On July 9, 2019, MVMD entered into a non-binding letter of intent ("LOI 2") with a private company in Colombia ("Colombian Privco 2"), a non-operating company owning certain assets in the cannabis industry. Pursuant to LOI 2 and subject to a due diligence review:
- MVMD will acquire 100% of the shares of Colombian Privco 2 for a purchase price of \$2,080,000 anticipated to be payable as follows:
 - a \$130,000 refundable deposit (paid on July 16th); and
 - \$1,950,000 in Class B common shares of MVMD at a deemed price equal to \$0.20 per share, being 9,750,000 shares;
 - the parties will negotiate a binding, definitive agreement containing the terms and conditions of the transaction with the closing date being set at 45 days from the date of the definitive agreement,
 - in the event MVMD terminates LOI 2 as a result of a delay, act and/or omission on its part, the deposit will be forfeited or in the event that LOI 2 is terminated as a result of an event outside of the control of the parties, MVMD will receive \$25,000 to cover its costs, and
 - LOI 2 will automatically terminate, unless otherwise mutually agreed, upon the earlier of:
 - execution of the definitive agreement;
 - mutual agreement;
 - the end of the exclusivity period of 45 days in the event that the transaction does not complete; or
 - at any time by notice given by MVMD that, as a result of its due diligence review, it does not want to proceed with the transaction.
- d) On July 11, 2019, MVMD subscribed for a convertible debenture of MBGC in the principal amount of \$350,000 (*\$350,000 paid*) including 350,000 warrants pursuant to the amalgamation agreement with MBGC. The debenture bears interest at 10% per annum which accrues and is payable on the earlier of the conversion date or maturity, matures on July 11, 2023, is secured by a general security agreement, is convertible at the option of MVMD in \$10,000 increments or multiples thereof and is redeemable in certain circumstances by MBGC.

MOUNTAIN VALLEY MD INC.

Notes to the Interim Condensed Consolidated Financial Statements

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(Expressed in Canadian Dollars)

16. SUBSEQUENT EVENTS (Continued)

- e) On July 16, 2019, the Company paid \$130,000 pursuant to LOI 2 with Colombian Privco 2.
- f) On August 1, 2019, 0987182 BC Co. (subsidiary) renewed the mortgage for a term of six months. The mortgage bears interest at 9.49%, has interest-only monthly payments of \$2,452, can be prepaid without penalty and matures on February 1, 2020 (see note 10).
- g) On September 27, 2019, the Company issued 87,500 Class B common shares at \$0.20 per share to various individuals for accounts payable.
- h) On September 27, 2019, the Company issued 775,000 Class B common shares pursuant to shares-for-services agreements (Note 15).
- i) On October 2, 2019, the Company subscribed for 333,333 shares of a Canadian Private Company at \$0.75 for a subscription price of \$250,000.
- j) Effective October 8, 2019, MVM extended the sublease agreement as the subtenant for office premises in Toronto, Ontario for a period of one year commencing on November 1, 2019 and terminating on October 31, 2020, with the option to renew the lease for an additional period of one year under the same terms and conditions, except as for the further right of renewal. Gross rent was payable in one instalment of \$60,000 plus H.S.T. 50% of the premises is being used by another individual who paid 50% of the instalment and is paying 50% of the lease payments directly.
- k) Effective October 15, 2019, the Company agreed to an amendment to the consulting agreement with the President and CEO of the Company to extend the initial term of the agreement until February 28, 2020, or such earlier or later date as agreed by the parties, for the same monthly compensation, payable by the issuance of Class B Common shares of MVMD at a deemed price of \$0.40 per share.
- l) On November 4, 2019, the Company entered into a debenture agreement with a Canadian private company for \$100,000. The debenture bears interest at 5% and matures on November 4, 2022.

Upon entering into the debenture agreement, and after a 60-day due diligence period, the the Company with be entitled to an exclusive license to distribute proprietary technology for world use on cannabis and hemp plants. Should the Company not wish to proceed with such a license agreement, the Company will be entitled to demand full repayment of the debenture with interest

The Company will have the right to convert the debenture into equity at any time during the term, upon any additional raise of the private company at a 20% discount.

- m) Subsequent to the period end, the Company received subscriptions totalling \$510,000 relating to an offering of units at \$0.40 per unit, each unit consisting of one Class "B" common share and one half of one share purchase warrant, each warrant exercisable at \$0.60 per Class B common share for 2 years from the issuance date, subject to acceleration provisions.