Notice to Reader

Please be advised that the following change was made to the management's discussion and analysis of financial condition and results of operations for the year ended February 28, 2019 ("MD&A") as previously filed.

i) The correction of the effective date of preparation of the MD&A to May 28, 2019.

The annual financial statements are unaffected by this date change.

Additional information including this MD&A and the annual financial statements, have been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com and also on the Company's website at www.rapid-dose.com

RDT™
RAPID DOSE THERAPEUTICS

RAPID DOSE THERAPEUTICS CORP.
(formerly Acme Resources Corp.)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED FEBRUARY 28, 2019

MANAGEMENT DISCUSSION AND ANALYSIS

Rapid Dose Therapeutics Corp. (formerly Acme Resources Corp. ("Acme")) ("RDT" or the "Company" or the "Corporation") was incorporated under the Business Corporations Act (British Columbia). RDT was acquired by Rapid Dose Therapeutics Inc. in a reverse takeover transaction completed on December 7, 2017. The Corporation's principal business activity is the provision of proprietary enhanced drug delivery technologies designed to improve patient outcomes. RDT owns a proprietary oral fast-dissolving drug delivery system, QuickStrip™, which is capable of rapidly releasing into the blood stream a list of pharmaceuticals, emulsified oils and over-the-counter medicines without being degraded or modified by first pass metabolism in the liver. RDT also provides product innovation, production and consultation to the pharmaceutical and healthcare manufacturing industry.

The Corporation's registered office is 1121 Walkers Line, Unit 3, Burlington, Ontario, L7N 2G4.

This Management Discussion and Analysis ("MD&A") has been prepared with an effective date of May 28, 2019 and provides an update on matters discussed in, and should be read in conjunction with the Corporation's audited financial statements, including the notes thereto, as at and for year ended February 28, 2019 (the "2019 Audited Consolidated Financial Statements"), which have been prepared using International Financial Reporting Standards ("IFRS"). All amounts are in Canadian dollars unless otherwise specified. Tabular dollar amounts, unless otherwise specified, are in dollars, except for per unit or per share amounts. This MD&A contains forward looking statements that are based on certain estimates and assumptions and involve risks and uncertainties. Actual results may vary materially from management's expectations. See the "*Caution Concerning Forward Looking Statements*" section in this MD&A.

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A may contain "forward-looking information," within the meaning of applicable securities laws, including the "safe harbour provisions" of the Securities Act (Ontario) with respect to the Corporation. Such statements include, but are not limited to, statements with respect to expectations, projections, or other characterizations of future events or circumstances, and our objectives, goals, strategies, beliefs, intentions, plans, estimates, projections and outlook, including statements relating to our plans and objectives, or estimates or predictions of actions of customers, suppliers, competitors or regulatory authorities. These statements are subject to certain risks, assumptions and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. The words "believe", "plan", "intend", "estimate", "expect", or "anticipate", and similar expressions, as well as future or conditional verbs such as "will", "should", "would", and "could" often identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. With respect to forward looking statements contained in this MD&A, the Corporation has made assumptions and applied certain factors regarding, among other things: future product pricing; costs of inputs; its ability to market products successfully to its anticipated clients; reliance on key personnel; the regulatory requirements; the application of federal and state environmental laws; and the impact of increasing competition. These forward-looking statements are also subject to the risks and uncertainties discussed in the "Risks Factors" section of the CSE listing Statement as filed on SEDAR and elsewhere in this MD&A and other risks detailed from time to time in the publicly filed disclosure documents of the Corporation which are available at www.sedar.com and on the Corporation's website at www.rapid-dose.com. Forward-looking statements are not a guarantee of future performance and involve risks, uncertainties, and assumptions which could cause actual results to differ materially from the conclusions, forecasts, or projections anticipated in these forward-looking statements. Because of these risks, uncertainties, and assumptions, the reader should not place undue reliance on these forward-looking statements. The Corporation's forward-looking statements are made only as of the date of this MD&A, and except as required by applicable law, the Corporation undertakes no obligation to update or revise these forward-looking statements to reflect new information, future events or circumstances.

GOING CONCERN ASSUMPTION AND EARLY STAGE CORPORATION

The Corporation was incorporated May 3, 2017.

The Corporation will need to raise additional equity to finance its operations and complete the commercial launch of its products. Although the Corporation has been successful in the past in obtaining financing and it believes that it will continue to be successful, there is no assurance that it will be able to obtain adequate financing in the future, or that such financing will be on terms that are advantageous to the Corporation. These material uncertainties cast significant doubt as to the Corporation's ability to continue as a going concern.

The 2019 Audited Consolidated Financial Statements have been prepared on a going concern basis which contemplates that the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The 2019 Audited 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 Corporation be unable to continue as a going concern.

OVERVIEW OF THE CORPORATION

Description of Business

Rapid Dose Therapeutics Corp. ("RDT") is a publicly traded Canadian life-sciences corporation that provides innovative, proprietary drug delivery technologies designed to improve outcomes and quality of lives. RDT owns a proprietary oral fast-dissolving drug delivery system, QuickStrip™, which is capable of rapidly releasing into the blood stream a list of pharmaceuticals, emulsified oils and over-the-counter medicines without being degraded or modified by first pass metabolism in the liver. RDT also provides product innovation, production and consultation to the pharmaceutical and healthcare manufacturing industry.

RDT continues to execute on its strategy to enter the nutraceutical/over-the-counter sector initially through the completion of distribution agreements for the rights to sell nutraceuticals and over-the-counter products under RDT's brand name QuickStrip™ by distributors.

There is a worldwide market for RDT's QuickStrip™ nutraceutical and OTC products. RDT is sourcing distribution in other countries in order to take advantage of the production capabilities RDT has acquired through its nutraceutical co-packing supply agreement. The U.S. market provides a significant opportunity with its large complement of national retailers.

Recent Developments

On March 1, 2018, the Corporation entered into a research support agreement with the McMaster University Chemistry Faculty to provide academic research support for RDT's technical testing of the materials, processes and the chemistry of oral dissolvable thin films. The study was completed on September 30, 3018 and, as a result, the Corporation has filed for a number of provisional patents. The Corporation continues to work with McMaster University Chemistry Faculty on further research projects to completed over a two-year period.

On July 27, 2018, the Corporation signed an agreement with University of Nevada Las Vegas ("UNLV") related to RDT's QuickStrip™ products. Under the scope of the research, the Corporation will provide UNLV with QuickStrip™ products for exclusive specialized testing to determine the comparative benefits between other dosage forms such as oral and injected of the same active pharmaceutical ingredients on the behavior, bioavailability, and brain waves of subjects. Under the agreement, a team of researchers are conducting comparative studies using established protocols to evaluate whether the QuickStrip™ delivery system improves the rapidity and functionality of therapeutics compared to standard routes of administration. The RDT/UNLV project will assess QuickStrip™ delivery on absorption, distribution, metabolism, electroencephalography and behavioral outcomes.

On October 11, 2018, RDT's United States subsidiary, RDT Therapeutics Inc. ("RDT-US"), signed a five-year, renewable Managed Strip Services Agreement with Chemesis International Inc. ("Chemesis"), a licensed producer and manufacturer of medicinal and recreational cannabis in California. Pursuant to the agreement, Chemesis was granted a license to use RDT's "QuickStrip™" trademarks and other intellectual property in connection with cannabis products produced by Chemesis at its manufacturing facility in Cathedral City, California and sold within the State of California.

Under the terms of the Managed Strip Services Agreement, RDT-US will provide Chemesis with production equipment to be operated by Chemesis in California and licensing rights to RDT's technologies and RDT-US will also provide periodic deliveries of certain proprietary formulations and other supplies to enable Chemesis to produce, distribute and sell its cannabis products in California using RDT's QuickStrip™ product delivery method. Under the terms of the agreement, Chemesis is required to hold and maintain all necessary governmental authorizations, permits, licenses, orders, qualifications and other requirements of federal, state and municipal laws and other regulatory requirements and to operate in compliance with them. Chemesis will pay RDT-US certain service fees – both lump-sum initiating fees and periodic fees based on sales of Chemesis's products produced by Chemesis using RDT's QuickStrip™ product delivery technology.

On October 18, 2018, RDT-US also signed a Managed Strip Services Agreement with Chemesis for products to be sold in the territory of Puerto Rico on similar terms to its Managed Strip Services Agreement with Chemesis for the State of California.

On October 31, 2018, the Company signed a Sublease Agreement for 34,721 square feet of warehouse and office space at their current location. Lease payment commenced on January 1, 2019 and expire on March 31, 2024. Total minimum lease payments under the operating lease are $1,848,373. The lease for the previous office space expired on December 31, 2018.

On November 1, 2018, RDT signed a five-year, renewable Managed Strip Services Agreement with Aphria Inc. ("Aphria"), a leading global cannabis company headquartered in Leamington, Ontario. Pursuant to the agreement, Aphria was granted preferred rights to produce, distribute and sell QuickStrip™ products for the cannabis markets in Canada using QuickStrip™ trademarks and technology. Under the agreement, Aphria will have the ability to extend the agreement to enable it to bring products developed using RDT's QuickStrip™ technology to international markets where Aphria operates currently and in the future. Under the terms of the Managed Strip Services Agreement, RDT will provide Aphria with production equipment to be operated by Aphria in Canada and licensing rights to RDT's technologies and RDT will also provide periodic deliveries of certain proprietary formulations and other supplies to enable Aphria to produce, distribute and sell its cannabis products using RDT's QuickStrip™ product delivery method. Under the terms of the agreement, Aphria is required to hold and maintain all necessary governmental authorizations, permits, licenses, orders, qualifications and other requirements of federal, provincial, state and municipal laws and other regulatory requirements and to operate in compliance with them. Aphria will pay RDT certain service fees – both lump-sum initiating fees and periodic fees based on sales of Aphria's products produced by Aphria using RDT's QuickStrip™ product delivery technology.

On December 17, 2018, RDT also signed a Managed Strip Services Agreement with Aphria Inc. for products to be sold in the territory of Germany on similar terms to its Managed Strip Services Agreement with Aphria for cannabis markets in Canada.

On January 10, 2019, RDT also signed a Managed Strip Services Agreement with Flower One Holdings, Inc. for products to be sold in the territory of Nevada on similar terms to other signed Managed Strip Services Agreements.

Reverse Takeover Transaction

On July 11, 2018, the Company entered into an amalgamation agreement with Acme, as amended on December 6, 2018, pursuant to which a wholly owned subsidiary of Acme and Rapid Dose Therapeutics Inc. ("RDT Inc") would effect a three-cornered amalgamation to form a wholly owned subsidiary of the Company (the "RTO Transaction"). The RTO Transaction was completed on December 7, 2018, at which time Acme changed its name to Rapid Dose Therapeutics Corp.

Following the close of the RTO Transaction , all the issued and outstanding shares in the capital of RDT Inc. were acquired by the Company and as consideration, the Company issued to the RDT Inc. shareholders 64,841,200 common shares of the Company in exchange for the then issued and outstanding Acme shares on a 1:1 basis.

Following the completion of the RTO Transaction, previous RDT Inc. shareholders held approximately 64,841,200 shares in the capital of the Company, representing approximately 86.4% of the Company's issued and outstanding capital on a non-diluted basis. A deemed value of C$0.75 per share was placed on the Company's shares issued in connection with the RTO Transaction.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially will own, or control or direct, directly or indirectly, Company Shares carrying in excess of 10% of the voting rights attached to all outstanding Company Shares, other than Mark Upsdell who owns or controls 16,186,390 Company Shares, representing a 21.6% ownership stake in the Company, and Jason Lewis who owns or controls 10,000,000 Company Shares, representing a 13.3% ownership stake in the Company.

RTO Accounting

The RTO Transaction constituted a reverse asset acquisition by RDT Inc., as Acme did not meet the definition of a business, as defined in IFRS 3 – *Business Combinations* as its main attribute was its public listing. As such, the RTO Transaction was accounted for in accordance with IFRS 2 – *Share Based Payments.* The consideration paid was determined based on the fair value of C$0.75 per share based upon the most recent financing.

Listing Expenses:

Consideration	Amount ($)
5,272,190 shares at a value of $0.75 per share	**3,954,143**
Net assets of ACME Resource Ltd.	
Cash	(30,164)
Other current assets	(57,996)
Current liabilities	36,610
Net assets acquired	**(51,550)**
Transaction costs related to the RTO Transaction	4,303,831
Total listing expense	**8,206,424**

The Company resumed trading on the CSE on December 17th. For more information on the RTO Transaction please refer to the Company's Listing Statement as filed under the Company's profile on SEDAR on December 12, 2018.

Overall Financial Performance

As previously discussed, the Company was incorporated May 3, 2017 and has no revenue from operations to date. Below is a summary of the Company's financial performance for the year ended February 28, 2019 and from incorporation on May 3, 2017 to February 28, 2018.

For the periods ended		**February 28, 2019**		**February 28, 2018**
Revenue	$	-	$	-
Net loss and comprehensive loss		11,411,044		1,501,862
Net Loss per share	$	0.18	$	0.04

Review of Operations for the year ended February 28, 2019 compared to the period from incorporation on May 3, 2017 to February 28, 2018

During the year ended February 28, 2019 ("Fiscal 2019"), the Company incurred a net loss and comprehensive loss of $11,411,044 or $0.18 per share, as compared to a net loss from operations of $1,501,862 or $0.04 per share for the period ended February 28, 2018 ("Fiscal 2018"). During Fiscal 2019 the Company completed two private placements which allowed the Company to commence execution of its business plan.

During Fiscal 2019, the Company's operating expenses comprised of wages and benefits of $1,194,118 (nil for Fiscal 2018), consulting fees of $642,522 ($991,346 for Fiscal 2018), research and development of $222,353 ($239,548 for Fiscal 2018), marketing and business development of $243,875 ($47,717 for Fiscal 2018), office and administration of $301,425 ($18,372 for Fiscal 2018), professional fees of $259,710 ($90,606 for Fiscal 2018), depreciation of $156,277 ($988 for Fiscal 2018), rent of $121,521 ($24,000 for Fiscal 2018), travel $100,233 ($89,285 for Fiscal 2018), insurance of $33,258 ($Nil for Fiscal, 2018), and transaction costs of $8,206,424 ($nil for Fiscal 2018). Other than transaction costs, which were incurred in management's efforts to obtain financing and complete the RTO Transaction, the significant increase in operating expenses and net loss over Fiscal 2018 was primarily the result of establishing its operations in new facilities and increasing development of the Company's intellectual property compared to Fiscal 2018.

The Company has a share-based compensation plan but issued no stock options prior to February 28, 2019, which resulted in no stock-based compensation expense for either fiscal year.

Review of Operations for the three months ended February 28, 2019 compared to the three months ended February 28, 2018

During the three months ended February 28, 2019, the Company incurred a net loss and comprehensive loss of $10,411,044 or $0.15 per share, as compared to a net loss from operations of $1,501,862 or $0.03 per share for the three months ended February 28, 2018.

During the three months ended February 28, 2019, the Company's operating expenses comprised of wages and benefits of $631,155 ($nil for the same period in 2018), consulting fees of $269,778 ($991,346 for the same period in 2018), research and development of $25,809 ($217,586 for the same period in 2018), marketing and business development of $134,807 ($72,147 for the same period in 2018), office and administration of $135,873 ($15,904 for the same period in 2018), professional fees of $77,260 (90,606 for the same period in 2018), depreciation of $65,557 ($988 for the same period in 2018), rent of $72,637 ($24,000 for the same period in 2018), travel $55,787, ($89,285 for the same period in 2018), insurance of $(4,282) ($nil for the same period in 2018), and listing expenses of $8,206,424 ($nil for the same period in 2018). Other than transaction costs, which were incurred in management's efforts to obtain financing and to complete the RTO, the entire increase in operating expenses and net loss over the three months ended February 28, 2018 was the result of establishing its operations in new facilities and increasing development of the Company's intellectual property.

SELECTED QUARTERLY FINANCIAL INFORMATION

For the three months ended		Feb 28, 2019		Nov 30, 2018		Aug 31, 2018		May 31, 2018		Feb 28, 2018
Current Assets	$	4,099,728	$	4,899,088	$	6,341,183	$	1,208,542	$	555,862
Current Liabilities		1,955,590		496,748		54,732		159,238		139,830
Net Loss and Comprehensive Loss		9,		1,005,918		504,327		298,519		1,501,862
Net Loss per Share	$	0.12	$	0.02	$	0.01	$	0.01	$	0.03

- The Company's current assets represent cash, short-term investments, prepaid expenses, inventory and amounts receivable. Current assets at February 28, 2019 include cash and liquid short-term investments of $3,491,786 (see 2019 Audited Consolidated Financial Statements Note 5).
- The Company's current liabilities represent general amounts payable of $952,830 and deferred revenue of $1,002,760 (see 2019 Audited Consolidated Financial Statements Notes 9 and 10).
- February 28, 2019 net loss and comprehensive loss includes transaction fees of $8,206,424 (see 2019 Audited Consolidated Financial Statements Note 4).

LIQUIDITY AND CAPITAL RESOURCES

As at February 28, 2019, the Company had cash of $1,266,880, short-term investments of $2,224,906, HST receivables of $286,092, inventory of $138,865, other current assets of $182,985, for total current assets of $4,099,728 and current liabilities of $1,955,590. The Company has a net working capital of $2,144,138. Despite this positive working capital, management believes that it does not have sufficient liquidity and capital resources as at February 28, 2019 to meet all its planned expenditures over the next twelve months.

The Company plans to complete further financings over the next twelve months in order to fund its ongoing expenditures and execute on its business plan to get to break even cashflow. However, there is no assurance that the Company will be successful in these endeavours (see Note 1 to the 2019 Audited Consolidated Financial Statements).

OUTSTANDING SHARE DATA

At February 28, 2019, the Company had 75,121,327 common shares outstanding and 740,000 warrants outstanding. On May 27, 2019, the Company had 75,791,327 common shares outstanding and 5,376,000 stock options outstanding.

OFF BALANCE SHEET ARRANGEMENTS

The Company had not entered into any off-Balance Sheet arrangements as at February 28, 2019.

COMMITMENT AND CONTINGENCIES

Commitments and contingencies are detailed in Note 13 to the 2019 Audited Consolidated Financial Statements.

RELATED PARTY TRANSACTIONS

The Company has not entered into any transactions with related parties, other than as disclosed in Note 16 to the 2019 Audited Consolidated Financial Statements.

ACCOUNTING POLICIES, CRITICAL JUDGMENTS AND ESTIMATES

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and other items in net earnings or loss, and the related disclosure of contingent assets and liabilities, if any. Critical judgments and estimates represent estimates made by management that are, by their very nature, uncertain. The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying values of assets and liabilities and the reported amounts of revenues and other items in net earnings or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Summaries of the significant accounting policies applied, and significant judgments, estimates and assumptions made by management in the preparation of its financial statements are provided in Notes 2 and 3 to the 2019 Audited Consolidated Financial Statements.

CONTROLS AND PROCEDURES

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting, as defined in the Canadian Securities Administrators National Instrument 52-109, "*Certification of Disclosure in Issuers' Annual and Interim Filings".*

Internal control over financial reporting ("ICFR") is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under securities legislation is recorded, processed, summarized and reported on a timely basis and that such information is accumulated and reported to management, including the Company's Chief Executive Officer and the Chief Financial Officer, as appropriate, to allow required disclosures to be made in a timely fashion. Based on their evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as at February 28, 2019, the Company's disclosure controls and procedures were effective.

BUSINESS RISKS

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. If any of these risks occur, the Company's business, financial condition or results of operation may be adversely affected. In such case, the trading price of the Company's common shares could decline, and investors could lose all or part of their investment. The following is a summary of risks that could be applicable to the business of the Company:

Limited Operating History

Having been founded in 2017, the Company has a limited operating history which can make it difficult for investors to evaluate the Company's operations and prospects and may increase the risks associated with an investment in the Company. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, such as under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, achieving market acceptance of existing and future solutions, competing against companies with greater financial and technical resources, and lack of revenues. There is no assurance that the Company will be successful in achieving a return for investors and the likelihood of success must be considered in light of the early stage of operations. Because the Company has a limited operating history in emerging area of business, investors should consider and evaluate its operating prospects in light of the risks and uncertainties frequently encountered by early-stage companies in rapidly evolving markets. These risks may include:

- risks that it may not have sufficient capital to achieve its growth strategy;
- risks that it may not develop its product and service offerings in a manner that enables it to be profitable and meet its customers' requirements;
- risks that its growth strategy may not be successful;
- risks that fluctuations in its operating results will be significant relative to its revenues; and
- risks relating to an evolving and uncertain regulatory regime.

The Company's future growth will depend substantially on its ability to address these and other risks described in this section. If it does not successfully address these risks, its business may be significantly harmed.

Managing Growth

In order to manage growth and change in strategy effectively, the Company must: (a) maintain adequate systems to meet customer demand; (b) expand sales and marketing, distribution capabilities and administrative functions; (c) expand the skills and capabilities of its current management team; and (d) attract and retain qualified employees. The inability of the Company to deal with this growth may have a material adverse effect on its business, financial condition, results of operations and prospects.

Competition

Because of the early stage of the industry in which the Company will operate, the Company expects to face additional competition from new entrants. To become and remain competitive, the Company will require research and development, marketing, sales and support. The Company may not have sufficient resources to maintain research and development, marketing, sales and support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Retention, Acquisition and Integration of Skilled Personnel

The loss of any member of the Company's management team could have a material adverse effect on its business and results of operations. In addition, the inability to hire new personnel and the increased costs of hiring new personnel could have a material adverse effect on the Company's business and operating results. At present and for the near future, the Company will depend upon a relatively small number of key employees to develop, market, sell and support its products. The expansion of marketing and sales of its products will require the Company to find, hire and retain additional capable employees who can understand, explain, market and sell its products. There is intense competition for capable personnel and the Company may not be successful in attracting, training, integrating, motivating, or retaining new personnel, vendors, or subcontractors for these required functions. New employees often require significant training and, in many cases, take significant time before they achieve full productivity. As a result, the Company may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and may lose new employees to its competitors or other companies before it realizes the benefit of its investment in recruiting and training them. In addition, as the Company moves into new jurisdictions, it will need to attract and recruit skilled employees in those areas.

Legal Proceedings

From time to time, the Company may be a party to legal and regulatory proceedings, including matters involving governmental agencies, entities with whom it does business and other proceedings arising in the ordinary course of business. The Company will evaluate its exposure to these legal and regulatory proceedings and establish reserves for the estimated liabilities in accordance with International Financial Reporting Standards. Assessing and predicting the outcome of these matters involves substantial uncertainties. Unexpected outcomes in these legal proceedings, or changes in management's evaluations or predictions and accompanying changes in established reserves, could have an adverse impact on the Company's financial results.

Regulatory Compliance Risks

Achievement of the Company's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company may not be able to obtain or maintain the necessary licenses, permits, authorizations or accreditations, or may only be able to do so at great cost, to operate its business. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by local governmental authorities. The impact of the compliance regime, any delays in obtaining, or failure to obtain or keep the regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Company will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

Reliance on Securing and Maintaining Agreements with Licensed Partners

The Company must secure service agreements with entities that have obtained the requisite licenses with the appropriate regulatory authorities in the targeted jurisdictions to grow, store and sell cannabis products ("Licensed Partners"). The failure of a Licensed Partner to comply with the requirements of their license or to maintain their license would have a material adverse impact on the business, financial condition and operating results of the Company. There can be no guarantee that the applicable licenses will be maintained by Licensed Operators or granted to other prospective Licensed Operators in the future.

Product Liability

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

Intellectual Property

The Company has certain proprietary intellectual property, including but not limited to brands, trademarks, trade names, patents and proprietary processes. The Company relies on this intellectual property, know-how and other proprietary information, and generally requires employees, consultants and suppliers to sign confidentiality agreements. However, any confidentiality agreement may be breached, and the Company may not have adequate remedies for such breaches. Third parties may independently develop substantially equivalent proprietary information without infringing upon any proprietary technology. Third parties may otherwise gain access to the Company's proprietary information and adopt it in a competitive manner. Any loss of intellectual property protection may have a material adverse effect on the Company's business, results of operations or prospects.

Unfavourable Publicity or Consumer Perception

The success of the Company's products may be significantly influenced by the public's perception of marijuana's medicinal applications. Medical marijuana is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion and public opinion relating to medical marijuana will be favourable. The medical marijuana industry is an early-stage business that is constantly evolving with no guarantee of viability. The market for medical marijuana is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of medical marijuana may have a material adverse effect on our operational results, consumer base and financial results.

Consumer Acceptance

There can be no assurance that the Company will develop any product that will be met with widespread consumer acceptance. Both new and established products fail to generate consumer interest on a regular basis. There is no assurance that the Company's products will be successfully adopted by consumers at one time or will still be in demand in the future. If the Company cannot develop and sell products in commercial quantities, the Company's current strategy will fail.

Insurance Coverage

The Company's production is, in general, subject to different risks and hazards, including adverse weather conditions, fires, other natural phenomena, industrial accidents, labour disputes, changes in the legal and regulatory framework applicable to the Company and environmental contingencies. Although management of the Company believes that the events and amounts of liability covered by its insurance policies will be reasonable, taking into account the risks relevant to its business, and the fact that agreements with users contain limitations of liability, there can be no assurance that such coverage will be available or sufficient to cover claims to which the Company may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, the Company's financial resources, results of operations and prospects could be adversely affected.

Product Recalls

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

Limited Avenues to Market and Promote Products

To be successful, the Company's business must be successfully marketed. The market for the Company's products and services has and is expected to grow significantly and may require substantial sales and marketing capability. The Company will be dependent on independent parties to market its products and services. There can be no assurance that the Company can continue to market or can enter into satisfactory arrangements with third parties to continue to market its products and services in a manner that would assure its growth and acceptance in the marketplace.

Global Economy

Financial markets are influenced by the economic and market conditions in other countries, including the United States and other global markets. Although economic conditions in these countries may differ significantly from economic conditions in Canada, investor reactions to developments in these other countries may substantially affect the capital flows into and the market value of securities of issuers with operations in the United States and Canada.

Access to Capital

In executing its business plan, the Company makes, and will continue to make, substantial investments and other expenditures related to acquisitions, research and development and marketing initiatives. Since its incorporation, the Company has financed these expenditures through equity offerings. The Company will have further capital requirements and other expenditures as it proceeds to expand its business and/or take advantage of opportunities for acquisitions or other business opportunities that may be presented to it. The Company may incur major unanticipated liabilities or expenses. The Company can provide no assurance that it will be able to obtain financing to meet the growth needs of the Company.

Foreign Sales and Currency Risks

The Company's functional currency is denominated in Canadian dollars. The Company currently expects future sales will be denominated in Canadian and U.S. dollars and may, in the future, have sales denominated in the currencies of additional countries. In addition, the Company incurs the majority of its operating expenses in Canadian dollars. In the future, the proportion of the Company's sales that are international are expected to increase. Such sales may be subject to unexpected regulatory requirements and other barriers. Any fluctuation in the exchange rates of foreign currencies may negatively impact the Company's business, financial condition and results of operations. The Company has not previously engaged in foreign currency hedging. If the Company decides to hedge its foreign currency exposure, it may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets. In addition, those activities may be limited in the protection they provide the Company from foreign currency fluctuations and can themselves result in losses.

Estimates or Judgments Relating to Critical Accounting Policies

The preparation of financial statements in conformity with International Financial Reporting Standards requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, as provided in the notes to the Company's Financial Statements, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. The Company's operating results may be adversely affected if the assumptions change or if actual circumstances differ from those in the assumptions, which could cause the Company's operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the share price of the Company. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, impairment of non-financial assets, as well as revenue and cost recognition.

Tax Risks

The Company will operate and will be subject to income tax and other forms of taxation (which are not based upon income) in multiple tax jurisdictions. Taxation laws and rates which determine taxation expenses may vary significantly in different jurisdictions, and legislation governing taxation laws and rates is also subject to change. Therefore, the Company's earnings may be impacted by changes in the proportion of earnings taxed in different jurisdictions, changes in taxation rates, changes in estimates of liabilities and changes in the amount of other forms of taxation. The Company may have exposure to greater than anticipated tax liabilities or expenses. The Company will be subject to income taxes and non-income taxes in a variety of jurisdictions and its tax structure is subject to review by both domestic and foreign taxation authorities and the determination of the Company's provision for income taxes and other tax liabilities will require significant judgment.

Repatriation of Profits

As a holding company with no material assets other than the stock of the Company's operating subsidiaries and intellectual property, it is anticipated that a significant amount of the Company's funds will be generated by the Company's operating subsidiaries. The Company's subsidiaries are subject to requirements of various regulatory bodies, both domestically and internationally. Accordingly, if the Company's operating subsidiaries are unable, due to regulatory restrictions or otherwise, to pay the Company's dividends and make other payments to the Company when needed, the Company may be unable to satisfy the Company's obligations when they arise.

Limited market for securities

There can be no assurance that an active and liquid market for the Company's shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

Stock Market Volatility

The market price of the Company's Common Shares could be subject to significant fluctuations in response to various factors, many of which are beyond the Company's control. In addition, the stock markets have experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of many companies and that often have been unrelated to the operating performance of such companies. These broad market fluctuations may adversely affect the market price of the Common Shares. There can be no assurance that the holders or purchasers of the Company's Common Shares will be able to resell their shares at prices equal to or greater than their cost.

No History of Payment of Cash Dividends

The Company has never declared or paid cash dividends on its Common Shares. The Company intends to retain future earnings to finance the operation, development and expansion of the business. The Company does not anticipate paying cash dividends on its Common Shares in the foreseeable future. Payment of future cash dividends, if any, will be at the discretion of the Board and will depend on the Company's financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that the Board considers relevant.

Analyst Coverage

The trading market for the Company's Common Shares will, to some extent, depend on the research and reports that securities or industry analysts publish about the Company or its business. The Company will not have any control over these analysts. If one or more of the analysts who covers the Company should downgrade the Company's Common Shares or change their opinion of the Company's business prospects, the Company's share price would likely decline. If one or more of these analysts ceases coverage of the Company or fails to regularly publish reports on the Company, the Company could lose visibility in the financial markets, which could cause the Company's share price or trading volume to decline.

DIRECTORS AND OFFICERS

Mark Upsdell, *Director and Chief Executive Officer*
Jason Lewis, *Director and Senior Vice President, Business Development*
Brian Howlett, *Director*
Ken Fox, *Director*
Ian Fodie, *Chief Financial Officer*

INFORMATION CONCERNING RAPID DOSE THERAPEUTICS CORP.

Additional information relating to the Company, may be accessed through the SEDAR website at www.sedar.com under Rapid Dose Therapeutics Corp. and at the Company's website at www.rapid-dose.com.

Toronto, Ontario
May 28, 2019