CRAFTPORT CANNABIS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three and nine months ended September 30, 2022

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") of Craftport Cannabis Corp. ("Craftport Cannabis" or the "Company") provides a discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in the financial condition and results of operations of the Company as at and for the three and nine months ended September 30, 2022 and 2021. The MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements and notes thereto ("interim consolidated financial statements") of the Company as at and for the three and nine months ended September 30, 2022 and 2021, and the audited consolidated financial statements and notes thereto for the years ended December 31, 2021 and 2020.

These interim consolidated financial statements include the financial statements of the Company and its subsidiaries. The financial statements of subsidiaries are included in the interim consolidated financial statements from the date that control commences until the date that control ceases. All inter-company balances and transactions have been eliminated in preparing the interim consolidated financial statements.

Entity	Ownership	Basis of accounting
Potanicals Green Growers Inc.	100%	Consolidated
1139000 B.C. Ltd. ("1139")	51%(1)	Consolidated
1161750 B.C. Ltd. ("1161")	51%(2)	Consolidated
Canada Bond Biotechnology Co., Ltd ("Canada Bond")	65%(3)	Consolidated

(1) Acquired 25% of its initial interest on December 6, 2019 and an additional 26% interest on August 31, 2020. The Company began consolidating 1139 and its subsidiary, 1161, on August 31, 2020.
(2) Owned through 1139000 B.C. Ltd.
(3) Canada Bond was incorporated on August 13, 2020 under the British Columbia Business Corporation Act.

The interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts included in this MD&A are in Canadian dollars, except where otherwise specified and on a per unit basis.

The Company operates at the following locations:

Head office:	4715 Paradise Valley Dr, Peachland, BC V0H 1X3
Registered and Records office:	550 Burrard Street, Suite 2900, Vancouver, BC V6C 0A3
Production facilities:	4715 Paradise Valley Dr, Peachland, BC V0H 1X3 13460 Rippington Road, Pitt Meadows, BC V3Y 1Z1

This MD&A has been prepared as of November 24, 2022.

LEGAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This MD&A may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect Company management's expectations or beliefs regarding future events and include, but are not limited to, the Company and its operations, its projections or estimates about its future business operations, its planned expansion activities, the adequacy of its financial resources, and future economic performance. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to, the factors discussed in the section "Risk Factors" as well as those factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis of those statements, all of which are filed and available for review under the Company's profile on SEDAR at www.sedar.com and the CSE website at www.thecse.ca. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. Readers are advised to consider such forward-looking statements considering the risks set forth in the Risks section of this MD&A. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

BUSINESS OVERVIEW

The Company was incorporated under the Business Corporation Act of Alberta on November 23, 2009. On November 2, 2017, the Company acquired Potanicals Green Growers Inc. ("Potanicals") through a reverse acquisition transaction.

On October 29, 2021, the Company's name changed from Benchmark Botanics Inc. to Craftport Cannabis Corp. Associated with this name change, the Company's ticker symbol on the Canadian Securities Exchange changed, effective November 1, 2021, from BBT to CFT.

The Company's principal business is the production of cannabis licensed under the Cannabis Act (Canada) and its relevant regulations (the "Cannabis Act") which came into force on October 17, 2018. All of the Company's cannabis licenses are held by its wholly owned subsidiary, Potanicals. At the beginning of 2021, Potanicals held cannabis licenses at 3 sites:

1) Peachland, BC (site owned by Potanicals)
2) Pitt Meadows, BC (site owned by 1139)
3) Pitt Meadows, BC (site owned by Yatai & BBT Biotech Ltd).

As at the date of this MD&A, Potanicals holds cannabis licenses only at the Peachland site.

<u>Peachland Site</u>

The Peachland site is located at 4715 Paradise Valley Drive, Peachland, BC. It includes a 12,700 square foot production and processing facility situated on 20 acres of land. Historically, the Company used the Peachland site as a cultivation facility to cultivate and harvest cannabis, and then package and sell the cannabis. In 2021, following the resignation of the Company's former President and former CEO, the Company completed an assessment of its operations and evaluated its strategic options in the context of the Canadian cannabis industry. Based on this review, the Company determined that it was in its best interest to focus on the Canadian premium craft cannabis recreational market by utilizing an asset-light model based from the Peachland site. The asset-light model entails purchasing premium craft cannabis from other licensed Canadian cannabis producers and packaging the product in Peachland. The product is to be sold under the brand name Craftport Cannabis. As a result of pivoting to the asset-light model, the Company closed all cultivation activities in Peachland, and purchased and installed two highly automated pieces of equipment – a pre-roll machine, and a nitrogen tin-can packaging machine. By moving to the asset-light model, the Company is expecting to leverage the capacity of the automated machinery in order to achieve significantly more scale than it could by cultivating and packaging its own product in Peachland.

In addition, in an effort to reduce operating expenses, the Company eliminated its head-office lease in Metro Vancouver and moved its corporate office to Peachland.

<u>Pitt Meadows Site - 1139</u>

On August 30, 2018, the Company entered into an Earn-in and Shareholders' Agreement to acquire and develop a four-acre greenhouse facility (the "Pitt Meadows Greenhouse Operation") into a licensed cannabis cultivation operation. Located on a 5-acre property, the Pitt Meadows Greenhouse Operation was expected to have a total of 174,240 sq. ft of production capacity when fully operational.

As discussed in the section above related to the Peachland Site, based on evaluating its strategic options, the Company made the decision to pivot to an asset-light business model. Given this decision, the Pitt Meadows Greenhouse Operation no longer fit within the Company's new business model. As a result, the Company started to take various measures associated with the Pitt Meadows Greenhouse Operation, including:

- Effective January 3, 2022, a multiple listing contract was executed to list the Pitt Meadows Greenhouse Operation for sale. As of the date of this MD&A, the facility is still listed for sale.

- Revocation of Health Canada License – Potanicals submitted a notice of cessation of activities, and requested revocation of its Health Canada cannabis license for the Pitt Meadows Greenhouse Operation. As of March 31, 2022, Health Canada approved the revocation request, resulting in the license at the Pitt Meadows Greenhouse Operation being revoked effectively.

<u>Pitt Meadows Site – Yatai & BBT Biotech Ltd.</u>

On May 27, 2019, the Company and Yatai Pharmaceutical Co., Ltd. ("Zhejiang Yatai"), an unrelated third party, signed a definitive investment cooperation agreement (the "Cooperation Agreement"), whereby the parties agreed to set up a new joint venture company in Canada named YATAI & BBT Biotech Ltd. ("Yatai BBT") located at 14021 Rippington Road, Pitt Meadows, BC. The Yatai BBT site received a cultivation license, effective August 7, 2020, from Health Canada.

As there were no cultivation activities at the Yatai BBT site since the receipt of Health Canada's cultivation license in August 2020, Potanicals submitted a notice of cessation of activities, and requested revocation of its Health Canada cannabis license for the Yatai BBT site. Health Canada approved the revocation request, resulting in the license at the Yatai BBT site being revoked effective as of March 31, 2022.

As of the date of this MD&A, the Company has not recognized an investment in Yatai BBT.

CORPORATE UPDATE

On April 13, 2022, the Company entered into a loan agreement with an arm's-length company with an aggregate principal amount of $1.99 million, previously received by the Company between August 2020 and December 2021 and recorded as debentures. Under the terms of this loan agreement, the maturity date has been set at December 31, 2023, the loan is repayable in full on the maturity date, and the loan bears interest at a rate of 10% per annum in respect of each advance under the loan, calculated from the date of each such advance and payable on the maturity date. As security for the payment of the Company's obligations under the loan agreement, the Company has, concurrently with the loan agreement, granted the lender a general security agreement; a guarantee from Potanicals; security interest in all personal property of the Company; and a mortgage by Potanicals in the principal amount of $1.99 million, together with an assignment of rents of the lands located at the Company's Peachland property.

On May 27, 2022, the Company closed a non-brokered private placement offering of 18,750,000 common shares at a price of $0.08 per common share for gross proceeds of $1.5 million. Proceeds of the offering were received in advance of closing and used by the Company for general working capital purposes. The common shares issued pursuant to the offering are subject to resale restrictions for a period of four months and a day expiring on September 28, 2022.

On June 22, 2022, the Company entered into a loan agreement with an arm's-length company with an aggregate principal amount of $1.45 million, previously received by the Company between January 1, 2021 and December 2021 and recorded as debentures. Under the terms of this loan agreement, the maturity date has been set at December 31, 2023, the loan is repayable in full on the maturity date, and the loan bears interest at a rate of 10% per annum in respect of each advance under the loan, calculated from the date of each such advance and payable on the maturity date. As security for the payment of the Company's obligations under the loan agreement, the Company has, concurrently with the loan agreement, granted the lender a general security agreement; a guarantee from Potanicals; security interest in all personal property of the Company; and a second mortgage by Potanicals in the principal amount of $1.45 million, together with an assignment of rents of the lands located at the Company's Peachland property.

On July 6, 2022, the Company announced that Mr. Feng Lu has been appointed as the Chief Executive Officer and Director of the Company. Mr. Lu replaces Michael Cosic as the Company's CEO and will fill the vacancy created from the resignation of Mr. Cosic as a director of the Company. Further, Mr. Cosic has also resigned as the sole director and President of Potanicals Green Growers Inc. ("PGG"), a wholly-owned subsidiary of the Company. Yuan Gao has been appointed as director of PGG.

On July 19, 2022, the Company closed a non-brokered private placement offering of 18,750,000 common shares at a price of $0.08 per common share for gross proceeds of $1.5 million. The Company initially announced the Offering in a press release on May 27, 2022. Net proceeds of the Offering are expected to be used by the Company for general working capital purposes. The Common Shares of the Company issued pursuant to the Offering are subject to resale restrictions for a period of four months and a day expiring on November 19, 2022. No finders' fees have been or will be paid in connection with the Offering.

Restrictions on Business Activities in the United States

The Company currently does not engage in or invest in any commercial activities related to the cultivation, distribution or possession of cannabis in the U.S.

Summary of Quarterly Results

The following table presents selected financial information from continuing operations for the most recent eight quarters:

	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020
	30- Sep	**30-Jun**	**31-Mar**	**31-Dec**	**30-Sep**	**30-Jun**	**31-Mar**	**31-Dec**
Revenue	131,509	47,501	(18,383)	63,900	443,276	301,392	536,587	401,288
Net loss	(829,929)	(942,614)	(966,650)	(7,684,295)	(835,966)	(4,395,140)	(933,916)	(12,578,770)
Net income (loss) attributable to shareholders of the Company	(738,906)	(841,099)	(846,648)	(5,914,711)	(734,166)	(2,673,007)	(739,849)	(8,435,941)
Loss per share - basic and diluted	(0.015)	(0.033)	(0.047)	(0.377)	(0.041)	(0.216)	(0.046)	(0.618)
Weighted average number of shares - Basic	55,362,311	28,538,506	20,361,202	20,361,202	20,361,202	20,361,202	20,361,202	20,361,202

Financial Results – Highlights for the three months ended September 30, 2022

- Net loss for the three months ended September 30, 2022 was $829,929, compared to a net loss of $835,966 for the three months ended September 30, 2021.

- At September 30, 2022, the Company had negative working capital of $5,165,302 (December 31, 2021 - negative working capital of $9,436,295).

RESULTS OF OPERATIONS

The following table sets forth interim consolidated statements of operations, which is expressed in Canadian dollars, except share and per share amounts, for the indicated periods.

	Three-Month Period Ended (Unaudited)		**Nine-Month Period Ended (Unaudited)**	
	9/30/2022	9/30/2021	**9/30/2022**	9/30/2021
Revenue	**131,509**	443,276	**160,627**	1,281,255
Gross profit before fair value impacts in cost of sales	**1,342**	67,996	**(60,755)**	244,794
Gross profit	**(103,340)**	70,143	**(165,437)**	259,103
Gross margin	**1.02%**	15.34%	**-37.82%**	19.11%
Operating expenses	**537,012**	753,868	**1,993,274**	2,470,839
Loss from operations	**(640,352)**	(683,725)	**(2,158,711)**	(2,211,736)
Other expenses	**(189,577)**	(152,241)	**(580,482)**	(3,953,286)
Net loss	**(829,929)**	(835,966)	**(2,739,193)**	(6,165,022)
EBITDA	**(595,189)**	(562,758)	**(2,024,288)**	(5,215,447)
Loss per share				
Basic	**(0.015)**	(0.041)	**(0.078)**	(0.303)
Weighted average number of shares				
Basic	**55,362,311**	20,361,202	**34,967,557**	20,361,202

Revenue

	Three-Month Period Ended (Unaudited)		Nine-Month Period Ended (Unaudited)	
	9/30/2022	9/30/2021	9/30/2022	9/30/2021
Revenue	131,509	443,276	160,627	1,281,255
Excise taxes	18,016	125,403	24,494	323,558
Net revenue	113,493	317,873	136,133	957,697

Total revenue for the three months ended September 30, 2022 was $131,509 (2021 - $443,276) from retail sales for the adult-use market in Canada. The total quantity of cannabis sold during the three months ended September 30, 2022 was 20,586 grams (2021 – 106,890 grams).

Total revenue for the nine months ended September 30, 2022 was $29,118 (2021 - $837,979) from retail sales for the adult-use market in Canada. The total quantity of cannabis sold during the nine months ended September 30, 2022 was 38,523 grams (2021 – 285,148 grams).

The decrease in sales volume reflects the Company's decision to pivot to a new business model later last year. As such, Q1 2022 revenue primarily was generated by selling inventory from previous harvests and purchases. The Company started to generate revenue under the new business model from Q2 2022. The decrease in sales volume during the three and nine months ended September 30, 2022 was also caused by a price adjustment of $nil and $(69,287), respectively, from previous sales.

The Company currently can sell its recreational products in the provinces of Alberta, British Columbia, Manitoba, New Brunswick, North Territories and Saskatchewan.

Cost of Sales

During the nine months ended September 30, 2022, inventory costs expensed to cost of sales under new business model consists of purchase dried cannabis cost, packaging, and freight costs.

During the nine months ended September 30, 2021, inventory production costs expensed to cost of sales consists of two main categories two main categories:

- *Production costs.* These costs are capitalized to biological assets as costs directly attributable to growing the plants to the point of harvest, transferred to inventory upon harvest and recognized in cost of sales when the inventory is sold. These costs include direct costs such as direct labour, nutrients, soil, and seeds, as well as other indirect costs such as utilities, an allocation of indirect labour, and depreciation of equipment used in the growing process.

- *Processing costs.* These costs are capitalized to inventory and then recognized in cost of sales when the inventory is sold. These costs represent post-harvest costs incurred to bring harvested cannabis to its saleable condition, which include drying and curing, testing and packaging, and overhead allocation.

Inventory production costs expensed to cost of sales during the nine months ended September 30, 2022, was $249,877 (2021 - $712,903).

Fair value adjustments consist of two main categories:

- *Unrealized Change in Fair Value of Biological Assets.* This line item represents the effect of the non-cash fair value adjustments of biological assets produced in the period, excluding capitalized production costs.

- *Realized Fair Value Adjustments on Inventory Sold.* This line item represents the effect of the non-cash fair value adjustments capitalized to inventory being recognized in the statement of operations as the corresponding inventory is sold and realizable value adjustment is made to inventory.

During the nine months ended September 30, 2022, the Company reported an unrealized gain on the changes in fair value of its biological assets of $nil (2021 - $179,068). This represents the change in the carrying value of the Company's cannabis plants at the point of harvest.

Gross profit before fair value impacts in cost of sales for the nine months ended September 30, 2022 was $(165,437) (2021 - $259,103). The negative gross profit during Q3 2022 is caused by the Company clearing old inventory at low sales prices as it transitions into its new business model, lower sales price compared with the same period of last year, and a price adjustment of $(69,287) to accelerate the products to be sold at retail level.

Expenses

	Three-Month Period Ended (Unaudited)		Nine-Month Period Ended (Unaudited)	
	9/30/2022	9/30/2021	9/30/2022	9/30/2021
Amortization of tangible assets	45,163	83,563	134,423	232,603
Depreciation on intangible and right of use assets	-	37,404	-	241,827
Sales and marketing expenses	1,668	20,606	6,928	67,824
General and administration	473,093	609,783	1,759,050	1,987,480
Share-based compensation (recovery)	17,088	2,512	92,873	(58,895)
Operating expenses	537,012	753,868	1,993,274	2,470,839

For the three months ended September 30, 2022， operating expenses decreased by $216,856 compared with the same period of last year. The $216,856 decrease in operating expenses is mainly due to:

- The decrease of $38,400 in amortization of tangible assets.
- The decrease of $37,404 in depreciation on intangible and right of use assets.
- The decrease in general and administrative expense of $136,690.

Offset by:

- The increase in share-based compensation expense of $14,576.

The $477,565 decrease in operating expenses for the nine months ended September 30, 2022 compared to the same period of last year was mainly due to:

- The decrease of $98,180 in amortization of tangible assets
- The decrease of $241,827 in depreciation on intangible and right of use asset;
- The decrease in sales and marketing expenses of $60,896;
- The decrease of $228,430 in general and administration expenses discussed below; and

Offset by:

- Share-based compensation expenses increased to $92,873 for the nine months ended September 30, 2022 from share-based compensation (recovery) of $(58,895) for the nine months ended September 30, 2021.

Share-based compensation expense was incurred due to the compensation package granted to senior executives, employees, directors, and consultants under the Company's stock option incentive plan. All of the options are exercisable in accordance with the terms of the Company's Stock Option Plan.

General and administrative expenses

For the three months ended September 30, 2022, general and administrative expenses were $473,093 compared to $609,783 for the three months ended September 30, 2021.

For the three months ended September 30, 2022 compared to the same period last year, the decrease of $139,690 in general and administration expenses was primarily due to $92,945 decrease in office and general expense, $15,396 decrease in salaries and benefits, $6,105 decrease in consulting fee, $11,043 decrease in utilities, and $9,677 decrease in travel expenses, offset by $63,722 increase in professional fees.

For the nine months ended September 30, 2022, general and administrative expenses were $1,759,050 compared to $1,987,480 for the nine months ended September 30, 2021, representing a decrease of $228,430.

The variance within general and administrative expenses for the nine months ended September 30, 2022 includes:

- Management fees decreasing $92,203, from $92,203 in 2021 to $nil in 2022. This decrease is primarily attributable to the resignation in 2021 of the Company's former President, and the Company's former CEO.

- Office and general expense decreasing of $171,806, from $442,581 in 2021 to $270,775 in 2022. This decrease is primarily attributable to cost cutting measures introduced.

- Consulting fees decreasing $26,187, from $87,219 in 2021 to $61,032 in 2022. This decrease is primarily attributable to cost cutting measures introduced for cash preservation purposes.

- Salaries and benefits decreasing $35,533, from $974,183 in 2021 to $938,650 in 2022. This decrease is primarily due to the Company terminating a few employees as it restructured its workforce.

- Professional fees increasing $156,195, from $79,695 in 2021 to $235,890 in 2022. The increase is primarily due to legal services provided for the financing activities incurred including loans agreement entered, and private placements closed.

Other income and expenses

For the nine months ended September 30, 2022, other expenses included finance and other costs of $580,482 (2021 - $475,145).

The Company incurred $580,482 in finance and other costs allocated amongst the following line items: $19,727 (2021 - $7,322) associated with interest and bank charges; $15,608 (2021 - $nil) associated with interest on operating loans; $nil (2021 - $55,867) associated with interest on lease liabilities; $208,357 (2021 - $148,295) associated with interest on debentures; and $336,790 (2021 - $263,661) associated with mortgage interest.

For the nine months ended September 30, 2021, other expenses also included write-off deposits of $324,364, impairment on tangible assets of $1,500,000, and impairment on intangible assets of $1,653,777.

Deposits of $324,364 were made to cover purchases of equipment for the Company's extraction facility, which has currently halted construction. Due to Covid-19, the suppliers were not able to ship the equipment to the Company based on the purchase contract. The equipment also may not suit the Company's use as Craftport's extraction facility is incomplete and the Company is not doing any extraction activities currently. The Company also will not be able to cover the remaining purchase amount. The Company is trying to negotiate with the suppliers to reduce the losses for both parties.

At September 30, 2021, the Company concluded that indications of further impairment on the Pitt Meadows' property were present and occurred during the nine months ended September 30, 2021. The Company estimated the recoverable amount of its 1139 property to be an estimated $5.5 million at period-end based on a valuation report obtained by the Company and evaluation of current market conditions. An impairment of $1.5M was recorded accordingly.

The Company also wrote down its goodwill of $1,653,777 generated through the acquisition of 1139 as the operations at the Pitt Meadows facility were suspended while management reviews strategic options for this facility.

Income Taxes

The Company and its subsidiaries did not accrue any income taxes for the three and nine months ended September 30, 2022 and 2021 as no taxable income was generated.

Net Loss and Comprehensive Loss

For the nine months ended September 30, 2022, net loss and comprehensive loss was $2,739,193 compared to a net loss and comprehensive loss of $6,165,022 for the corresponding period of 2021.

LIQUIDITY AND CAPITAL RESOURCES

Cash and restricted cash totaled $343,701 as at September 30, 2022, compared to $156,395 as at December 31, 2021. As at September 30, 2022, the Company had working capital of ($5,165,302), compared to working capital of ($9,436,295) as at December 31, 2021.

The Company does not have sufficient cash to maintain its operations for the next 12 months and the Company has incurred losses in recent periods. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. There is no guarantee that the Company will be able to achieve its business objectives. The continued operations of the Company will require additional financing. The failure to raise such financing will result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional financing will be available, or if available, the terms of such financing will be favourable to the Company.

Cash used in operating activities

For the quarter ended September 30, 2022, cash used in operating activities was $2,699,192 compared to cash used in operating activities of $2,485,014 for the quarter ended September 30, 2021.

Cash used in investing activities

Cash used in investing activities during the period ended September 30, 2022 of $237,818 was mainly for the acquisition of automated equipment necessary to support the Company's new business model.

Cash provided by investing activities during the period ended September 30, 2021 of $197,057 was mainly for an adjustment made to property and equipment of $261,691. The Company negotiated with a major contractor to reduce an overdue accounts payable item by this amount for its 1139 property. Accordingly, the associated property's book value was reduced by the forgiven account payable.

Cash provided by financing activities

For the nine months ended September 30, 2022, cash generated from financing activities was $3,124,316, compared to cash generated from financing activities of $2,244,527 for the nine months ended September 30, 2021.

The difference was mainly a result of $3,124,316 in proceeds from the issuance of shares in the nine months ended September 30, 2022 compared to $2,490,000 in proceeds from short-term debentures in the nine months ended September 30, 2021.

On April 6, 2022, the Company settled certain outstanding accounts payable with non-related parties in the aggregate amount of $124,316 through the issuance of 1,130,141 common shares of the Company at a deemed price of $0.11 per common share. The settlement shares are subject to a hold period of four months and a day.

On May 27, 2022, the Company closed a non-brokered private placement offering of 18,750,000 common shares at a price of $0.08 per common share for gross proceeds of $1.5 million. Proceeds of the offering were received in advance of closing and used by the Company for general working capital purposes.

On July 19, 2022, the Company closed another non-brokered private placement offering of 18,750,000 common shares at a price of $0.08 per common share for gross proceeds of $1.5 million. Net proceeds of the Offering are expected to be used by the Company for general working capital purposes.

During the nine months ended September 30, 2021, the Company entered into short-term debentures to borrow a total of $2,490,000 at an interest rate of 10% per annum.

OFF-BALANCE SHEET ARRANGEMENTS

As at the date of this MD&A, the Company had no material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company.

TRANSACTIONS WITH RELATED PARTIES

The Company has identified its directors and senior officers as its key management personnel. No post-employment benefits, other long-term benefits or termination benefits were made during the nine months ended September 30, 2022 and 2021. Short-term key management compensation consists of the following:

	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
	$	$
Share-based payments	32,348	19,705
Salaries	127,492	136,545
Management fees	-	92,203
Director fees	61,333	62,125
Consulting fees	-	27,000
	221,173	337,578

Related party balances and transactions

a) During the nine months ended September 30, 2022, the Company incurred $nil (2021 - $21,000) in lease payment to a former director of the Company.

b) Included in the debentures is $100,000 due to a company controlled by a former officer and director of the Company.

FINANCIAL INSTRUMENTS

Fair values

The Company's financial instruments include cash, restricted cash, accounts receivable, other receivables, due from associate, loan receivable, and accounts payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	September 30, 2022	December 31, 2021
	$	$
Financial assets at fair value through profit or loss (i)	343,701	156,395
Financial assets at amortized cost (ii)	13,773	17,128
Financial liabilities at amortized cost (iii)	9,316,505	9,014,548

(i) Cash and restricted cash
(ii) Amounts receivables and other receivable
(iii) Accounts payable, debentures, and loans

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (as prices) or indirectly (derived from prices), and
Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
	$	$	$	$
Cash and restricted cash				
September 30, 2022	343,701	-	-	343,701
December 31, 2021	156,395	-	-	156,395

Interest Rate and Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. Management evaluates credit risk on an ongoing basis. The primary sources of credit risk for the Company arise from its financial assets consisting of cash, restricted cash and amounts receivables. The carrying value of these financial assets represents the Company's maximum exposure to credit risk. To minimize credit risks the Company only holds its cash with chartered Canadian financial institutions. As at September 30, 2022 and December 31, 2021, the Company has no financial assets that are past due or impaired due to credit risk defaults.

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All the Company's financial instruments are denominated in Canadian dollars and all current operational activities occur within Canada. In management's opinion there is no significant foreign exchange risk to the Company.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company uses cash to settle its financial obligations as they fall due. As of September 30, 2022, the Company had cash and restricted cash of $343,701 (December 31, 2021: $156,395). As of September 30, 2022, the Company had working capital of ($5,165,302) (December 31, 2021 - ($9,436,295) working capital).

The Company's ability to continue as a going concern is dependent on its ability to raise additional financing and generate positive cash flow from operations. Factors exist that indicate the existence of a material uncertainty that casts significant doubt over the Company's ability to continue as a going concern, and thus manage its liquidity risk.

The following are the contractual maturities of financial liabilities:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years and over
	$	$	$	$	$
30-Sep-22					
Bank loan	40,000	40,000	40,000	-	-
Accounts payable	1,412,278	1,412,278	1,412,278	-	-
Debentures	601,032	601,032	601,032	-	-
Short-term mortgage loans	3,366,803	3,366,803	3,366,803	-	-
Long-term mortgage loans	3,896,392	3,896,392	-	3,896,392	
	9,316,505	9,316,505	5,420,113	3,896,392	-
31-Dec-21					
Bank loan	40,000	40,000	40,000	-	-
Accounts payable	1,587,442	1,587,442	1,587,442	-	-
Debentures	4,202,359	4,202,359	4,202,359	-	-
Loans	3,184,747	3,184,747	3,184,747	-	-
	9,014,548	9,014,548	9,014,548	-	-

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the interim consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which affect the application of accounting policies and the reported amounts of assets, liabilities and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. Significant estimates include:

- Estimating the fair values of identifiable assets acquired and liabilities assumed in business combinations and the fair values of previously held equity interests and non-controlling interests in the acquiree;
- Determining the useful lives of property and equipment; and
- Estimating the value of variables used to calculate the fair value of share-based payment transactions.

Critical judgements in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include the following:

- The evaluation of the Company's ability to continue as a going concern;
- The determination of impairment in the carrying costs of inventory;
- The recognition and valuation of impairment of property and equipment, intangible assets and goodwill; and
- Income tax and estimates about timing, likelihood and reversal of temporary differences between accounting and tax basis of the assets and liabilities.

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Where applicable, tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. In addition, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern and maintain adequate levels of funds to support its operations and development such that it has the ability to provide returns to shareholders and benefits for other stakeholders.

The capital structure of the Company consists of items included in shareholders' equity and debt, net of cash and cash equivalents. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or seek debt financing to ensure that there is sufficient working capital to meet its short-term business requirements. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2022.

The Company is not subject to externally imposed capital requirements.

OUTSTANDING SHARE CAPITAL

The Company has authorized an unlimited number of common voting shares without par value. The following table summarizes the maximum number of ordinary shares issued and allotted as of September 30, 2022 and December 31, 2021, and as of the date of this MD&A if all outstanding options and warrants were converted to shares:

	November 24, 2022, (Note 1)	September 30, 2022 (Note 1)	December 31, 2021 (Note 1)
Common shares	58,991,343	58,991,343	20,361,202
Stock options	1,895,000	1,895,000	171,000
Share purchase warrants	-	-	340,000
Fully diluted shares	60,886,343	60,886,343	20,872,202

Note 1: The Company consolidated the common shares of the Company on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share (the "Consolidation") at the opening of the market on November 1, 2021. All common share, stock option, and share purchase warrants amounts prior to November 1, 2021 have been retrospectively adjusted to give effect to the Consolidation.

RISK FACTORS

This section discusses factors relating to the business of the Company that should be considered by both existing and potential investors. The information in this section is intended to serve as an overview and should not be considered comprehensive. The Company may face risks and uncertainties not discussed in this section, or not currently known to it, or that it deems to be immaterial. All risks to the Company's business have the potential to influence its operations in a materially adverse manner.

Pandemic Risk
In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. The contagious disease outbreak and any related adverse public health developments have adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

Given the uncertainties associated with the COVID-19 pandemic, including those related to the distribution and acceptance of the vaccines and their effectiveness with respect to new variants of the virus, disruptions to the global and local economies, trade and business operations and a reduction in discretionary consumer spending, the Company is unable to estimate the future impact of the COVID-19 pandemic on its business, financial condition, results of operations, and/or cash flows.

Reliance on Licenses
The ability of the Company to successfully grow, store and sell cannabis in Canada is dependent on Potanical's current licenses from Health Canada (the "Licenses"). The Licenses are subject to ongoing compliance and reporting requirements. Failure to comply with the requirements and terms of the Licenses or any failure to maintain the Licenses or any failure to renew the Licenses after their expiry dates, would have a material adverse impact on the business, financial condition and operating results of the Company. Although the Company believes that it will meet the requirements for future extensions or renewals of the Licenses, there can be no assurance that Health Canada will extend or renew the Licenses or, if extended or renewed, that they will be extended or renewed on the same or similar terms. Should Health Canada not extend or renew the Licenses, or should they renew the Licenses on different terms, the business, financial condition and operating results of the Company would be materially adversely affected.

Regulatory Risks
Activities of the Company are subject to regulation by governmental authorities, including, but not limited to, Health Canada's Office of Controlled Substances. The Company's business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. 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 governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company. Furthermore,

although the operations of Potanicals are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Company's ability to produce or sell cannabis. Amendments to current laws and regulations governing the importation, distribution, transportation and/or production of cannabis, or more stringent implementation thereof could have a substantial adverse impact on the Company.

History of Losses, Liquidity, and Additional Financing

The Company has incurred losses since its incorporation. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. There is no guarantee that the Company will be able to achieve its business objectives. The continued development of the Company will require additional financing. The failure to raise such financing will result in the delay or indefinite postponement of current business objectives or the Company going out of business. There can be no assurance that additional financing will be available, or if available, the terms of such financing will be favourable to the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations to the point where it is generating positive cash flows. Negative cash flow may restrict the Company's ability to pursue its business objectives.

Volatile Stock Price

The stock price of the Company is expected to be highly volatile and will be drastically affected by governmental and regulatory regimes and community support for the recreational cannabis industry. The Company cannot predict the results of its operations expected to take place in the future. The results of these activities will inevitably affect the Company's decisions related to future operations and will likely trigger major changes in the trading price of the common shares of the Company.

Risks Inherent in an Agricultural Business

Growing cannabis is subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although all such growing of the Company is expected to be completed indoors under climate-controlled conditions, there can be no assurance that natural elements will not have a material adverse effect on any such future production.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability.

Although the Company maintains and intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Dependence on Suppliers

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components, and to the supply of cannabis from licensed Canadian producers to support the Company's outsourced business model. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components, or outsourced cannabis. This could have an adverse effect on the financial results of the Company.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company has undertaken a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements, and materially and adversely affect the trading price of the common shares of the Company.

Liquidity of Common Shares

The Company cannot predict at what prices the common shares will trade, and there can be no assurance that an active trading market in the common shares will develop or be sustained. There is a significant liquidity risk associated with an investment in the common shares of the Company.

Dilution

The Company may issue equity securities to finance its activities. If the Company was to issue common shares, existing holders of such common shares may experience dilution in their holdings. Moreover, when the Company's intention to issue additional equity securities becomes publicly known, the Company's share price may be adversely affected.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and could have a significant negative impact on the market price for the common shares of the Company. Even if the Company is involved in litigation and wins, litigation can redirect significant Company resources.

Craftport Cannabis Corp.

Feng Lu
Chief Executive Officer
November 24, 2022