LIBERTY LEAF HOLDINGS LTD.
MANAGEMENT DISCUSSION & ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2018

APRIL 30, 2019

OVERVIEW

The following management discussion and analysis ("MD&A") is a review of the operations, current financial position and outlook for Liberty Leaf Holdings Ltd. (formerly Weststar Resources Corp.) (the "Company") and should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2018 and 2017, which are filed on the SEDAR website: www.sedar.com.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

The financial information in this MD&A is derived from the Company's consolidated financial statements. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

DESCRIPTION OF BUSINESS AND ACTIVITY

Liberty Leaf Holdings Ltd. (the "Company") is a Vancouver, British Columbia, based company incorporated under the name Weststar Resources Corp. on October 27, 2004 in the province of British Columbia. During the year ended December 31, 2006, the Company completed its initial public offering on the TSX Venture Exchange ("TSX-V"), and the Company's shares were listed for trading on September 22, 2006.

The Company was a mineral exploration company until October 21, 2016, when the Company changed its name, completed a transition to the cannabis business through the acquisition of North Road Ventures Ltd. ("North Road"), and began trading under the symbol "LIB".

The principal address of the Company is located at 700 – 838 West Hastings Street, Vancouver, British Columbia, Canada, V6C 0A6.

General and Financing

On May 24, 2017, the Company closed a non-brokered private placement and issued 2,270,000 units at a price of $0.125 per unit for gross proceeds of $283,750. Each unit consists of one common share in the capital of the Company and one share purchase warrant. Each warrant is exercisable by the holder to acquire one additional common share of the Company for a period of two years from issuance at an exercise price of $0.20. The Company paid finder's fees of $18,125 and issued 145,000 finder's warrants with a fair value of $11,136. Each finder's warrant is exercisable into one common share for a period of up to twenty-four months at a price of $0.20.

On December 11, 2017, the Company issued 3,000,000 common shares (valued at $1,260,000) as part of the acquisition of Just Kush. The Company also issued 1,000,000 common shares (valued at $420,000) as a finder's fee on the acquisition.

During the year ended December 31, 2017, the Company issued 18,475,942 common shares of the Company for gross proceeds of $1,610,939 on the exercise of 18,475,942 share purchase warrants. The Company also issued 2,510,000 common shares of the Company for gross proceeds of $341,900 on the exercise of 2,510,000 stock options.

On January 15, 2018, the Company issued 3,000,000 common shares (valued at $2,670,000) as part of the acquisition of Just Kush. The shares are held in escrow by the Company's transfer agent, to be released based upon milestones according to the acquisition agreement. Further details of Just Kush are below.

On January 22, 2018, the Company closed a non-brokered private placement and issued 5,000,000 units at a price of $0.40 per unit for gross proceeds of $2,000,000. Each unit consists of one common share in the capital of the Company and one-half of one share purchase warrant. Each whole warrant is exercisable by the holder to acquire one additional common share of the Company for a period of two years from issuance at an exercise price of $0.60. The Company paid finder's fees of $206,250 and issued 259,485 finder's units with a fair value of $103,794. Each finder's unit is comprised of one common share and one-half of one share purchase warrant. Each whole warrant is exercisable into one common share for a period of two years from issuance at a price of $0.60.

On April 5, 2018, the Company issued 117,198 units to settle $46,879 of debt to an unrelated party. Each unit consists of one common share of the Company and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share at a price of $0.60 per share for a period of two years from issuance.

During the year ended December 31, 2018, the Company issued 9,939,677 common shares of the Company for gross proceeds of $904,168 on the exercise of 9,939,677 share purchase warrants. The Company also issued 2,413,225 common shares of the Company for gross proceeds of $356,688 on the exercise of 2,413,225 stock options.

Subsequent to December 31, 2018, the Company received $37,500 on the exercise of 250,000 stock options.

Cannabis Industry

During the year ended December 31, 2014, the Company began evaluating business opportunities outside of the mineral exploration sector, primarily within the cannabis sector. To that end, the Company has engaged a consultant, Mr. Doug Macdonell, to assist the Company with evaluating potential targets with a view to identifying a suitable opportunity with the potential to generate value for shareholders.

Mr. Macdonell is a recognized expert in the field of cannabis and its cultivation, having trained RCMP officers and municipal police in Vancouver and Edmonton in this field for the purposes of law enforcement. In addition, Mr. Macdonell has given lectures on the topic to various government agencies including the Department of Justice in Canada and the United States Drug Enforcement Administration. He has also served as an expert witness in cannabis, its production and its distribution at all levels of the Canadian court system.

During the year ended December 31, 2015, the Company advanced $107,500 to North Road in order to further its ACMPR license application. The amount advanced was without interest. If North Road submitted a ACMPR license application by June 30, 2016, based on the ACMPR rules in place when the letter of intent with North Road was signed on July 21, 2015, the amount advanced would be forgiven. If the ACMPR license application was not submitted by June 30, 2016, then the amount advanced would be repaid to the Company by July 20, 2016. All expenses directly or indirectly incurred by North Road in relation to preparing the ACMPR license application would be forgiven. During the year ended December 31, 2016, the ACMPR license application was submitted by North Road and the Company forgave repayment of the advance. As of the date of this MD&A, North Road is in the Security Clearance phase of the license application process.

On April 28, 2016, as amended July 4, 2016 and September 9, 2016, the Company entered into an agreement to purchase all of the shares of North Road. As consideration for the purchase, the Company issued 12,000,000 common shares to the shareholders of North Road upon approval of the transaction by the Exchange. The common shares were valued at $660,000 based on the market price of the shares at the date of issuance. In relation to this transaction, the Company paid a finder's fee of 1,200,000 common shares, which were valued at $66,000.

Under the terms of the agreement, as the ACMPR license application progresses the Company will pay to the shareholders cash or the equivalent dollar value of common shares of the Company as follows; $150,000 upon North Road completing the "Security Clearance" phase; $350,000 upon North Road completing the "Pre-license Inspection" phase; and $1,000,000 upon North Road receiving an approved ACMPR license.

The closing of the definitive agreement constituted a change of business for the Company and was approved by the Exchange on October 19, 2016.

On May 26, 2017, Health Canada introduced several improvements to its medical cannabis program that aim to streamline the application process for issuing production licenses and enable increased production under the Access to Cannabis for Medical Purposes Regulations (ACMPR). As a result of these improvements, the Company will need to amend its agreement with North Road to reflect Health Canada's revised application process. As of the date of this MD&A, the terms of the agreement have not been amended.

The Company cautions investors that: (i) neither it, nor North Road, are licensed producers under the ACMPR; (ii) the licensing requirements mandated by Health Canada are stringent and must be complied with before any license is granted by Health Canada under the ACMPR, including a site inspection of facilities by Health Canada and other requirements, as further described on Health Canada's website at http://www.hc-sc.gc.ca/dhp-mps/marihuana/index-eng.php.

On January 31, 2017, the Company entered into a letter of intent ("LOI") to acquire up to a 27.5% interest in GR8 Track, Inc. ("GR8"), a private corporation based in California, USA, licensed to produce cannabis for medical use.

Pursuant to the terms of the agreement, the Company paid a deposit of $50,000 USD within 7 business days from execution of the LOI. The definitive agreement was subject to a 60-day due diligence period and the Company completing a minimum financing of $500,000 CAD gross proceeds.

The Company's Management decided to no longer pursue the acquisition. Management has determined the Company will not recover the US$50,000 deposit paid. Accordingly, Management recorded an impairment loss during the year ended December 31, 2017 which was recorded as transaction costs.

On March 1, 2017, the Company entered into an agreement to acquire up to four proprietary cannabidiol ("CBD") formulations from Esev R&D LLC ("Esev"), a private corporation based in New York, USA.

The agreement has an initial term of three years, with an option to extend for one additional year. Under the terms of the agreement, the Company must pay $40,000 USD for each CBD formulation, with a $10,000 USD deposit (paid) and $30,000 USD based on milestones. Esev shall retain a 5% royalty on the gross sales received for each successfully commercialized CBD formulation for a period of six years.

In August 2018, the Company's first CBD research trial on pain medication for dogs was completed. Results from the ESEV-managed, randomized, placebo-controlled clinical trial were positive.

On December 6, 2017, the Company signed an agreement to acquire shares of Just Kush Enterprises Ltd. ("Just Kush"), a cannabis company with a pending ACMPR license.

The capital of Just Kush consists of 100 Class A voting shares and 100 Class B common shares. Liberty has purchased 45 Class A Voting Shares and 24 Class B Common Shares of Just Kush Enterprises Ltd ("Just Kush"), a private BC company in the final stages of obtaining an Access to Cannabis for Medical Purposes Regulations (ACMPR) license.

The Company paid $150,000 and issued 3,000,000 common shares of the Company upon execution of the agreement in exchange for 45 class A shares and 24 class B shares representing a 34.5% interest in Just Kush. An additional 36 class B shares purchased by Liberty will be released to the Company according to the milestones below. In relation to this transaction, the Company paid a finder's fee of 1,000,000 common shares, which were valued at $420,000. The Company issued a further 3,000,000 common shares on January 15, 2018 to be held in escrow and to be released upon the following milestones:

i. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush passed the Security Clearance pursuant to the ACMPR application, the Company shall issue 1,000,000 Liberty Shares to Just Kush in exchange for 12 Class B Shares of Just Kush from the Vendor.

ii. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush received its License to Produce pursuant to the ACMPR application, the Company shall issue 500,000 Liberty Shares to Just Kush in exchange for 6 Class B Shares of Just Kush from the Vendor.

iii. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush completed its Introduction Inspection pursuant to the ACMPR application, the Company shall issue 500,000 Liberty Shares to Just Kush in exchange for 6 Class B Shares of Just Kush from the Vendor.

iv. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush completed its Pre-Sales Inspection pursuant to the ACMPR application, the Company shall issue 500,000 Liberty Shares to Just Kush in exchange for 6 Class B Shares of Just Kush from the Vendor.

v. Within 2 days of receipt of written notice from Just Kush indicating that Just Kush received its License to Sell, pursuant to the ACMPR application, the Company shall pay $600,000 CDN to the Vendor, and issue 500,000 Liberty Shares to Just Kush, payable in cash and/or issuance of Liberty Shares (based on a 20-day VWAP at the option of Company), in exchange for 6 Class B Shares of Just Kush from the Vendor.

According to the terms of the agreement to purchase shares of Just Kush, the Company has agreed to pay all property taxes associated with the ACMPR application, all costs associated with furthering the ACMPR application process and upon commencement of the Buildout pursuant to the ACMPR application, a minimum of $2,500 per month in rent to Just Kush for a term not to exceed six months.

During the year ended December 31, 2018, the Company invested $964,839 into the Just Kush cultivation production facility, situated on 13 acres in the Okanagan Valley of BC. The production facility buildout includes state-of-the-art security and aeroponic grow systems. These expenditures were included as due from associate.

The Company cautions investors that: (i) neither it, nor Just Kush, are licensed producers under the ACMPR; (ii) the licensing requirements mandated by Health Canada are stringent and must be complied with before any license is granted by Health Canada under the ACMPR, including a site inspection of facilities by Health Canada and other requirements, as further described on Health Canada's website at http://www.hc-sc.gc.ca/dhp-mps/marihuana/index-eng.php.

On December 9, 2017, the Company entered into an agreement for services to be provided by Blox Labs Inc. ("Blox"), a blockchain technology company in Ontario. Under the terms of the agreement, Blox will develop on behalf of the Company a blockchain based software application to track and monitor the sale and distribution of cannabis and marijuana products, from cultivator to end consumer.

In accordance with the agreement the Company paid Blox $50,000 for the initial phase of technological development. The Company also agreed to purchase a minimum of $50,000 in securities of the capital of Blox (equity investment) when Blox undertook its next equity financing. In June 2018, the Company purchased 666,667 common shares of Blox at a price of $0.075 per share. This investment is included in short term investments. Common shares of Blox underwent a three for one stock split on June 28, 2018. As at December 31, 2018, these 2,000,001 shares were valued at $0.04 per share for a market value of $80,000, with a corresponding gain recognized during the period of $30,000.

Blox has commenced the initial Phase 1 development of "cannaBLOX", a Blockchain-based smart contract supply chain management platform for the legalized cannabis industry.

On April 8, 2019 the Company launched its Signature Cannabis Retail e-commerce website, an online shopping experience offering quality cannabis accessories to consumers. Signature Cannabis Retail is a wholly owned subsidiary of the Company.

RESULTS OF OPERATIONS

For the year ended December 31, 2018

During the year ended December 31, 2018, the Company reported a net loss of $3,573,099 compared to the year ended December 31, 2017 of $1,865,943. The Company's net loss included the following:

- Accounting, legal and audit fees of $76,828 (2017 - $77,774) remained relatively consistent with the prior period;
- Consulting fees of $706,112 (2017 - $654,545) increased due to additional consultants engaged for work in the cannabis industry;
- Management fees of $196,500 (2017 - $153,000) were paid or accrued to the CEO and CFO. Monthly compensation to the CEO increased in 2018;
- Office and general of $177,702 (2017 - $78,946) increased due to increased operations and also due to timing of expenditures;
- Rent of $142,414 (2017 - $147,329) decreased due to timing of expenditures;
- Share-based payments of $1,982,250 (2017 - $378,657) increased due to more options granted in 2018 than in 2017;
- Shareholder communications and investor relations of $200,896 (2017 - $143,630) increased in 2018 due to increased promotional activity in 2018;
- Research and development costs of $22,109 (2017 - $93,865) decreased in 2018 due to timing of CBD research costs in 2017;
- Transfer agent and filing fees of $47,971 (2017 - $69,131) were lower due to OTCQB listing costs incurred in 2017;

- Equity loss from associate of $109,779 (2017 - $nil) pertained to the Company's share of the loss recorded by Just Kush for the same period; and
- Gain on short term investments of $98,424 (2017 - $nil) pertained to an increase in value of shares received from the divestiture of the Axe property in 2016, as well as an increase in value of the investment in Blox shares.

For the three months ended December 31, 2018

During the three months ended December 31, 2018, the Company reported a net loss of $549,6987 compared to the three months ended December 31, 2017 of $796,627. The Company's net loss included the following:

- Accounting, legal and audit fees of $12,313 (2017 - $57,596) decreased due to additional legal services engaged in 2017;
- Consulting fees of $205,875 (2017 - $263,490) decreased due to additional consultants engaged for work in the cannabis industry in Q4 2017;
- Management fees of $66,000 (2017 - $58,000) were paid or accrued to the CEO and CFO. The fees increased due to increased monthly compensation to the CEO;
- Office and general of $79,488 (2017 - $36,117) increased due to timing of expenditures;
- Rent of $61,294 (2017 - $53,230) remained relatively consistent with the prior period;
- Share-based payments of $7,462 (2017 - $151,980) decreased due to more options granted in 2017 than in 2018;
- Shareholder communications and investor relations of $60,612 (2017 - $69,557) decreased in 2018 due to increased promotional activity in the 4th quarter of 2017;
- Research and development costs of $nil (2017 - $93,865) decreased in 2018 due to timing of CBD research costs;
- Transfer agent and filing fees of $10,794 (2017 - $10,014) remained relatively consistent with the prior period;
- Equity loss from associate of $69,979 (2017 - $nil) pertained to the Company's share of the loss recorded by Just Kush for the same period; and
- Gain on short-term investments of $30,112 (2017 - $nil) pertained to a increase in the value of shares invested in Blox.

SUMMARY OF QUARTERLY FINANCIAL RESULTS ($000's except loss per share)

The following are the results for the eight most recent quarterly periods, starting with the quarter ended December 31, 2018:

For the Quarterly Periods ended:		December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Total revenues	$	-	-	-	-
Net loss for the period		(550)	(755)	(195)	(2,073)
Net loss per common share, basic and diluted		(0.00)	(0.01)	(0.00)	(0.02)

For the Quarterly Periods ended:		**December 31, 2017**	**September 30, 2017**	**June 30, 2017**	**March 31, 2017**
Total revenues	$	-	-	-	-
Net loss for the period		(797)	(468)	(335)	(266)
Net loss per common share, basic and diluted		(0.01)	(0.01)	(0.00)	(0.00)

SELECTED ANNUAL INFORMATION

	December 31, 2018	**December 31, 2017**	**December 31, 2016**
Total Revenues	$ -	-	$ -
Net Loss	3,573,099	1,865,943	2,075,266
Net Loss per Share, basic and diluted	0.03	0.02	0.04
Total Assets	7,550,696	3,224,887	729,944
Total Liabilities	308,954	159,165	76,500

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2018, the Company had cash of $402,393 and working capital of $1,846,950 as compared to December 31, 2017 when the Company had cash of $1,211,165 and working capital of $1,227,968.

To address working capital requirements for 2018, the Company has maintained cost control measures to minimize its general and administrative expenses where possible. During the year ended December 31, 2018, the Company raised gross proceeds of $3,364,650 through warrant exercises, option exercises and a private placement. See General and Financing section for a summary of capital transactions.

For fiscal 2019, the Company may pursue additional financing to advance the ACMPR license process in its North Road and Just Kush subsidiaries, proceed further with its agreements with ESEV and Blox, pay general and administrative expenses and to seek out additional opportunities in the cannabis industry to create shareholder value.

OUTSTANDING SHARES

The following table sets forth information concerning the outstanding securities of the Company:

	April 30, 2019	**December 31, 2018**	**December 31, 2017**
Common shares	127,526,132	127,276,132	106,546,547
Stock Options	8,925,000	7,750,000	5,090,000
Warrants	3,304,342	3,304,342	10,605,677
Fully Diluted Shares	139,755,474	138,330,474	122,242,224

TRANSACTIONS WITH RELATED PARTIES

These amounts of key management compensation are included in the amounts shown on the consolidated statements of comprehensive loss for the year ended December 31, 2018 and 2017:

		2018		2017
Consulting fees	$	29,000	$	-
Management fees	$	196,500	$	153,000
Accounting fees	$	7,000	$	4,500
Shareholder communications	$	56,500	$	37,500
Share-based payments	$	922,518	$	51,628

During the year ended December 31, 2018 the Company engaged William Rascan, Chief Executive Officer ("CEO"), to provide management services to the Company in consideration of $170,000 (2017 - $128,000). The Company engaged Jamie Robinson, Chief Financial Officer ("CFO"), to provide management services in consideration of $26,500 (2017 - $14,500), and separately paid $7,000 in that period (2017 - $3,000) for accounting services. The Company retained director Steven Feldman to provide shareholder communication services, in consideration of $56,500 (2017 - $37,500). In consideration of consulting services provided by director Doug Macdonell, the Company paid $28,000 (2017 – $2,000 in management fees). Incentive stock options were granted to key management during the year ended December 31, 2018 with a fair value of $922,518 (2017 - $51,628) estimated using the Black Scholes option pricing model.

As at December 31, 2018, accounts payable and accrued liabilities included $19,375 (December 31, 2017 - $38,264) due to officers and directors or companies controlled by officers and directors and former directors and officers. The amounts due are non-interest-bearing, unsecured and without stated terms of repayment.

On March 21, 2017, the Company entered into a consulting agreement with its CEO for a term of one year for a monthly consulting fee of $9,000. The Company also entered into a separate termination and severance agreement with the CEO, whereby the Company may terminate the consulting agreement without cause by paying a lump sum equal to 12 months of consulting fees, plus three months for every year of service, to a maximum of 24 months of consulting fees. In the event of a change of control, the CEO may terminate his engagement under certain conditions, and the Company will be required to pay a lump sum equal to 24 months of consulting fees. On December 13, 2017, the Company amended its consulting agreement with its CEO to increase the monthly consulting fee to $12,500.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has not entered into any proposed transactions other than as disclosed under Cannabis industry above.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows:

- Cash is classified as financial asset at FVTPL;
- Short-term investments as financial assets carried at FVTPL and are initially recorded at fair value and transaction costs are expensed in profit or loss;
- Equity instruments that are held for trading are classified as FVTPL; and

- Accounts payable and accrued liabilities are classified as other financial liabilities and carried on the balance sheet at amortized cost.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the 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 or liabilities;
Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
Level 3 – Input for assets or liabilities that are not based on observable market data.

The Company's financial assets and liabilities are measured at fair value by level with the fair value hierarchy described above. Assets and liabilities are classified entirely based on the lowest level of input that is significant to the fair value measurement.

The fair values of the Company's cash and accounts payable and accrued liabilities approximates the carrying amounts due to the short-term nature of these instruments.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

The key areas of judgment applied in the preparation of the consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities is as follows:

- Treatment of license costs

  License costs are capitalized to the extent that the criteria for recognition as intangible assets in IAS 38 Intangible Assets are met. Those criteria require that the product is technically and economically feasible, which management assesses based on the attributes of the development project, perceived user needs, industry trends and expected future economic conditions. Management considers these factors in aggregate and applies significant judgment to determine whether the product is feasible. The Company has not capitalized any license costs as at December 31, 2018.

- Asset acquisitions

  Management had to apply judgment relating to its acquisition of interests in other entities with respect to whether each acquisition was a business combination or an asset acquisition. Management applied a three-element process to determine whether a business or an asset was purchased, considering inputs, processes and outputs of the acquisition in order to reach a conclusion.

- Going Concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenses, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

The key estimates applied in the preparation of the consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- The inputs used in assessing the recoverability of deferred tax assets;
- Assumptions used as inputs to calculate share-based payments; and
- Fair value of equity issuances for non-cash consideration.

Actual results could differ from those estimates. Key judgments and estimates made by management with respect to those areas noted previously have been disclosed in the notes to the consolidated financial statements, as appropriate.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the CEO and CFO of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in MI 52-109.

ACCOUNTING STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited financial statements for the year ended December 31, 2018.

RISKS AND UNCERTAINTIES

The Company believes that the following risks and uncertainties may materially affect its success.

License Under the ACMPR

The Company has submitted an application for a license under the ACMPR through each of its subsidiaries, North Road and Just Kush. A license is required to grow and sell medical marijuana in Canada. Although the Company believes that it can meet the requirements of the ACMPR necessary to obtain a license, there can be no assurance that Health Canada will grant a license to North Road or Just Kush. Should Health Canada not grant a license, the business, financial condition and operating results of the Company would be materially adversely affected.

Should North Road or Just Kush obtain a license, it will be subject to ongoing compliance and reporting requirements. Failure to comply with the requirements and terms of the licenses, including renewals, would have a material adverse impact on the business, financial condition and operating results of the Company.

Regulatory Risks

As a Company in the cannabis industry, the activities of the Company are subject to regulation by governmental authorities in Canada. Achievement of the Company's business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary. In all cases, plans moving forward and all opportunities are subject to all necessary governmental and municipal approvals being granted. This applies to both the Company and any companies in which it has investments. The Company cannot predict the time required to secure all appropriate regulatory approvals, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals could have a material adverse effect on the Company's business, results of operations and financial condition.

Change in Laws, Regulations and Guidelines

The Company's business is subject to particular laws, regulations, and guidelines. The Company intends to comply with all laws and regulations, but there is no guarantee that the governing laws and regulations will not change which will be outside of the Company's control.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Various factors will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those plans that can be funded through cash flows generated from its existing operations, which at this time are nil.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the ACMPR license application is successful, additional funds will be required to build-out an approved facility. Also, any other investment opportunities pursued by the Company may require additional financing. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Competition

There is competition within the cannabis industry for investments and products considered to have commercial potential. The Company will compete with other cannabis companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the growth of cannabis and development of cannabis products, as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Uninsurable Risks

The Company may become subject to liability for risks against which it cannot insure. The payment of any such liabilities would reduce the funds available for the Company's usual 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.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of the ACMPR license application; requirements for additional capital. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in prices and demand for cannabis and related products; our lack of operating history; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; failure of plant, equipment or processes to operate as anticipated; regulatory and legal issues; or other risks of the cannabis industry; delays in obtaining government approvals or financing or incompletion of development activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Detailed listings of general and administrative expenses and exploration expenditures are provided in the consolidated financial statements of the Company for the year ended December 31, 2018.

OFFICERS AND DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current directors and officers of the Company are as follows:

William Rascan, President and Director
Jamie Robinson, CFO
Steven Feldman, Director
Doug Macdonell, Director

OUTLOOK

The Company's primary focus for the foreseeable future will be obtaining an ACMPR license in its North Road and Just Kush subsidiaries and to proceed further with its agreements with ESEV and Blox. The Company will also continue to evaluate additional investment opportunities in the cannabis sector.

OTHER REQUIREMENTS

Additional disclosure of the Company's material documents, information circular, material change reports, new release, and other information can be obtained on SEDAR at www.sedar.com.