Rapid Dose Therapeutics Corp.

Management's Discussion and Analysis - Revised

February 28, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") provides discussion and analysis of the financial condition and results of operations of Rapid Dose Therapeutics Corp. (the "Company") for the year ended February 28, 2022 and should be read in conjunction with the audited Consolidated Financial Statements and the accompanying notes which have been prepared in accordance with International Financial Reporting Standards.

The MD&A is the responsibility of management and is re-dated as of April 14, 2023. The MD&A, originally dated and filed on SEDAR on January 27, 2023 has been amended and re-filed at the request of Ontario Securities Commission staff in connection with a staff review.

The refiling has resulted in the addition to, and inclusion of the following items which were omitted in the original filing.

All dollar amounts in the MD&A are stated in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available on SEDAR at www.sedar.com and the Company's website at www.rapid-dose.com.

Forward-Looking Statements

Certain statements in this MD&A August 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 Company. 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", "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 Company 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; 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 Company which are available at www.sedar.com and on the Company'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 Company's forward-looking statements are made only as of the date of this MD&A and, except as required by applicable law, the Company

undertakes no obligation to update or revise these forward-looking statements to reflect new information, future events or circumstances.

See page 16 for Material assumptions and risk factors for forward-looking statements.

The Company

The Company is a public Canadian life-sciences corporation that provides innovative, proprietary, drug-delivery technologies designed to improve outcomes and quality of lives. The Company 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. The Company also provides product innovation, production and consultation to the nutraceutical, cannabis healthcare and pharmaceutical manufacturing industries.

The Company is a reporting issuer in Ontario, Alberta and British Columbia and its common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the trading symbol "DOSE".

The Company is incorporated under the laws of Ontario. Its head office and registered office is located at 1121 Walker's Line, Unit 3A, Burlington, Ontario, L7N 2G4.

Business Overview
(expressed in thousands of dollars)

For the year ended February 28, 2022, the Company recognized revenue of $1,751,916, incurred an operating loss of $4,435,341 and a net comprehensive loss of $8,487,449 after taking an impairment charge of $4,084,842. Expenses during the year, amounting to $5,780,138 (2021 – $2,477,065) included the non-cash charge for personnel costs of $1,533,122 (2021-$Nil) for stock-based compensation for stock options issued under the Company's share option plan. The comparable expenses in 2021 reflect the reduction of payroll and other expenses during the twelve months operating under COVID-19 restrictions and protocols. The Company expects losses to continue in the near term as it completes the final stages of its preparations for global product launches in nutraceuticals, pharmaceuticals, cannabis and vaccines.

As at February 28, 2022, the Company had a working capital deficiency of $1,836,245. The continued operation of the Company is dependent upon the support of its creditors and the Company's ability to secure advances from related parties and debt and equity financings to meet its existing obligations and finance its operations.

Sales for the year ended February 28, 2022 resulted primarily from shipments of cannabis infused strips produced for Tilray/Aphria Inc. and Thrive Cannabis (now Aurora/Thrive Cannabis Inc.). The Company began producing strips for Tilray/Aphria Inc. in June 2021, upon receipt of an initial Purchase Order for 1,118,000 strips. The production and shipment of the Tilray/Aphria order was completed in November 2021. Total revenue recognized from the order amounted to $650K. Thrive Cannabis sales amounted to $318k (2021 - $206k).

On October 10 2020, the Company received its site licence for Natural Health Products approved for manufacturing, packaging and labelling of natural health products. Importing, under that Licence, required the submission of additional requested documents from the manufacturer. This re-submission process continued throughout 2021 and 2022, in part due to extensive delays in Health Canada's approval processes due to approving products required to combat the COVID-19 epidemic. Products imported by the Company during the extended approval process contained the necessary natural health product numbers (NPNs) assigned by Health Canada and were processed through Customs' normal channels accordingly. On January 5, 2023 Health Canada and the Company mutually agreed to the withdrawal of the previously approved site licence and submission a new site licence application including "importing" as an additional permitted activity as the fastest route to approval.

The site application falls within Stream 2 from the Health Canada Service Standard table below. The Company submitted this application on January 31, 2023 and according to Health Canada, service standards, expects the complete site license to be issued within 60 business days from the date of completed submission The Company sent a follow up email to Health Canada on March 28, 2023 requesting a status update and is awaiting response.

Service Standard:

The Health Products and Food Branch (HPFB) commits to issue a licensing decision within the service delivery standards outlined in the following table:

Service Delivery Standards

Application Type	Administrative Processing or Application Completeness	GMP Assessment and Decision Issuance		
		STREAM 1 Pre-cleared evidence for very site (no limit on # of sites)	STREAM 2 Applications which include 1-9 sites and include a QAR as GMP evidence for one or more sites	STREAM 3 Applications which include 10 or more sites and include a QAR as GMP evidence for one or more sites
Site Licence: • SLA (new) • Renewal • Amendment	5 business days	30 business days	60 business days	Up to 90 business days

While the Company believes it will successfully obtain the site license, there is no assurance the application as filed will be approved. During the interim period between the revised application resubmission and receipt of the license, the Company is permitted and continues to carry on licensable activities in its cannabis licensed operations. The Company believes any economic impact on account of not carrying on nutraceutical product

activities during the period to receipt of approval will be minimal and have no material impact on the operations of the business. There are no unfulfilled obligations for product to be purchased or delivered under the import licence.

mRNA vaccine project

The challenges of dealing with delivery of COVID-19 vaccines throughout the world has reaffirmed the importance of the need for an alternative delivery of vaccines, which is the focus of the collaborative oral delivery system for COVID-19 vaccines research, with its university partner, McMaster University. The Company has allocated financial resources, test equipment, research staff and business development expertise and relationships to accelerate the research, testing and to address the opportunities for commercialization. The Company executed agreements with the University and with material supply partners to ensure the research process utilized only the most relevant test materials for analyzing immune responses.

In September 2021, Rodney Butt MSc. MBA was contracted to manage the vaccine strip project and the Company's overall R&D activities relating to oral thin film technology and production intended to ultimately effect the sale or licensing of the Company's oral thin film vaccine IP to a vaccine producer.

Over the last 30 years Rod has been involved in all aspects of prescription drug development, clinical trials, and organizational design within the pharmaceutical and allied industries. Rod's experience with pharmaceutical drug development includes a broad spectrum of related activities from participation and leading international drug development teams, acting as key consultant on product development strategies, leading medical / clinical research departments, building research physician networks and acting as key liaison between Pharma and Investigators. Rod is a frequent speaker at pharma Industry events and is a lecturer in drug development at the University of Guelph.

Dr. Radwan Almofti (PhD in Pharm Sciences) has also been contracted to lead the developing compliance management systems engaged to provide GPP facility and EU-GMP compliant production facilities. At RDT, Dr. Almofti has designed the information retrieval and storage processes required for pre-IND submissions utilized with McMaster University and third-party collaborators. Dr. Radwan Almofti has been contracted to lead the development of GMP/cGMP/EU-GMP compliant quality and documentation management systems including R&D data management required for pre-IND submissions; and provide scientific consulting and supervision over the design and interpretations of experiments and issuing study reports for the development of oral thin film delivery platform.

Dr. Almofti has a PhD and Postdoc degrees in Pharmaceutical and Biomedical Sciences. His research focused on developing Gene & Drug Delivery Systems using liposomes during which he has supervised numerous undergraduate and graduate students, including Ph.D. candidates.

Dr. Almofti has over 20 years of experience working with pharmaceutical, NHPs, compounding pharmacies, and cannabis companies. He has led quality departments and designed and managed numerous quality and documentation management systems. He has also participated in developing several pharmaceutical dosage forms (including inhalers, nasal sprays, tablets, capsules, and injectables) from the early pre-formulation stage, to preclinical, IND, clinical trials, NDA and commercialization.

In May 2021, the Company, McMaster University and the National Research Council (NRC) entered into a three-way material transfer agreement which provided the research team at McMaster University in early June 2021 with the Covid-19 spike protein in sufficient quantities to enable animal testing of the QuickStrip™ infused with the spike protein for the purpose of determining the capabilities of developing antibodies from this vaccine delivery method. The COVID pandemic has provided a unique opportunity for the Company to exploit their flagship QuickStrip™ technology as an efficient and effective vaccine delivery method for a variety of viruses including COVID, SARS, Ebola, Yellow Fever and Malaria. The use of the QuickStrip™ simplifies the logistics challenges of delivering vaccines to the world's most remote communities by eliminating the cost and access to freezer storage and eliminating the requirement to allocate health care professionals for administering needles. The Company is confident that suitable partners in the pharmaceutical industry will be anxious to test infusing their own vaccine formulations into the QuickStrip™ format.

The Company is continuing to develop its commercialization opportunities during the testing phases to ensure that, with successful outcomes, the Company is prepared to execute a go to market plan that covers the shortest possible timelines within the constraints of the regulatory processes for applying and approving a vaccine delivery alternative.

Commercialization of Collaborative Research

Subsequent to the signing of the collaboration agreement with Skycare Compounding in April 21, 2022, the Company and Skycare have been working on the development of products for the medical and dental industry.

The pharmaceutical products will be produced in Skycare's compounding facility operated by Skycare using RDT's equipment and production processes under a revenue sharing agreement. Skycare will provide the sales, marketing & distribution through their current channels to Medical Clinics, Hospitals and Pharmacies.

On December 10, 2020, the Company filed a provisional patent application with USPTO for a 100% bio-degradable "Therapeutic Infused Beverage Straw" in conjunction with its manufacturing partner WG Group. This filing is a result from the collaborative development project wherein the Company developed a cannabis infused beverage straw. The technology can be used to infuse a variety of different active ingredients within the straw, for dissolution with the drinking of the beverage.

On July 21, 2020, the Company announced the commencement of COVID-19 vaccine research in conjunction with McMaster University and the team lead by Drs. Alex Adronov, James Mahony and Mark Larché. The federally funded project tests the use of QuickStrip™ for administering vaccines orally as a convenient and safe alternative to injection with needles, the currently accepted delivery format for most vaccines.

On June 19, 2020, the Company filed a non-provisional patent with the USPTO for an "Apparatus for and method of converting CBD and/or CBD derivatives to at least one other type of cannabinoid and/or cannabinoid derivative such as THC". In conjunction with McMaster University and the team lead by Dr. James McNulty, RDT has discovered a new and efficient way to create THC from CBD. The project's research has continued on subsequent to the non-provisional patent filing with continuing input from the Company's science research team. These patent applications have been registered in Canada, the United States and in Europe.

On February 4, 2020, the Company secured government funding of $400K from The National Research Council of Canada Industrial Research Assistance to support a project focused on commercial development and scale-up manufacturing of cannabis infused QuickStrip™ oral dissolvable film strips. The funding helped the Company to augment product commercialization by enhancing its manufacturing competency while creating new jobs and training skilled technical employees. The Company received $200k of its grant funding in the fiscal year ended February 28, 2021 and the final $200K in the fiscal year ended February 28,2022.

On January 23, 2020, the Company announced a new research partnership program entitled "Rapid Delivery of Therapeutics via Dissolution of Polymeric Films" with McMaster University, located in Hamilton, Ontario, Canada. The project focuses on developing novel biopolymer compositions that can offer enhanced drug delivery performance when formulated in oral dissolvable thin films. This research program has been awarded a NSERC Collaborative Research and Development grant by the Natural Sciences and Engineering Research Council of Canada. The project is being administered in conjunction with the vaccine project as a secondary funding source for the McMaster research team.

Acquisition of 2544737 Ontario Limited operating as Consolidated Craft Brands ("CCB").

On March 19, 2021, the Company acquired, through a share exchange of 20 million Units, 100% of the common shares of CCB, an early-stage company in the consumer-packaged brands industry focused on developing, manufacturing, and distributing therapeutic wellness products. Immediately after the acquisition, CCB was amalgamated with a newly incorporated wholly owned subsidiary of the Company with the succeeding company carrying on business as Consolidated Craft Brands Inc. On December 31, 2021 the directors of CCB filed Articles of Amendment to change the name of the company to Consolidated Consumer Brands Inc.

The acquisition brought to the Company synergistic products, valuable relationships, various business partnerships and experienced management along with a research and development license and a license application in process which would allow for production of products complimentary to the Company's offerings. Thomas Bryson, President of 2544737 Ontario Limited, was retained by the Company as President of Rapid Dose to oversee the integration of CCB with RDT and to fully exploit the CCB assets under a one year of contract of employment.

The acquisition was accounted for as a Business Combination and is, therefore, subject to IFRS 3 "Business Combinations". The Company hired an investment banking firm to provide management and the Board with the purchase price allocation. The valuation was completed and delivered to RDT and its auditors during the first week of June 2021. The valuation report was used as the basis for recording the CCB transaction in the interim unaudited consolidated financial statements for the quarters ended May 31, 2022, August 31, 2022 and November 30, 2022 and as note disclosure in the audited consolidated financial statements as at February 28 2021.

RDT recorded and reported the transaction in their quarterly financial statements as at May 31, 2021, August 31, 2021 issued simultaneously with the audited financial for the year ended February 28, 2021. RDT again reported the transaction in accordance with the valuation report for the quarter ended November 30, 2021.

Subsequent to the fiscal year end, RDT engaged independent third parties to review the Purchase Price and Escrow Agreements for the purpose of assisting in providing working papers required in conjunction with the performance of the audit. During that review, the original assumption regarding the timing of the transfer of consideration was questioned. In reviewing the agreements and the subsequent escrow releases, it was determined that, in fact, all consideration was transferred at the date of the acquisition and not at the escrow release dates. The timing of the consideration originally took into consideration the clawback provisions in the escrow agreement which enabled the Company to reduce the number of shares ultimately issued. Management agreed that the clawback provision reduced the consideration only in the context of the number of shares and not the acquisition price consideration. Accordingly, management obtained, reviewed and agreed to an adjustment of the purchase price consideration for inclusion in the annual financial statements subject to audit.

The table below sets out the purchase price and consideration transferred details as originally reported in the condensed consolidated interim financial statements and the restated amount presented in the consolidated financial statements as at February 28, 2022.

	As originally reported:	**As restated:**
Fair Value of consideration transferred	**$**	**$**
Fair Value Common Shares	3,492,583	4,687,780
Fair Value of Warrants	1,295,198	2,180,309
Settlement of pre-existing loan	-	(612,427)
Cash clawback	-	(29,778)
	4,787,781	6,225,883

Recognized amounts of identifiable net assets	**$**	**$**
Cash	1,864,363	1,864,363
Loan receivable	600,000	-
Accounts receivable	100,300	100,300
Note receivable	50,000	-
Accrued interest receivable	12,427	-
Government receivable	29,928	29,928
Inventory	15,271	-
Total current assets	2,672,289	1,994,591
Property and equipment	146,451	146,451
License application in process	250,000	-
Research and development license	25,000	-
Total non-current assets	421,451	146,451
Current liabilities	(35,631)	-
Goodwill on acquisition	1,729,672	4,084,041
Consideration transferred	4,787,781	6,225,883

The differences between the quarterly and year end reporting arises primarily as a result of different assumption used in the calculation of fair value consideration transferred. The purchase price consideration determined by the Investment Bankers used the following assumption:

Since the purchase price consideration was both variable (because of the reduction arrangement) and to be issued over time, certain calculations were made to determine the Fair Value of the purchase consideration at the date of closing ("Valuation Date"). This included (a) reduction in Units (b) Fair Value of the Company's shares to be released over the eight tranches and (c) Fair Value of Warrants to be released over the 8 tranches.

Using that assumption, the Fair Value of the total consideration was determined to be $4,787,781 consisting of the Fair Value of the Company shares and the Fair Value of the Warrants. In determining the Fair Value of the Company's shares, a discount was calculated to reflect the receipt of shares over time using the Black-Scholes Option Pricing Model ("BSM"). Under the BSM approach, the Fair Value of shares released from escrow is deemed to be equal to the share price less the cost of a put option for these same shares.

The value of the put option represents the right to lock in the value of the RDT Shares at the Valuation Date. The Warrants are to be released in the same amounts as the shares. In determining the Fair Value of the Warrants, the same BSM inputs were applied as with the shares except for the risk-free rate (2 years to match the Warrant term) and the exercise price of $0.375.

Since the value of the Warrants cannot be locked in at the Valuation Date, the Fair Value of the shares was estimated at each future grant date (each date of the eight tranche dates) using the same values calculated in the share valuation, to determine the Fair Value of the Warrants. The fair Value determined at each tranche date was discounted to the Valuation Date using the discount rate applied throughout the valuation process.

At year end, the underlying assumption was challenged on the basis that all of the value of the consideration was transferred to the CCB shareholders at the acquisition date of March 19, 2021 and not at the time of the eight tranches. The basis of calculation of the Purchase Price Consideration was amended accordingly to include inputs only at the acquisition date and not throughout the escrow period. The restated Purchase Price Consideration reflects the valuation of the shares and warrants issued on that date regardless of the timing of the release of the units to the shareholders.

Claw back of escrowed shares

Each Unit consisted of one Common Share and one share purchase Warrant. The Units were subject to an escrow arrangement whereby the Units were released in eight tranches over an eleven-month period from closing of the acquisition with the final 20% released at February 19, 2022. Each Warrant entitles the holder to acquire one Common Share at $0.375 each expiring in March 2023.

The acquisition and escrow agreements allowed for a reduction of all, or a portion of, the number of Units to be released in the final escrow release, upon the occurrence of certain defined events detailed in the Acquisition Agreement.

As a result, on the final escrow release at February 19, 2022, 1,248,882 units were not released from escrow in accordance with the terms of the agreements which provided RDT with the right to claw back units on a pro rata shareholder by shareholder basis if the total amount of the cash and cash equivalents at closing was less than $3,000,000.

Impairment of Goodwill

The acquisition consisted of cash, capital equipment, intellectual property and brands. The President of CCB was retained by the Company to commercialize the items from CBB. The President of CCB contract was not renewed at end of term.

At the end of each quarterly reporting period, the Company assesses whether there were events or changes in circumstances that would indicate that a cash generating unit (CGU) or group of CGUs were impaired. The Company considers external and internal factors, including overall financial performance and relevant entity-specific factors, as part of this assessment.

Goodwill was initially recognized on acquisition of CCB in March, 2021 and was monitored at a CGU level associated with the assets and cash flows arising from the acquisition of CCB. The Company noted indicators of impairment as at February 28, 2022, including market capitalization and ongoing business transformation plans and, as a result, carried out an assessment of the impairment of its goodwill and other assets. In testing for impairment, goodwill and other assets acquired in the business combination were allocated to the cash-generating units to which they related. As a result of impairment testing performed at February 28, 2022, the Company determined an impairment loss of $4,084,842, representing the difference of the amount determined through Value in Use and the carrying value of the assets.

Managed Strip Services Agreements

The Company anticipated it would generate ongoing revenue from Managed Strip Services Agreements (each a "MSSA") where the Company grants licensees the right to use the Company's QuickStrip™ technology in return for a payment due on signing of the MSSA, a payment due on commissioning of equipment and ongoing payments based on production in their licensed territory.

The Company had MSSAs with the following companies:

Licensee	Territories
Chemesis International Inc.	Puerto Rico; California and Michigan in the United States
Flower One Holdings Inc.	Nevada in the United States
Aphria Inc.	Canada and Germany

The Company had received payments under the licenses prior to production start of amounting to CDN$1,394,525 which was recognized as deferred revenue for amortizing over the life of the contract.

The MSSA with Aphria Inc. ("Aphria") signed on November 1, 2018, was amended to end Aphria's exclusivity in Canada and global exclusive preferred vendor status which will allow the Company to reach more Canadian medical and recreational users than available through a single customer strategy and enter new markets with other licensed producers. Aphria returned the QuickStrip™ production equipment systems and the Company began producing QuickStrip™ products for Tilray/Aphria (see *Manufacturing agreements*) below in the Company's Burlington Ontario facility.

The MSS agreements with Flower One and Chemesis were terminated on February 15, 2021 and May 2, 2021 respectively. Each termination provided mutual releases to each party without payments or obligations other than the return of the equipment to the Company. The equipment was returned by Flower One in April 2021 and by Chemesis in December 2021.

Restatement of prior year's revenue to include recognition of deferred revenue

Deferred revenue includes Signing Fees and Acceptance Fees that had been received prior to the Company fulfilling its performance obligations under the Managed Strip Services Agreements ("MSSAs").

The Agreements did not specifically address the issue of how to treat the deposits in the event of termination of the contracts. Payments, which were accounted for by the Company as deposits, were payable based on the achievement of milestones. The termination agreements enabled the deposits to be retained by the Company and provided for no payments or monetary settlement actions in order to release the parties of their obligations to each other.

In the first quarter ended May 31 2021 the Company had previously recorded revenue of $883,204 as a gain on termination of contracts in the Condensed Interim Consolidated Financial Statements. In the second quarter ended August 31, 2021, the Company recorded revenue of $154,812 as a gain on termination of contracts in the Condensed Interim Consolidated Financial Statements. At the year ended February 28, 2022 the timing of the recognition of these amounts was restated to reflect a portion of that revenue in the prior accounting period – year ended February 28, 2021. This restatement back to 2021 of $492,396 resulted in an adjusted opening carry forward amount of deferred revenue to $902,129.

The decision to carry forward the recognition of the revenue into fiscal year 2022 was to match the timing with specific activities set out in the agreements which were completed in the 2022 fiscal year. Management believed the deferred revenue recorded in prior years and its transfer to the current year were accounted for in accordance with the requirements of IFRS 15.

Subsequent to the year end, management engaged an independent third party to review the Company's revenue recognition accounting policy and advise on treatment of the recognition of deferred revenue related to terminated MSS agreements.
The factors considered were:

- Date of drafted termination agreements;
- Date of acceptance of the termination agreements by the parties;
- Date of determination of costs required to effect closure of the agreements which were the subject of the termination(s)
- Date of return of the equipment and
- Materiality of the amounts of the revenue to be recognized

After evaluation of the factors, management determined that in accordance with IFRS 15, the timing of the recognition of the revenue should coincide with the termination dates of the agreements and accordingly the decision to restate the revenue from two of the MSSA contracts to fiscal year 2021 was made.

The financial statements as at February 28 2022 reflect the recognition of the deferred revenue from the Chemesis MSSA. The termination agreement was executed May 3, 2021 and the equipment returned by Chemesis to RDT in December 2021.

The table below shows the impact of the restatement on the results and financial position of the Company for the year ended February 28, 2021:

Consolidated statement of financial position

	As previously reported $	Adjustment $	As restated $
Liabilities			
Current			
Deferred revenue	1,394,525	(492,396)	902,129
	1,394,525	(492,396)	902,129
Total liabilities	5,413,840	(492,396)	4,921,444
Shareholders' equity			
Deficit	(23,162,477)	492,396	(22,670,081)
Total equity	(1,582,115)	492,396	(1,089,719)

Consolidated statement of loss and comprehensive loss

	As previously reported $	Adjustment $	As restated $
Revenue	262,805	492,396	755,201
Gross profit	207,454	492,396	699,850
Loss from operation	(2,269,611)	492,396	(1,777,215)
Net loss before other comprehensive loss	(2,297,654)	492,396	(1,805,258)
Net comprehensive loss	**(2,247,025)**	**492,396**	**(1,754,629)**
Loss per share	(0.03)	0.01	(0.02)

Consolidated statement of cash flows

	As previously reported $	Adjustment $	As restated $
Operating activities			
Loss	(2,297,654)	492,396	(1,805,258)
Changes in non-cash operating working capital			
Deferred revenue	(137,317)	(492,396)	(629,713)

COVID-19

The Company continues safe practices through the employees' compliance with Company policies and procedures required for daily attendance at the Burlington facility. To date there have been no positive cases experienced within the facility. Staff are encouraged to comply with government requests to vaccinate and required to comply with all evidentiary vaccination certificates as and if requested.

The Ministry of Labour, Ontario performed a surprise facility inspection of the Company's protocol policies, processes and compliance with Ministry regulations during a one-day visit in May 2021. The Company was found to be in compliance in all respects. The Company continues to monitor staff and visitors and ensure compliance with all safety and government regulations and requirements for preventing or detecting COVID-19 exposure.

The duration and impact of COVID-19 continues to be unknown and it is not possible to reliably estimate the impact the length and severity of the various strains will have on the economy and the financial results and condition of the Company in future periods.

Social Responsibility

The Company fosters an environment of social responsibility in every aspect of the business which promotes tolerance, acceptance and care of People, Products and the Planet. The Company remains committed to discovering ways to mitigate excess packaging (within the regulations), reduce overall waste, and find environmental solutions that align with its mission to make an impactful difference in the lives of its customers. As the Company's plan for the introduction of new Cannabis 2.0 regulated products and non-regulated Hemp topical lotions continue to evolve, research into the various packaging methods has been successful in developing novel formats that encourage environmental responsibility. The Company also continues to reinforce the concept of a remote, flexible workplace, which allows each team member to function from their remote locations and limit face to face meetings to respond to the pandemic safety measures as well as commit to reducing our carbon footprint in as many ways as possible.

Micro Processing Licence

Product approvals
In September 2021, the Company received its sales licence from Health Canada enabling the Company to sell its cannabis products to the Canadian recreational market through the provincial retail distribution channels. Sales of products are anticipated to commence in November 2021 once provincial requirements for packaging, volumes and delivery are confirmed. The sales licence enables the Company to sell directly to the Canadian provincial distributors for the recreational cannabis market where the product is not otherwise distributed by Cannmart.

In July 2021 the Company was audited by the Cannabis Directorate of Health Canada for the purpose of obtaining a full cannabis sales licence. The follow-on Inspection Report issued August 13th 2021 contained no major or critical observations.

On February 21, 2020, the Company received an excise tax licence granted by the Canada Revenue Agency. The excise tax licence will allow the Company to accept delivery of cannabis oil from its customers for the production of QuickStrip™ which will be delivered back to the customers.
Health Canada audit for cannabis sales licence

On November 15, 2019, the Company was granted a micro-processing licence by Health Canada for its Burlington, Ontario facility in accordance with the Cannabis Act and Cannabis Regulations. The micro-processing licence will enable the Company to produce cannabis infused QuickStrip™ products for the Canadian market under manufacturing agreements with Canadian licensed producers.

Manufacturing Agreements
The Company manufactures private label QuickStrip™ products for the Canadian market at its facilities located in Burlington, Ontario.

The Company has manufacturing agreements with the following companies:

Licensed Producer	Date of agreement	Term	Products	Territory
Thrive Cannabis	August 8, 2019	5 years	CBD and THC products for medical and recreational markets	Canada
Tilray/Aphria Inc.	June 3, 2020	5 years	CBD, and THC products for medical and recreational markets	Canada
Phoena Holdings	April 19 2022	20 mos.	CBD, and THC products for medical and recreational markets	Canada

Thrive
The Company produces CBD and THC QuickStrip™ products for Thrive which have been introduced by Thrive throughout Canada into the recreational cannabis market commencing in January 2021 QuickStrip produced products are sold by Thrive under the "Being" brand.

Tilray/Aphria
The Company has a long relationship with Aphria and have been collaboratively working with their product development team on creating a range of flavoured products powered by QuickStrip™. Production of Aphria strips began in August 2021 on receipt of an initial Purchase Order for delivery of 1,118,000 strips. Subsequent to the delivery of the Purchase Order, Aphria merged with Tilray operating under Tilray. All agreements with Aphria continued under the merged entity.

Phoena Holdings (formerly Canntrust Equity)
The Company produces CBD and THC QuickStrip™ products for Phoena under the "SynrG" brand to the recreational cannabis market commencing with initial deliveries in September 2022.

Distributor agreements

The Company entered into several supply and sales agreements during the Fiscal Year 2022. These agreements provide opportunities to sell the Company's existing nutraceutical products in Canada and the United Kingdom and cannabis products throughout the Canadian provinces. In addition, the agreements provide the subsidiary, CCB, with distributors for existing and developing product portfolio.

Distributor	**Date of agreement**	**Term**	**Territory**
ANCAR Canada Limited	May 2, 2021	2 years	Canada and United States

ANCAR has developed a convenience store retail channel for nutraceutical products.

Oakland Health	May 26, 2021	3 years	United Kingdom

Oakland Health is developing a retail chain presence in the UK offering a suite of the Company's products. Oakland Health initiated the application for approval of the Company's CBD from hemp product with the FSA under the Novel Foods Act. The application was submitted in March 2020 and is still in the approval process.

In March 2021 the Company filed for approval of its CBD strip from hemp products with the UK Food Standards Agency (FSA), meeting the deadline for submission for a validated Novel Food application (NFA). Brands that are not compliant with the Novel Foods Regime will be removed form shelves according to the FSA. The Novel Foods process is costly and time consuming. From the date an application is submitted, it can take two years before final approval is granted.

MapleX	March 19, 2021	12 months	Canada and USA

MapleX has become the Company's partner for Amazon and Walmart on-line sales. MapleX assists in all facets of the production, purchase and sales process for the Company's MapleX branded castile soap body wash product line. The roll out of the e-commerce on-line program with Amazon and Wal-Mart commenced in September 2021.

Isolera / ESJ Agreement
Over the course of more than a year of research and development conducted by our distribution associates from Isolera / ESJ Enterprises, all testing and validation has been completed and submitted to the Michigan regulators for final product safety approval and legislative approval. A public hearing held in February 2022 ensured that the regulators were completing their due diligence. Final approvals were expected in March 2022 and were delayed due to a state election and cannabis law changes specifically around Delta 8. As yet, final approval has not been received. All R&D is complete, and no additional expenditures are anticipated. If the regulators provide approval the conversion process, our licensee can initiate production. The Company provides certain of the raw materials used in the process at the Company's cost.

Mexico Market Development
Over the past 23 months RDT has been working with a local distributor in Mexico to establish a QuickStrip product line. To date, the Energy and B12 QuickStrips have been approved by the regulators and the Melatonin is being processed. Pandemic closures resulted in review and approval delays and have delayed the sales process and revenue generation as a result. Efforts are again underway to gain traction in the market through retailers and an online strategy by the distribution partner since the investment has already been made. There is no anticipated additional expense to RDT to generate revenue in this market.

UK Oakland Sales Development
Oakland Health, our local UK partners, operating as RD Therapeutics, have selected a minimum of 4 products to launch into the UK market. These products underwent formulation modifications and packaging changes to address consumer requirements in the UK market. These changes delayed the initial launch timeline and revenue projections due to global supply chain issues. Market-test product has been produced, shipped, and rolled out in the UK to gauge receptivity by consumers and retailers. Oakland has set an online strategy to reach consumers and demonstrate the benefits of carrying the products for consumers on their shelves. There is no anticipated additional expense to RDT to generate revenue in this market.

COVID mRNA Vaccine QuickStrip
The company continues the ongoing research with the oral delivery of the COVID vaccine without the need for cold-chain logistics, we have established a relationship with pharmaceutical companies with a global scope who have developed a vaccine and want to investigate the QuickStrip delivery format. Revenue for the R&D by RDT will be generated as a fee for service with strategic pharmaceutical partners and through application of government funding grants similar to the IRAP grant received in FY2021. The additional expenditures for the submission of IP to the USPO or other jurisdictions is budgeted as an annual expenditure of $300,000. In addition, the Company has contracted for services of $225,000 annually for project management and the development of pharmaceutical relationships. The costs of testing are funded by and is the responsibility of strategic pharmaceutical partners who own the vaccines.

Key players in the UK associated with the WHO and the global pandemic preparedness group 100 Days Mission are aware of the RDT delivery platform and are supportive of its continued development.

Skycare Compounders - Pharmaceutical Drug Development

The company has completed the setup and installed the equipment at Skycare's Licensed compounding facility to produce multiple pharmaceutical products for the Medical market including Dental products. Product development has been completed and the products will be distributed and sold to Dental Clinic's, Doctors' Offices, Hospitals and Pharmacy's. The major expenditures have been completed including years of Research & Development, facility & production setup, equipment installation, training, packaging development & design, Certificates of Analysis, Standard Operating procedures, product testing, website development, marketing trials and sales contract agreements in process for sales. Skycare is responsible for the manufacturing, sales and distribution under the agreement.

QuickSips

The **QuickSips**™ straws are composed of all-natural materials such as: recycled agricultural crop waste, starch and plant gum. They are Biodegradable and Compostable. They have been infused with Cannabis ingredients and have been approved by Health Canada as a Cannabis regulated product for sale in Canada. Sales contracts are in process for the expansion into the Medical Cannabis market. The production facility is operational, inventory to produce, labeling, packaging design and approvals have been completed with packaging materials on site to produce the products. Orders are prepaid before production commences and the products are shipped. Patent applications have been previously filed. The additional cost of obtaining full patent protection is budgeted for $75,000 in the upcoming fiscal year.

Share capital transactions

(i) On May 26, 2022, the Company closed a private placement financing which raised $151,847 through the issuance of 506,157 common share units at a price of $0.30 per unit. Each unit consists of one common share and one common share purchase warrant. Each warrant is entitled to acquire one common share at a price of $0.4 per common share for twenty-four months from the date of issuance.

(ii) On January 5, 2022 200,000 share purchase options were issued at $0.51 per share vesting semi-annually over two years and expiring on January 5, 2027.

(iii) On December 15, 2021, 500,000 share purchase options were issued at $0.55 per share vesting semi-annually over two years and expiring on December 15, 2026.

(iv) During the quarter ended November 30, 2021 520,437 warrants were exercised in exchange for one common share for each warrant at a price of $0.375 per common share. A further 153,000 warrants were exercised in exchange for one common share at a price of $0.21 per common share and 200,000 warrants were exercised in exchange for one common share at a price of $0.40 per common share. Total proceeds from the issuance of 873,437 common shares amounted to $307,294.

(v) During the quarter ended August 31 2021, 1,966,000 warrants were exercised in exchange for one common share for each warrant at a price of $0.375 per common share. A further 55,000 warrants were exercised in exchange for one common share at a price of $0.21 per common share.

(vi) During the quarter ended August 31 2021, 1,966,000 warrants were exercised in exchange for one common share for each warrant at a price of $0.375 per common share. A further 55,000 warrants were exercised in exchange for one common share at a price of $0.21 per common share.

(vii) On March 29, 2021, the Company granted 4,490,000 stock options under the Company's stock option plan to certain directors, officers, employees and consultants, with each option entitling the holder to purchase one common share for $0.24 until March 28, 2023. The options shall vest in four semi-annual increments of 25% commencing September 28, 2021.

(viii) On March 19, 2021, 20,000,000 common share units were issued (each, a "Unit") pursuant to a business combination by way of a three-cornered amalgamation between the Company, 2814882 Ontario Inc., a wholly owned subsidiary of the Company, (Subco") and 2544737 Ontario Limited, o/a Consolidated Craft Brands, ("CCB") which closed on March 19, 2021. Each Unit is comprised of one common shares of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant") of the Company, each such Warrant entitling the holder thereof to acquire one Common Share at a price of $0.375 per Common Share at any time on or before March 19, 2023 (note 10).

(ix) On December 16, 2020, the Company completed a non-brokered private placement of 3,599,370 common shares at a price of $0.25 per common share unit for gross proceeds of $899,843. In connection with the private placement, the Company paid a finder's fee of $87,150 and issued 3,599,370 warrants with each warrant entitling the holder to purchase one common share for $0.40 per common share until December 16, 2022.

(x) On October 9, 2019 and October 30, 2019, the Company completed tranches of a non-brokered private placement of 1,276,108 common shares at a price of $0.70 per common share for gross proceeds of $893,276. Of the common shares issued, 227,857 common shares were issued to two directors and officers of the Company. In connection with the private placement, the Company paid a finder's fee of $35,369 and issued 17,684 warrants with each warrant entitling the holder to purchase one common share for $1.00 per common share until October 9, 2021.

Broker's Warrants

(i) On January 19, 2022 the Company recorded 200,000 Warrants in its accounts pursuant to the services agreement with the investment adviser. The Warrants have a two-year term and are exercisable during that term at $0.33 each; As at the reporting date, the 200,000 warrants remain unissued.

(ii) On June 3, 2021, the Company issued a further 200,000 Warrants pursuant to the same advisory agreement as in (i) above, having a two-year term and exercisable during that term at $0.21 each. These warrants were exercised during the fiscal year ended February 28, 2022;

(iii) On March 29 2021, the Company issued 200,000 Warrants pursuant to a Public Relations Services Agreement having a two-year term and exercisable during that term at $0.24 each;

(iv) On March 28 2021, pursuant to an Advisory Agreement, the Company issued 200,000 Warrants having a two-year term and exercisable during that term at $0.21 each. These warrants were exercised during the fiscal year ended February 28, 2022;

Stock options

(i) On January 4, 2022, pursuant to its Stock Option Plan, the Company granted incentive stock options to acquire 200,000 common shares at an exercise price of $0.51 per share. Each has a term of 5 years and vest equally every six months over the first two years of the term.

(ii) On December 15, 2021, pursuant to its Stock Option Plan, the Company granted incentive stock options to acquire 500,000 common shares at an exercise price of $0.58 per share. Each has a term of 5 years and vest equally every six months over the first two years of the term.

(iii) On July 29, 2021, pursuant to its Stock Option Plan, the Company granted incentive stock options to acquire 2,100,000 common shares at an exercise price of $0.65 per share. Each has a term of 5 years and vest equally every six months over the first two years of the term except for options granted to Investor Relations Consultants whereby the options vest one-half after one year with the other one-half vesting every six months of year two of the term.

(iv) On March 29, 2021, pursuant to its Stock Option Plan, the Company granted incentive stock options to acquire 4,490,000 common shares at an exercise price of $0.24 per share. Each has a term of two years and vests equally every six months over the term. During the year 266,250 options were cancelled and 183,750 options were exercised at the option price of $0.24 per share.

Convertible debt

On August 8, 2022, the Company issued unsecured convertible notes (the "Note") in exchange of gross proceeds of $230,000, bearing interest at a rate of 10% per annum from the date of issue, payable quarterly each year. The interest shall be payable in cash. The holders of the Note may convert the principal amount into shares of the Company at a price of $0.40 per share. The Note have a maturity date of August 8, 2024 (the "Maturity Date"). The Note also bear an additional 2% interest rate together with 10% calculated and payable annually in arrears.

In connection with the issuance of the Note, the Company paid cash of $28,955 for debt issuance fees and recorded interest expense of $12,949 and accretion expense of $15,764 for the year ended February 28, 2022.

The residual of the principal less the present value of the liability component was allocated to the conversion option and the warrants based on their relative fair value, resulting in an allocation of $24,771 to the conversion option and $4,184 to the warrants.

Credit facility

On August 24 2020, with the assistance of the Company's financial advisor, Leede Jones Gable Inc., the Company received a commitment for a loan of $3,000,000 which will be: (a) interest-bearing at the rate of 12% per annum on the initial advances of $1,500,000 and 10% per annum on the remaining $1,500,000 payable quarterly in arrears; (b) secured by a general security agreement over all of the Company's assets; (c) repayable by the Company at any time; and (d) due on August 24 2023. On August 11, 2020, the Company received an advance of $500,000 and the remaining $2,500,000 of the loan facility is available in tranches of $500,000 within 15 days of notice provided by the Company to the lender. The $500,000 advance matured on November 30, 2021.

On November 29, 2021 the loan was repaid in full with proceeds of a $500,000 loan from a company controlled by a shareholder of the Company with a full release obtained for the security provided for the credit facility. The loan was secured by a promissory note and General Security Agreement. Interest is payable on the loan at the rate of 12% per annum. The note matured on January 31, 2022.

On January 31, 2022 the Promissory Note was extended to July 31, 2022 under the same terms and conditions as set out in November 29, 2021 loan agreement. In addition, the Lender received 200,000 warrants as set out in Warrants (i) above.

On July 5, 2022 the Company borrowed $250,000 from the original provider of the credit facility in exchange for a Promissory Note due on the earlier of the date of a written demand for payment or July 5, 2023 secured by a GSA with interest payable monthly at twelve percent (12%) per annum.

Loans and Advances

The Company obtained private loans to assist with financing operations amounting to $310,000 during the period September 16, 2022 to January 16 ,2023 as follows:

September 16, 2022	$75,000
November 10 2022	$100,000
December 5, 2022	$135,000

The loans are unsecured, due on demand bearing interest at twelve percent (12%) per annum.

Material assumptions and risk factors for forward-looking statements

The following table outlines certain forward-looking statements contained in this MD&A and provides material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statement	Assumption	Risk factor
Liquidity and Capital Resources "Management is of the opinion that sufficient working capital will be obtained from advances from related parties and equity financings to meet the Company's liabilities and commitments as they become due."	Advances from related parties and equity financings will be obtained and such advances and financings will be in sufficient amounts to meet the Company's liabilities and commitments as they come due.	The Company is unable to obtain future financing to meet its liabilities and commitments as they become due.

Risks and Uncertainties

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 August be adversely affected.

Limited operating history

Because the Company has a limited operating history and is in an 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;
- risks relating to different regulatory regimes in different jurisdictions; and
- risks relating to evolving and uncertain regulatory regimes.

The Company's future growth will depend substantially on its ability to address these, and other risks described in this section and in its other continuous disclosure materials available on SEDAR and on the Company's website. If it does not successfully address these risks, its business may be significantly adversely affected.

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
Due to the nature of the Company's proprietary delivery system and the multiple barriers of entry, the Company has very few competitors in the nutraceutical and pharmaceutical industries in which the Company operates, the Company anticipates very little initial competition from large, well trenched industry competitors. As well, because of the early stage of the cannabis industry in which the Company will operate, the Company expects to have very limited competition from new entrants. To become and remain competitive, the Company will continue its research and development, marketing, sales and support. The Company does not currently have sufficient resources to finance all of the research and development, marketing and sales support efforts which may be required to gain significant market penetration in each of its vertical markets. The inability to remain competitive as the product lines mature could materially 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, where appropriate, 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 licensees that have obtained the requisite licenses with the appropriate regulatory authorities in the targeted jurisdictions to grow, store and sell cannabis products ("Licensees"). The failure of a Licensee 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 Licensees or granted to other prospective Licensees 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 involves 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 claim 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 assurance 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, patent applications 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. The company requires all customers, partners and organizations that receive any materials from the Company to sign a Material Transfer Agreement acknowledging the Intellectual property confidentiality, Company ownership and authorized usage 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 of the Company's 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 insurance coverage includes policies covering general liability, product liability, errors and omissions, marine cargo and property/machinery insurance.
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, considering 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.

Due to the number and size of claims against companies involved in the cannabis industry, a number of insurers providing directors and officers liability insurance ("D&O") have decided not to insure businesses operating in the Company's sector. On December 23, 2019, the Company's insurer gave notice that they would not renew the Company's D&O policy due to the fact the insurer is exiting the sector generally and the Company's policy expired on February 21 2020. The Company is working with its insurance broker to secure a new insurer; however, there is no assurance that the Company will be able to secure D&O coverage at a reasonable price.

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, 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, remedial action 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 formation, 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 its growth needs.

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.

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 company holding the stock of operating subsidiaries in other jurisdictions, 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 dividends and make other payments to the Company when needed, the Company August be unable to satisfy the Company's obligations when they arise.

Off Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 3 of the Consolidated Financial Statements for the year ended February 28, 2022.

Selected Financial Information
(For the years ended February 28, 2022, and 2021)

The following tables show selected financial information for the year ended and as at February 28, 2022 compared to the year ended and as at February 28, 2021. The selected financial information set out below may not be indicative of the Company's future performance. The information contained in each table should be read in conjunction with the Company's Consolidated Financial Statements and related notes.

Summary Information	As at February 28, 2022	As at February 28, 2021	As at February 28, 2020
(Expressed in thousands of Canadian dollars – audited)	$	Restated $	$
Current assets	614	798	413
Non-current assets	2,454	3,034	3,876
Total assets	3,068	3,832	4,289
Current liabilities	2,452	4,248	3,478
Non-current liabilities	364	674	959
Revenue	1,752	755	262
Net loss	8,506	1,755	(2,247)
Shareholders' equity (deficiency)	252	(1,090)	(148)

Discussion of Operations for the year ended February 28, 2022

During the year ended February 28, 2022 the Company reported a net comprehensive loss of $8,506,083 or $0.08 per share compared to a net comprehensive loss of $1,754,629 for the year ended February 28, 2021. The increase in the loss was primarily attributable to a write off of Goodwill of $4,084,842 had been recorded in the accounts representing the difference between the purchase price consideration and the net assets acquired.

Revenue and gross profit

The Company has one operating segment comprising production, distribution, research, and the provision of technical services for the delivery of oral thin film strips containing active ingredients.

The Company has three primary sources of revenue:

1) Sales of health and wellness products consisting of nutraceuticals and infused soaps;
2) Sales of oral thin film strips containing active ingredients under cannabis licensing
3) Revenue derived from licensing under service agreements (MSSA)

During the year ended February 28, 2022 the Company generated revenue of $1,751,916 and a gross profit of $1,344,797. The table below provides a break-down of revenue, costs and gross profit.

The following table sets out the revenue and costs for each segment:

	Year ended February 28, 2022			Year ended February 28, 2021		
	Revenue $	Cost of Sales $	Gross Profit $	Revenue $	Cost of Sales $	Gross Profit $
Nutraceuticals	18,295	18,042	253	52,444	33,236	19,208
Infused soaps	34,211	12,414	21,797	-	-	-
Health and wellness	**52,506**	**30,456**	**22,050**	**52,444**	**33,236**	**19,208**
White Label	917,179	306,691	610,488	208,114	22,115	185,999
Product Testing	58,925	50,975	7,950	-	-	-
White Label	**976,104**	**375,565**	**618,438**	**208,114**	**22,115**	**185,999**
MSSA contracts	692,549	-	692,549	492,396	-	492,396
Licensing and other	30,757	18,997	11,760	2,247	-	2,247
MSSA	**723,306**	**18,997**	**704,309**	**494,643**	**-**	**494,643**
Total	**1,751,916**	**407,119**	**1,344,797**	**755,201**	**55,351**	**699,850**

Customer Concentration:

Two customers comprised 99% of white label revenues during the year ended February 28, 2022 (February 28, 2021, one customer – 100%). The product testing revenue is a cost recovery for third party testing of the white label manufactured products completed to their release to the customer.

One customer comprised 100% of MSSA revenues during the year ended February 28, 2022 (2021 - two customers – 100%).

MSSA contract revenue for 2022 represents the amount of deferred revenue recognized for the termination of the Chemesis contract in May 2021. MSSA contract revenue for 2021 was restated to account for the contract fees received prior to the date of termination of the contracts which had been included in deferred revenue at February 29, 2020. There were no costs incurred in the termination of the contracts.

The sales of MapleX infused soaps commenced in October 2021, so there were no comparative sales in the prior year.

Expenses

Personnel costs of $1,589,575 were 100% higher than in fiscal year 2021. Fiscal year 2021 personnel costs were offset by CEWS grants of $359,153. IRAP grants received were applied to personnel costs amounting to $200,000 in each of the fiscal years. Management salary costs increased by $280,000 due to the addition of one executive employee and the reduction of salaries paid to management of $130,000 during the 2020 COVID period.

Stock based compensation on the vested portion of share options granted to directors, employees and consultants amounted to $1,533,122. There were no stock option-based compensation costs in 2021.

General and administrative - occupancy costs in FY2021 were lower due to qualifying rent relief programs during the 2020 COVID pandemic. The total rent relief amounted to $103,375. There was no corresponding rent relief in the fiscal year ended February 28, 2022.

General and administrative - investor relation charges increased to $292,105 (2021- $29,472) supporting investor awareness and communication.

R&D vaccine project costs increased by $274,000 due to the addition of consulting services $95,566, third party testing costs of $63,750 (2021 - $35,000) and materials and supplies of $143,660.

Professional fees of $435,019 consisted of legal fees incurred in connection with the amalgamation of Consolidated Craft Brands Inc. and general corporate services ($193,105) and audit and accounting services fees ($235,647)

Inventory provision of $136,421 (2021- $70,000) for stock with expiry dates within six months of the year end has been provided for in accordance with the Company's policy for recognizing the carrying value of inventory with expiry dates.

Depreciation of $765,807 (2021- $675,468) consists of depreciation of property and equipment of $477,311 and the right of use asset of $288,496.

The following Table provides a more detailed break-down of the Company's financial results for the year ended February 28, 2022 compared to the year ended February 28, 2021:

	Year ended, February 28, 2022	Year ended, February 28, 2021 - Restated
(expressed in thousands of Canadian dollars - audited)	**$**	**$**
Revenue	1,752	755
Cost of sales	407	55
Gross Profit	1,345	700
Operating Expenses		
Personnel	1,590	783
Stock-based compensation	1,533	-
General and administrative	668	246
Depreciation	766	676
Professional fees	435	312
Sales and marketing	160	162
Research and development	359	85
Inventory provision	136	70
Interest	133	143
Total operating expenses	**5,780**	**2,477**
(Loss) before other income (expenses)	**(4,435)**	**(1,777)**
Other Income (Loss) and (expenses):		
Impairment - goodwill	(4,085)	-
Foreign exchange gain (loss)	24	- 28
Other income	8	-
Net Income (Loss) before Comprehensive Loss	**(8,488)**	**(1,805)**

The comparative losses reflect the following:

1. Stock based compensation granted under the Company's stock option plan amounted to a non-cash charge of $1,533 (FY2021 - $nil)
2. A non-cash impairment charge of $4,085 for the write off of Goodwill was recorded in FY2022 (FY2021-$nil)
3. Sales included non-operating revenue of $692 from the recognition of the contract deposit arising from the termination of Management Strip Services agreements (MSSA), (FY2021-$492)
4. In FY2021 research & development expenditures were recovered by an IRAP grant of $200 (FY2022 - $nil)

Geographic Information: All of the Company's operations and assets are in Canada.

Summary of Quarterly Results

The following table provides a comparison of the results for each of the previous eight quarters:

(expressed in thousands of dollars)	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
	31-May 2020	31-Aug 2020	30-Nov 2020	28-Feb 2021	31-May 2021	31-Aug 2021	30-Nov 2021	28-Feb 2022
	$	$	$	$	$	$	$	$
	(note 1)	(note 1)	(note 2)	(note 3)	(note 3)	(notes 4)	(note 4)	(note 5)
Revenue:								
As originally reported	-	3	126	133	131	324	457	148
Revenue terminated contracts	-	-	-	493	692	-	-	-
As restated	3	3	126	626	823	324	457	148
Net Loss:								
As originally reported	(509)	(408)	(535)	(795)	129	(531)	(789)	(2,894)
Gain on termination of contracts	-	-	-	493	(493)	156	-	-
Impairment	(509)							(4,084)
As restated	(408)	(408)	(535)	(302)	(364)	(375)	(789)	(6,978)
Per share loss	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.04)

Notes

1. The COVID 19 pandemic resulted in the shutdown of operations on March 20, 2020 and a gradual return to full staff complement midway through Q2 of fiscal year 2021.
2. Health Canada product approvals were obtained by the Company and its customer enabling the production and sale of cannabis infused strips commencing in mid-October 2020.
3. Gain on termination of US contracts of $833,204 offset an operating loss of $766,407.
4. Gain on termination of the Canadian MSS contract of $154,812 reduced the operating loss of $694,491.
5. As a result of impairment testing performed at February 28, 2022, the Company determined an impairment loss of $4,084,842, representing the difference of the amount determined through Value in Use and the carrying value of the assets.

Liquidity and Capital Resources

As the Company is an early-stage company and has just started to generate revenue, the Company has financed its operations with equity and debt financing. The Company moved from start up to product manufacture and commercialization during the fourth quarter of the year ended February 28, 2021. As at February 28, 2022 he loss from operations and working capital deficiencies limits the Company's ability to fund its operations.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company.

The following table details the current assets and liabilities which comprise the work capital deficiency:

	$
Working capital breakdown:	
Cash and cash equivalents	34,442
Amounts receivable	71,897
Government receivables	110,883
Inventory	236,627
Prepaid expenses	160,366
Total current assets	614,215
Less:	
Accounts payable and accrued liabilities	(1,360,752)
Due to a related party	(259,000)
Loans payable	(500,000)
Deferred revenue	(23,344)
Current portion of lease liability	(309,364)
Total current liabilities	(2,452,460)
Working capital deficiency	**(1,838,245)**

For the year ended February 28 2022, the Company had an average monthly cash burn rate of approximately $320,000. (FY2021 - $190,000). During the three-month period ended November 30, 2022 the monthly cash burn rate was $233,000.

The Company is addressing its liquidity requirements as a vital component of its product development strategies. The Company requires access to sufficient financial resources to finance its vaccine program, its development of market awareness for its nutraceutical product lines and for managing its ongoing operations which are building a sustainable revenue stream through white label manufacturing. The Company has previously utilized private placement financing for serving its liquidity requirements. Subsequent to the fiscal year ended February 28, 2022 the Company has accessed short-term working capital debt financing to cover its operating costs. Prospectively the Company is looking to seek financing aligned with its three business verticals for selling or licensing its oral thin film delivery technology and products. The pharmaceutical vertical relationship has been initiated with Skycare Compounding

Skycare's co-development of OTF strips containing active pharmaceutical ingredients has enabled the Company to accelerate pharma product development utilizing its existing equipment and technical expertise with resulting cost control and minimized cost outlays. The products under development can be sold into the Canadian medical marketplace through Skycare providing a source of revenue for the Company with cost control. This strategy of leveraging it technology with strategic partners enables the Company to accelerate access to markets it could not enter without significant financing. The analysis of the Canadian market for the products under development indicate the need and size of the market can generate sufficient sales volumes in the early stages of the selling cycle to enable the Company to access its market acceptance and potential for further penetration and scale up of pharma-based products.

The Company has received significant international interest in its vaccine development programs. In May 2022 the Company was asked to participate a global program at the 6th UNECE International Public-Private Partnerships (PPP) Forum and was shortlisted as one of the top four finalists of the UNECE entries. The submission centered on equitable access to medicines, vaccines, and nutritional supplements, with a particular emphasis on childhood immunization, which is key to reducing infectious disease-related morbidity and mortality

in developing countries. The UNECE recognized the development of the Company's proprietary, temperature and humidity-stable, oral thin film technology, QuickStrip™ - which can be used for vaccines, pharmaceutical and nutraceutical products - and the Company's aim to widen access to health and wellness products across the world.

The health and wellness vertical is presently impacted by the in process renewal of its manufacturing import and site license for nutraceutical products. The licence is expected to be issued by Health Canada in the first quarter of fiscal year 2024. (March – May 2023), enabling the Company to focus on further development of the penetration of the Canadian marketplace initially through its existing customer channels. The marketing costs for supporting the health and wellness product lines in Canada are budgeted at $300,000 for the 2024 fiscal year. The expenditures are conditional on obtaining sufficient financing from external sources to support the marketing programs. The Company is currently exploring strategic relationships with Canadian enterprises which can mitigate the Company's outlay for marketing costs and provide expertise in the delivery of health and wellness products to the Canadian consumer market.

The Company has also entered into product development agreement with an international company with access to international markets for the delivery of products currently undergoing formulation development and market acceptance testing. A strategic agreement to provide OTF strips utilizing the requested active ingredients would include access to the necessary working capital to finance roll out of the program.

The Company's primary operating costs are personnel and occupancy both utilized in the White Label manufacturing vertical. The Company does not yet produce and sell sufficient quantities to attain a level of profitability required to support the licensing and costs structure for the cannabis product vertical. With the termination of the MSS agreements entered into in 2019, the Company focused in fiscal year 2022 with the development of the in house white label manufacturing alternative in order to prove the capability of the OTF manufacturing process developed by the Company. The success and sustainability of the OTF formulation and production processes evidenced by the quality of the products produced and sold, provide the Company with the capability of access liquidity for the business in three ways:

1) Further penetration of the white label market in Canada;
2) Entering into MSS agreements for the licence to use the Company's technology and equipment for international markets;
3) Monetization of the Canadian cannabis vertical through a strategic partnership or outright sale of the division to a Canadian licensed producer.

Each of these alternatives form part of the decision making regarding the Company's liquidity and access to financial resources in the 2024 fiscal year.

The Company is currently reliant on short term financing with maturities occurring in fiscal year 2024. There is no assurance that the loans can be rolled over. The Company may be unable to meet its obligations to repay all or some portion of the loans without replacement financing. Access to capital markets is required by the Company during fiscal 2024 in order to provide the Company with sufficient financing alternatives.

The Company has unexercised warrants outstanding of 16,813,837 as at February 28 2023. On March 19, 2023 15,884,681 will expire. Accordingly, the warrants previously issued in relation to private placement financing and as part of the consideration for the acquisition of CCB are no longer a potential source of capital for the Company on resumption of trading.

Compensation of key management personnel

Key management personnel includes having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. Key management personnel comprise the directors, executive and non-executive and officers.

This table represents the total value of compensation provided to four executives (three in fiscal year 2021):

	Year ended February 28, 2022		Year ended February 28, 2021	
Officers	**Salaries $**	**Stock-based compensation $**	**Salaries $**	**Stock-based compensation $**
Mark Upsdell, for his services as Chief Executive Officer	150,000	61,572	100,440	-
Thomas Bryson, for his services as President,	150,000	175,238	-	-
Jason Lewis, for his services as Senior Vice President, Business Development	150,000	61,572	90,331	-
Doug Hyland, for his services as Interim CFO	150,000	175,238	130,681	-
	600,000	473,620	321,452	-
Directors				
Peter Thilo-Hasler	-	138,295	-	-

Changes in key management personnel

Date	Change
March 19, 2022	Thomas Bryson's employment contract with the Company ended on March 19, 2022 and was not renewed.
March 19, 2021	Thomas Bryson was appointed President of Rapid Dose Therapeutics Corp.
August 13, 2020	Peter Thilo Hasler was appointed as a director.
August 29, 2020	Ken Fox resigned as a director.
February 28, 2020	Doug Hyland was named interim Chief Financial Officer ("CFO") to hold the position until such time as a replacement CFO was appointed.
February 20, 2020	Donald Sheldon resigned as a director and Miles Nagamatsu resigned as Chief Financial Officer.

Advisory Board

There were two appointments to the Company's Advisory Board in the 4th quarter of fiscal year 2022.

Dr. Rick Tytus

Dr. Tytus is an Associate Clinical Professor in the Department of Family Medicine at McMaster University and co-founder of Banty, a virtual medical video platform. He has a proven track record working with innovative approaches that enhance a patient's interaction with health care providers. Dr. Tytus is the Chair for District Four of the Ontario Medical Association (OMA) and an active member of the National Virtual Care Task Force. Previously, Dr. Tytus served on the Board for the OMA, is Past-Chair of OntarioMD, and Past President of the Hamilton Academy of Medicine. Dr Tytus is a well-respected member of the medical community a leader in medical education.

Dr. Glogauer

Dr. Glogauer is the Dentist in Chief at the University Health Network and Princess Margaret Cancer Centre and a Full Professor in the Faculty of Dentistry at the University of Toronto. His keen interest in research makes Dr. Glogauer the ideal Scientific Director at the Centre for Advanced Dental Research and Care at Mt. Sinai Hospital and the Chief Scientific Officer and Founder of Ostia Sciences Inc.

The Advisory Board has been constituted to provide guidance to management and the Board of Directors regarding strategic initiatives relating to the development of the Company's intellectual properties. Advisory Board members are eligible for Share Purchase Options granted pursuant to the Company's Stock Option Plan.

On December 15, 2021, 250,000 share purchase options were issued at $0.55 per share vesting semi-annually over two years and expiring on December 15, 2026.

On January 5, 2022 200,000 share purchase options were issued at $0.51 per share vesting semi-annually over two years and expiring on January 5, 2027.

Transactions with related parties

Due to a related party represents advances from Mark Upsdell, the CEO and director of The Company. The advances are secured by Promissory Notes with interest and maturity dates as follows:

	$
Promissory note, Interest at 12%, payable monthly, due March 1, 2023	150,000
Promissory note, non-interest bearing, due April 1 2023	109,000
Promissory note, Interest at 12%, payable monthly, due April 1, 2023	163,000
Promissory note, non-interest bearing, due April 1, 2023	90,000
	$ 512,000

No interest was paid on the advances during the year ended February 28, 2022. No interest has been paid on the advances to the end of the third quarter, November 30, 2022.

Audit Committee

The Audit Committee has a formal charter, the text of which is attached as Appendix A to this MD&A. The Audit Committee charter sets out the mandate and responsibilities of the Audit Committee after careful consideration of National Instrument 52-101: *Audit Committees* ("NI 52-110").

Composition of the Audit Committee

The Company is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not executive officers, employees or control persons of the Company or of an affiliate of the Company. The three existing members of the Audit Committee are Mark Upsdell, Peter Thilo Hasler and John McKimm, none of whom is an executive officer, employee or control person of the Company or its affiliates, other than Mark Upsdell who is the President and CEO of the Company. The Chair of the Audit Committee is Peter Thilo Hasler.

Each of Peter Thilo Hasler and John McKimm is considered independent pursuant to 52-110. Mark Upsdell is not independent because he is the President and CEO of the Company.

Education and Relevant Experience

All three Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered "financially literate".

Each Audit Committee member is a person with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

The following sets out the education and experience of each Audit Committee member relevant to the performance of his duties as a member of the Audit Committee:

Mark Upsdell

Mr. Upsdell has over 25 years of experience in management, sales and strategic planning. Mr. Upsdell has been the CEO of RDT since May 3, 2017. Prior to that, Mr. Upsdell was Director, Global Strategy and Planning of Cisco Systems, Inc. from 2011 to April 2017. Mr. Upsdell has a diploma in Business Administration from Conestoga College and a M.Sc. in Computer Science from McMaster University.

Peter Thilo Hasler

Mr. Hasler has been an equity analyst for over 25 years. Mr. Hasler is the founder and analyst of Sphene Capital GmbH, which offers high-quality equity and bond research to selected companies. In 2015, he founded Sphaia advisory GmbH, which offers corporate finance and communications services to small- and medium-sized companies. Mr. Hasler is a member of the board and lecturer of the DVFA and lecturer with several Munich universities on company valuation and financing. Mr. Hasler holds the Certified Financial Analyst designation in Germany and has a Master of Arts Economics from the University of Passau.

John McKimm

Mr. McKimm is currently the Chief Executive Officer of Smart Employee Benefits Inc. (formerly TSXV: SEB) and has over 35 years of experience serving as a director and an officer of many public and private companies, where he has provided operations, investment banking, and corporate finance expertise. Mr. McKimm is also currently a director of Cansortium Inc. (CSE: TIUM) and a member of its audit committee. Mr. McKimm holds a Bachelor of Business Administration from the University of New Brunswick and graduated from the University of Western Ontario with a Master of Business Administration and a Bachelor of Laws. Mr. McKimm also holds a number of investment industry certifications and designations.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not refused to adopt a recommendation of the Audit Committee with respect to the nomination or compensation of the external auditors.

Reliance on Certain Exemptions

As the Company is a "venture issuer" as defined in NI 52-110, the Company is relying on the exemption set out in Section 6.1 of NI 52-110 which exempts venture issuers from the requirements of Part 3 (*Composition of the Audit Committee)* and Part 5 (*Reporting Obligations*). At no time since the commencement of its most recently completed financial year ended February 28, 2023, has RDT relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Section 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*), Section 6.1.1(5) of NI 52-110 (*Events Outside Control of Members*) or Section 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignations*). However, prior to the resignation of Jason Lewis as a director and member of the Audit Committee on April 14, 2023 and the corresponding appointment of John McKimm as a director on April 14, 2023 to fill the vacancy on the Board and the Audit Committee, the Company was in technical breach of the composition requirements for an audit committee of a venture issuer as a result of having two members of the Audit Committee that were executive officers or employees of the Company.

The Company has not relied on an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee studies each situation on a case-by-case basis.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by MNP LLP, Chartered Professional Accountants, to the Company to ensure auditor independence. The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ended	Audit Fees[1]	Audit Related Fees[2]	Tax Fees[3]	All Other Fees[4]	Total
February 28, 2021	$108,500	Nil	Nil	Nil	$108,500
February 28, 2022	$180,000	Nil	Nil	Nil	$180,000

Notes:

(1) Audit fees represent the aggregate fees billed for audit fees.
(2) Audit related fees represents the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of RDT's financial statements and are not reported under "Audit Fees".
(3) Tax fees represent the aggregate fees billed for professional services for tax compliance, tax advice, and tax planning.
(4) All other fees represent the aggregate fees billed for products and services other than the services reported under the other columns of this chart.

Statement of Corporate Governance

National Instrument 58-101: *Disclosure of Corporate Governance Practices* ("NI 58-101") requires the Company to disclose, on an annual basis, its approach to corporate governance with reference to the governance guidelines provided in National Policy 58-201: *Corporate Governance Guidelines* ("NP 58- 201").

The Company has reviewed its corporate governance practices under the guidelines contained in NP 58- 201. The Company's practices comply generally with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current state of development and therefore the Company's governance practices do not reflect these particular guidelines. Set out below is a description of the Company's corporate governance practices as required to be disclosed by NI 58-101.

Board of Directors

As of the date of this MD&A, the Board is comprised of three directors. Each of Peter Thilo Hasler and John McKimm is an independent director of the Company within the meaning of NI 58-101. Mark Upsdell is not independent by virtue of being the Chief Executive Officer of RDT.

Directorships

None of the directors is currently a director of any other issuers that are reporting issuers (or the equivalent) in a jurisdiction in Canada or abroad, other than John McKimm who is a director of Cansortium Inc. (CSE: TIUM).

Orientation and Continuing Education

Changes to the Board are infrequent so there is no need for a formal orientation program for directors. The Board does not provide formal continuing education for directors. Directors of RDT maintain the skill and knowledge necessary to meet their obligations as directors through a combination of their existing education, experience as businesspersons and managers, professional continuing education requirements, service as directors of other issuers and advice from RDT's legal counsel, auditor and other advisers.

The Company does not offer a formal orientation and education program for new directors. The new directors familiarize themselves with the Company by speaking to other directors and by reading documents provided by the executive officers.

Ethical Business Conduct

RDT is in its formative and development stages, the Board has not yet adopted a written code of business conduct and ethics for its directors, officers and employees. The Board believes that the skill and knowledge of the Board members and advice from counsel ensure that the directors of RDT exercise good judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

Directors and officers of RDT are expected to disclose dealings in the industry in which RDT operates. They are also subject to the general obligation under corporate law to declare and fully disclose any conflict of interest, refrain from participating in any discussion and not vote on any material contract or transaction with RDT in which the applicable director or officer has an interest. Accordingly, any such related party contract or transaction would require approval of the directors who are independent of the contract or transaction or, if there is no director who is independent of the contract or transaction, shareholder approval or ratification.

The Board monitors the ethical conduct of the Company and its management and ensures that it complies with applicable legal and regulatory requirements. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

RDT does not have a formal process or committee for proposing new nominees to the Board.

Compensation

Given RDT's current size and stage of development, its Board has not appointed a compensation committee and, accordingly, its Board as a whole is responsible for determining the compensation (including long-term incentives in the form of stock options) to be granted to RDT's executive officers (including the chief executive officer) and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. Management directors are required to abstain from voting in respect of their own compensation thereby providing any independent members of the Board with considerable input as to executive compensation.

The Board relies on the knowledge and experience of its members to set appropriate levels of compensation for executive officers. Neither the Company nor the Board currently has any contractual arrangement with any executive compensation consultant. The Board reviews and makes determinations with respect to executive officer compensation on an *ad hoc* basis. When determining executive officers' compensation, the Board reviews the performance of executive officers based on their achievements during the preceding year.

The Board uses all the data available to it to ensure that the Company is maintaining a level of compensation that is both commensurate with the size of the Company and sufficient to retain key personnel. In reviewing comparative data, the Board does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of companies. In the Board's view, external data provides insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. External data is considered, along with an assessment of individual performance and experience, the Company's business strategy, and general economic considerations.

Other Board Committees

With the exception of the Audit Committee, the Board has no other standing committees.

Assessments

The Board has responsibility for assessing the effectiveness of the Board as a whole, and the contribution of individual directors. Due to the small size of the Board, no formal process is in place. Shareholders have the ultimate authority to determine whether to re-elect the current directors or to elect one or more replacement directors.

The directors, the Board and its committees are assessed on an ongoing basis by reviewing their respective attendance and performance. The Board expects to establish a formal assessment process in the future.

The directors, the Board and its committees are assessed on an ongoing basis by reviewing their respective attendance and performance. The Board expects to establish a formal assessment process in the future.

Financial Instruments and Other Instruments

The Company's financial instruments at February 28, 2022 are as follows:

	Level 1	Level 2	Level 3
Financial assets	$	$	$
Cash and cash equivalents	34,442		
Amounts receivable		182,780	
	34,442	182,780	-
Financial liabilities			
Accounts payable and accrued liabilities		1,360,752	
Due to a related party		259,000	
Loans payable		500,000	
Lease liability		673,550	
	-	2,793,302	-

Capital stock

Summary of Outstanding share data as of March 8, 2023

Authorized:	An unlimited number of common shares without par value
Issued and Outstanding:	103,068,110 common shares
Options:	9,346,000
Warrants:	16,813,837

On behalf of the Board of Board of Directors, thank you for your continued support:

"Mark Upsdell"

Mark Upsdell, CEO

APPENDIX A: AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

NAME

There shall be a committee of the board of directors (the "**Board**") of Rapid Dose Therapeutics Corp. (the "**Corporation**") known as the Audit Committee.

PURPOSE OF AUDIT COMMITTEE

The Audit Committee has been established to assist the Board in fulfilling its oversight responsibilities with respect to the following principal areas:

(a) the Corporation's external audit function; including the qualifications, independence, appointment and oversight of the work of the external auditors;

(b) the Corporation's accounting and financial reporting requirements;

(c) the Corporation's reporting of financial information to the public;

(d) the Corporation's compliance with law and regulatory requirements;

(e) the Corporation's risks and risk management policies;

(f) the Corporation's system of internal controls and management information systems; and

(g) such other functions as are delegated to it by the Board.

Specifically, with respect to the Corporation's external audit function, the Audit Committee assists the Board in fulfilling its oversight responsibilities relating to: the quality and integrity of the Corporation's financial statements; the independent auditors' qualifications; and the performance of the Corporation's independent auditors.

MEMBERSHIP

The Audit Committee shall consist of as many members as the Board shall determine but, in any event not fewer than three directors appointed by the Board. Each member of the Audit Committee shall continue to be a member until a successor is appointed, unless the member resigns, is removed or ceases to be a director of the Corporation. The Board may fill a vacancy that occurs in the Audit Committee at any time.

CHAIR AND SECRETARY

The Chair of the Audit Committee shall be designated by the Board. If the Chair is not present at a meeting of the Audit Committee, the members of the Audit Committee may designate an interim Chair for the meeting by majority vote of the members present. The Secretary of the Audit Committee shall be such member of the Audit Committee as may be designate by majority vote of the Audit Committee from time to time, provided that if the Secretary is not present, the Chair of the meeting may appoint a secretary for the meeting with the consent of the Audit Committee members who are present. A member of the Audit Committee may be designated as the liaison member to report on the deliberations of the Audit Committees of affiliated companies (if applicable).

MEETINGS

The Chair of the Audit Committee, in consultation with the Audit Committee members, shall determine the schedule and frequency of the Audit Committee meetings provided that the Audit Committee will meet at least four times in each fiscal year and at least once in every fiscal quarter. The Audit Committee shall have the authority to convene additional meetings as circumstances require.

Notice of every meeting shall be given to the external and internal auditors of the Corporation, and meetings shall be convened whenever requested by the external auditors or any member of the Audit Committee in accordance with applicable law. The Audit Committee shall meet separately and periodically with management, legal counsel and the external auditors. The Audit Committee shall meet separately with the external auditors at every meeting of the Audit Committee at which external auditors are present.

MEETING AGENDAS

Agendas for meetings of the Audit Committee shall be developed by the Chair of the Audit Committee in consultation with the management and the corporate secretary and shall be circulated to Audit Committee members as far in advance of each Audit Committee meeting as is reasonable.

RESOURCES AND AUTHORITY

The Audit Committee shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of the Board or management.

The Audit Committee shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities and has direct access to and the authority to other officers and employees of the Corporation.

The members of the Audit Committee shall have the right for the purpose of performing their duties to inspect all the books and records of the Corporation and its subsidiaries and to discuss such accounts and records and any matters relating to the financial position, risk management and internal controls of the Corporation with the officers and external and internal auditors of the Corporation and its subsidiaries. Any member of the Audit Committee may require the external or internal auditors to attend any or every meeting of the Audit Committee.

RESPONSIBILITIES

The Corporation's management is responsible for preparing the Corporation's financial statements and the external auditors are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of those activities by the Corporation's management and external auditors and overseeing the activities of the internal auditors.

The specific responsibilities of the Audit Committee shall include those listed below. The enumerated responsibilities are not meant to restrict the Audit Committee from examining any matters related to its purpose.

Financial Reporting Process and Financial Statements

The Audit Committee shall:

(a) in consultation with the external auditors and the internal auditors, review the integrity of the Corporation's financial reporting process, both internal and external, and any major issues as to the adequacy of the internal controls and any special audit steps adopted in light of material control deficiencies;

(b) review all material transactions and material contracts entered into between (i) the Corporation or any subsidiary of the Corporation, and (ii) any subsidiary, director, officer, insider or related party of the Corporation, other than transactions in the ordinary course of business;

(c) review and discuss with management and the external auditors: (i) the preparation of Corporation's annual audited consolidated financial statements and its interim unaudited consolidated financial statements; (ii) whether the financial statements present fairly (in accordance with Canadian generally accepted accounting principles) in all material respects the financial condition, results of operations and cash flows of the Corporation as of and for the periods presented; (iii) any matters required to be discussed with the external auditors according to Canadian generally accepted auditing standards; (iv) an annual report by the external auditors describing: (A) all critical accounting policies and practices used information within generally accepted accounting principles that have been discussed with management of the Corporation, including the ramifications of the use such alternative treatments and disclosures and the treatment preferred by the external auditors; and (C) other material written communications between the external auditors and management;

(d) following completion of the annual audit, review with each of: (i) management; (ii) the external auditors; and (iii) the internal auditors, any significant issues, concerns or difficulties encountered during the course of the audit;

(e) resolve disagreements between management and the external auditors regarding financial reporting;

(f) review the financial statements, management discussion and analysis and annual and interim press releases prior to public disclosure of this information; and

(g) review and be satisfied that adequate procedures are in place for the review of the public disclosure of financial information by the Corporation extracted or derived from the Corporation's financial statements, other than the disclosure referred to in (f), and periodically assess the adequacy of those procedures.

External Auditors

The Audit Committee shall:

(a) require the external auditors to report directly to the Audit Committee;

(b) recommend to the Board the external auditors to be nominated for approval by the shareholders and the compensation of the external auditor;

(c) be directly responsible for the selection, nomination, compensation, retention, termination and oversight of the work of the Corporation's external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;

(d) approve all audit engagements and must pre-approve the provision by the external auditors of all non-audit services, including fees and terms for all audit engagements and non-audit engagements, and in such regard the Audit Committee may establish the types of non-audit services the external auditors shall be prohibited from providing and shall establish the types of audit, audit related and non-audit services for which the Audit Committee will retain the external auditors. The Audit Committee may delegate to one or more of its members the authority to pre-approve non-audit services, provided that any such delegated pre-approval shall be exercised in accordance with the types of particular non-audit services authorized by the Audit Committee to be provided by the external auditor and the exercise of such delegated pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting following such pre-approval;

(e) review and approve the Corporation's policies for the hiring of partners and employees and former partners and employees of the external auditors;

(f) consider, assess and report to the Board with regard to the independence and performance of the external auditors; and

(g) request and review the audit plan of the external auditors as well as a report by the external auditors to be submitted at least annually regarding: (i) the external auditing firm's internal quality-control procedures; (ii) any material issues raised by the external auditor's own most recent internal quality-control review or peer review of the auditing firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

Accounting Systems and Internal Controls

The Audit Committee shall:

(a) oversee management's design and implementation of and reporting on internal controls. The Audit Committee shall also receive and review reports from management, the internal auditors and the external auditors on an annual basis with regard to the reliability and effective operation of the Corporation's accounting system and internal controls; and

(b) review annually the activities, organization and qualifications of the internal auditors and discuss with the external auditors the responsibilities, budget and staffing of the internal audit function.

Legal and Regulatory Requirements

The Audit Committee shall:

(a) receive and review timely analysis by management of significant issues relating to public disclosure and reporting;

(b) review, prior to finalization, periodic public disclosure documents containing financial information, including the Management's Discussion and Analysis and Annual Information Form, if required;

(c) prepare the report of the Audit Committee required to be included in the Corporation's periodic filings;

(d) review with the Corporation's counsel legal compliance matters, significant litigation and other legal matters that could have a significant impact on the Corporation's financial statements; and

(e) assist the Board in the oversight of compliance with legal and regulatory requirements and review with legal counsel the adequacy and effectiveness of the Corporation's procedures to ensure compliance with legal and regulatory responsibilities.

Additional Responsibilities

The Audit Committee shall:

(a) discuss policies with the external auditor, internal auditor and management with respect to risk assessment and risk management;

(b) establish procedures and policies for the following

(i) the receipt, retention, treatment and resolution of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

(ii) the confidential, anonymous submission by directors or employees of the Corporation of concerns regarding questionable accounting or auditing matters;

(c) prepare and review with the Board an annual performance evaluation of the Audit Committee;

(d) report regularly to the Board, including with regard to matters such as the quality or integrity of the Corporation's financial statements, compliance with legal or regulatory requirements, the performance of the internal audit function, and the performance and independence of the external auditors; and

(e) review and reassess the adequacy of the Audit Committee's Charter on an annual basis.

Limitation on the Oversight Role of the Audit Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the Audit Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the information provided to the Corporation by such persons or organizations.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles in Canada and applicable rules and regulations. These are the responsibility of management and the external auditors.