

---

**LEVIATHAN CANNABIS GROUP INC.  
CONSOLIDATED FINANCIAL STATEMENTS**

**Years Ended August 31, 2019 and August 31, 2018**  
(in Canadian Dollars)

---

### **Management's Responsibility for Financial Reporting**

The accompanying consolidated financial statements for the Company have been prepared by management in accordance with the International Financial Reporting Standards. These consolidated financial statements contain estimates based on managements judgement. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized assets safeguarded, and proper records maintained.

The Audit Committee and Board of Directors reviews the results of the annual audit and the consolidated financial statements prior to submitting the consolidated financial statements to the Board for approval.

The Company's auditors, MNP LLP, are appointed by the shareholders to conduct an audit and their report follows.

Signed: "*Martin Doane*"

Chief Executive Officer

Signed: "*Jayne Beckwith*"

Chief Financial Officer

Toronto, Ontario

December 30, 2019

## Independent Auditor's Report

---

To the Shareholders of Leviathan Cannabis Group Inc.:

### Opinion

We have audited the consolidated financial statements of Leviathan Cannabis Group Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at August 31, 2019 and August 31, 2018, and the consolidated statements of operations and comprehensive loss, changes in shareholders' equity (deficit) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at August 31, 2019 and August 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 the consolidated financial statements, which indicates that the Company reported a net loss of \$28,562,047 during the year ended August 31, 2019 and, as of that date, the Company had an accumulated deficit of \$35,953,825. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Andrew Kevin Spidle.

Mississauga, Ontario

December 30, 2019

**MNP LLP**

Chartered Professional Accountants

Licensed Public Accountants

**LEVIATHAN CANNABIS GROUP INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
**AS AT AUGUST 31, 2019 AND AUGUST 31, 2018**

(Amounts Expressed in Canadian dollars)

	2019	2018
<b>Assets</b>		
<b>Current Assets</b>		
Cash	\$ 922,213	\$ 2,869,583
Trade Receivable	-	18,875
Note and Deposit Receivable (Note 5)	-	388,745
Other Receivable	2,224	-
Investment	25,000	-
Financing Proceeds Receivable (Note 8)	-	103,030
Prepaid Expenses	66,619	162,345
HST Recoverable	417,864	188,987
	1,433,920	3,731,565
Property, Plant & Equipment (Note 6)	3,824,049	4,539,337
License in Progress (Note 4)	-	36,597,192
	<b>\$ 5,257,969</b>	<b>\$ 44,868,094</b>
<b>Liabilities</b>		
<b>Current Liabilities</b>		
Accounts Payable & Accrued Liabilities	\$ 407,007	\$ 731,579
Purchase Price Payable (Note 4)	-	688,132
	407,007	1,419,711
Long-Term Debt (Note 7)	3,717,089	3,449,424
	4,124,096	4,869,135
<b>Non-Controlling Interest (Note 9)</b>	(33,420)	-
<b>Equity</b>		
Share Capital (Note 8(a))	31,138,597	42,415,746
Shares to be Issued (Note 8(a))	-	25,000
Warrants (Note 8(c))	2,477,380	1,822,000
Options (Note 8(b))	3,514,465	5,351,347
Deficit	(35,953,825)	(9,615,134)
Accumulated Other Comprehensive Loss	(9,324)	-
	1,167,293	39,998,959
<b>Total Shareholders' Equity and non-controlling interest</b>	<b>1,133,873</b>	<b>39,998,959</b>
	<b>\$ 5,257,969</b>	<b>\$ 44,868,094</b>

*Going Concern (Note 1)*

*Commitments (Note 12)*

*Subsequent Events (Note 15)*

*The accompanying notes are an integral part of these consolidated financial statements.*

**LEVIATHAN CANNABIS GROUP INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018  
(Amounts Expressed in Canadian dollars)

	2019	2018
<b>Revenue</b>		
Branding Service	\$ 118,503	\$ 82,266
<b>Expenses</b>		
Impairment of Assets (Note 4)	\$ 23,901,970	\$ -
Salaries, Wages & Consulting Fees (Note 11)	1,614,050	563,476
Loss on Disposal of Assets (Note 6)	1,203,616	-
Share Based Compensation (Note 8(b))	353,054	5,351,347
Professional Fees	494,786	237,512
Interest (Note 8)	307,054	76,330
Office & General	276,150	21,862
Marketing	160,193	50,041
Investor Relations & Fees	150,328	184,582
Rent	69,705	42,633
Travel & Promotion	66,446	19,865
Bad Debt	68,875	-
Utilities	10,539	21,249
Amortization (Note 6)	3,409	9,634
Foreign Exchange (Gain) Loss	375	8,540
Gain on Bargain Purchase (Note 4)	-	(126,509)
	28,680,550	6,460,562
<b>Net Loss</b>	<b>\$ (28,562,047)</b>	<b>\$ (6,378,296)</b>
<b>Other Comprehensive Loss</b>		
Unrealized foreign exchange on net investments in foreign operations	(2,284)	-
Foreign Exchange Translation	(7,040)	-
<b>Net Comprehensive Loss</b>	<b>\$ (28,571,371)</b>	<b>\$ (6,378,296)</b>
<b>Net Loss Attributable to:</b>		
Non-controlling Interest (Note 9)	\$ (33,420)	\$ -
Shareholders of the Company	\$ (28,528,627)	\$ (6,378,296)
	<b>\$ (28,562,047)</b>	<b>\$ (6,378,296)</b>
<b>Weighted Average Number of Common Shares Outstanding – Basic and Diluted (Note 10)</b>	<b>84,743,903</b>	<b>40,876,481</b>
<b>Basic and Fully Diluted Loss per Share</b>	<b>\$ (0.34)</b>	<b>\$ (0.16)</b>

*The accompanying notes are an integral part of these consolidated financial statements.*

**LEVIATHAN CANNABIS GROUP INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY (DEFICIT)**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

(Amounts Expressed in Canadian dollars)

	Number of Shares	Share Capital	Shares to be Issued	Warrants	Options	Deficit	Accumulated Other Comprehensive Loss	Total
<b>Balance, August 31, 2017</b>	<b>37,426,936</b>	<b>\$ 3,024,769</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 492,288</b>	<b>\$ (3,720,046)</b>	<b>\$ -</b>	<b>\$ (202,989)</b>
Acquisition of J&H (Note 4)	12,166,667	121,667	-	-	-	-	-	121,667
Acquisition of Woodstock (Note 4)	30,000,000	35,581,281	-	-	-	-	-	35,581,281
Private Placement, Net of Issue Costs (Note 8(a))	11,027,998	3,656,449	25,000	1,822,000	-	-	-	5,503,449
Stock Options Exercised (Note 8(b))	150,000	31,580	-	-	(9,080)	-	-	22,500
Stock Options Issued (Note 8(b))	-	-	-	-	5,351,347	-	-	5,351,347
Stock Options Expired (Note 8(b))	-	-	-	-	(483,208)	483,208	-	-
Comprehensive Loss for the Year	-	-	-	-	-	(6,378,296)	-	(6,378,296)
<b>Balance, August 31, 2018</b>	<b>90,771,601</b>	<b>42,415,746</b>	<b>25,000</b>	<b>1,822,000</b>	<b>5,351,347</b>	<b>(9,615,134)</b>	<b>-</b>	<b>39,998,959</b>
Private Placement, Net of Issue Costs (Note 8(a))	3,972,002	1,330,621	(25,000)	655,380	-	-	-	1,961,001
Cancellation of Common Stock (Note 4 and Note 8(a))	(10,000,000)	(12,607,770)	-	-	-	-	-	(12,607,770)
Stock Options Issued (Note 8(b))	-	-	-	-	353,054	-	-	353,054
Stock Options Expired (Note 8(b))	-	-	-	-	(2,189,936)	2,189,936	-	-
Net and Comprehensive Loss for the Year	-	-	-	-	-	(28,528,627)	(9,324)	(28,537,951)
<b>Balance, August 31, 2019</b>	<b>84,743,603</b>	<b>\$ 31,138,597</b>	<b>\$ -</b>	<b>\$ 2,477,380</b>	<b>\$ 3,514,465</b>	<b>\$ (35,953,825)</b>	<b>\$ (9,324)</b>	<b>\$ 1,167,293</b>

The accompanying notes are an integral part of these consolidated financial statements.

**LEVIATHAN CANNABIS GROUP INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

(Amounts Expressed in Canadian dollars)

For the twelve months ended August 31	2019	2018
<b>Cash Flow from Operating Activities</b>		
Net Loss	\$ (28,562,047)	\$ (6,378,296)
Add-Back (Deduct) Non-Cash Items		
Amortization	3,409	9,634
Interest and accretion	327,053	75,900
Share Based Compensation	353,054	5,351,347
Unrealized foreign exchange loss	-	8,857
Disposal	1,203,616	-
Impairment	23,901,970	-
Gain on Purchase Price Payable (Note 5)	-	(126,509)
Bad debt	68,875	-
Changes in Non-Cash Working Capital:		
Trade Receivable	(25,000)	(18,875)
Other Receivable	(2,224)	-
Prepaid Expenses	95,726	(162,345)
HST Recoverable	(228,877)	(188,987)
Accounts Payable & Accrued Liabilities	(339,570)	504,494
Working Capital Acquired	-	90,594
	<b>(3,204,015)</b>	<b>(834,186)</b>
<b>Cash Flow from Financing Activities</b>		
Private Placement, Net of Issue Costs	2,064,031	5,400,419
Exercise of Stock Options	-	22,500
Repayment of Advances Payable Acquired	-	(1,250,000)
	<b>2,064,031</b>	<b>4,172,919</b>
<b>Cash Flow from Investing Activities</b>		
Cash Acquired on Acquisitions	-	52,035
Acquisition Costs	-	(147,679)
Repayment of Interest	(60,000)	-
Advance to Pulse RX Inc.	(50,000)	-
Loans & Deposits	388,745	(388,745)
Purchase of property, plant & equipment	(1,084,741)	-
Disposal of property, plant & equipment	5,650	-
	<b>(800,346)</b>	<b>(484,389)</b>
<b>Increase (Decrease) in Cash</b>	<b>(1,940,330)</b>	<b>2,854,344</b>
<b>Effect of foreign exchange translation</b>	<b>(7,040)</b>	
<b>Cash, Beginning of Year</b>	<b>2,869,583</b>	<b>15,239</b>
<b>Cash, End of Year</b>	<b>\$ 922,213</b>	<b>\$ 2,869,583</b>

The accompanying notes are an integral part of these consolidated financial statements.



**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**1. NATURE OF BUSINESS AND GOING CONCERN**

**Nature of Business**

Leviathan Cannabis Group Inc. (previously "Morgan Resources Corp. prior to March 28, 2018) is a cannabis focused, marketing services agency and is, through its subsidiaries, pursuing the goal of becoming a fully licensed cultivator, processor and distributor of cannabis products in Canada and hemp products in the United States & South America.

Leviathan Cannabis Group Inc. (the "Company") is a publicly traded company incorporated and domiciled in Canada. The Company's registered office is Suite 116, 250 The Esplanade, Toronto, Ontario M5H 4J6. The Company's common shares are listed on the Canadian Securities Exchange under the symbol EPIC.

**Going Concern**

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

For the year ended August 31, 2019, the Company reported a net loss of \$28,562,047 (2018 - \$ 6,378,296) and, as at August 31, 2019, had a deficit of \$35,953,825 (2018 - \$9,615,134). Management has forecasted the expected expenditure levels and contracted commitments will exceed the Company's net cash inflows and working capital for the fiscal year 2020 unless further financing is obtained. Additional sources of funding will be required to carry on operations and/or to realize on investment opportunities. The Company's future operations are dependent upon its ability to secure additional funds and generate product sales. While the Company is striving to achieve these plans, there is no assurance that these and other strategies will be achieved, or such sources of funds will be available or obtained on favourable terms or obtained at all. Historically, the Company has obtained funding via the issuance of shares and warrants. If the Company cannot secure additional financing on terms that would be acceptable to it or otherwise generate product sales, the Company will have to consider additional strategic alternatives which may include, among other strategies, cost curtailments and delays of product launch, as well as seeking to license and/or divest assets or a merger, sale or liquidation of the Company. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern.

These consolidated financial statements do not reflect the adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these condensed consolidated financial statements, then adjustments would be necessary to the carrying value of assets and liabilities, the reported revenues and expenses, and the condensed interim consolidated statements of financial position classifications used.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**(a) Statement of compliance**

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements were approved by the Board of Directors on December 30, 2019.

**(b) Basis of presentation and consolidation**

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments carried at fair value.

These consolidated financial statements include the accounts of the Company and its subsidiaries. Additional information on the Company's interest in subsidiaries is provided in Note 9.

Certain balances within the statement of operations and comprehensive loss for the year ended August 31, 2018 have been reclassified to confirm with the current year's presentation.

**(c) Functional and presentation currency**

The consolidated financial statements of the Company are presented in Canadian Dollars. The functional currency of the Company and its subsidiaries is the Canadian Dollar, except for Leviathan US, which has a US Dollar functional currency.

Transactions in currencies other than the functional currency are translated to the functional currency at the rate of exchange prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange prevailing at the consolidated statements of financial position date. Exchange gains and losses on settlement of transactions, and the translation of monetary assets and liabilities other than in functional currency are recorded in the consolidated statements of operations and comprehensive loss.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

**(d) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Financial assets and financial liabilities are recognized on the Statements of Financial Position at the time the Company becomes a party to the contractual terms and provisions of the financial instrument.

Financial assets

Non-derivative financial assets within the IFRS 9 are classified as “financial assets at fair value” (either as Fair Value through Other Comprehensive Income (“FVTOCI”) or as fair value through profit or loss (“FVTPL”)), and “financial assets at amortized costs” as appropriate. The Company determines the classification of its financial assets at initial recognition based on the Company’s business model and contractual terms of cash flows.

All financial assets are recognized initially at fair value plus, in the case of investments not at FVTPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Where the fair values of financial assets recorded on the consolidated statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values.

Financial assets at FVTPL

Financial assets measured at FVTPL include financial assets management intends to sell and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVTPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations and comprehensive loss. The Company’s investment is designated at FVTPL.

Financial assets at FVTOCI

Financial assets measured at FVTOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVTOCI. After initial measurement, investments measured at FVTOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of operations and comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss. The Company has no financial assets designated at FVTOCI.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the asset.

Impairment of financial assets

The impairment model under IFRS 9 is applicable to financial assets measured at amortized cost where any expected future credit losses are provided for, irrespective of whether a loss event has occurred as at the reporting date. The Company’s only financial assets subject to impairment are amounts receivable and note receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized. The Company has measured the lifetime expected credit losses taking into consideration historical credit loss experience and financial factors specific to debtors and other relevant factors.

Financial liabilities

Non-derivative financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVTPL. The Company’s financial liabilities include accounts payable & accrued liabilities, purchase price payable, and long-term debt, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of loans and borrowings, net of directly attributable transaction costs.

Financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate (“EIR”) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR accretion is included in finance cost in the consolidated statements of earnings (loss).

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

**(d) Financial instruments - continued**

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gains or losses reported in other income or expense in the consolidated statements of loss and comprehensive loss.

Determination of fair value

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements of the fair value of financial assets and liabilities.

- Level one includes quoted prices in active markets for identical assets or liabilities.
- Level two includes inputs that are observable other than quoted prices included in level one.
- Level three includes inputs that are not based on observable market data.

**(e) Revenue recognition**

Revenue during the year ended August 31, 2019 was derived from branding services rendered by Jekyll and Hyde Brand Builders Inc.

Revenue is recognized when the services have been performed and collection of the receivable is reasonably assured. The Company may enter into sales agreements with customers that have multiple performance obligations. When an individual performance obligation within the agreement is satisfied, the relative fair value of the individual performance obligation is recognized as revenue.

**(f) Property, plant, and equipment**

Recognition and measurement

Items of property and equipment are measured at cost less accumulated amortization and accumulated impairment losses. When parts of an item of property, plant, and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. The costs of the day to day servicing of property, plant and equipment are recognized in the statement of net loss and comprehensive loss in the period in which they are incurred.

Amortization

Amortization is recognized in profit or loss over the estimated useful lives of each part of an item of property and equipment in a manner which most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

<b>Asset</b>	<b>Basis</b>	<b>Rate</b>
Land	N/A	N/A
Building	Declining Balance	4%
Equipment	Declining Balance	30%
Furniture	Declining Balance	30%

Depreciation of the Company's buildings will begin when the facilities are ready for use.

**(g) Intangible assets**

Intangible assets are recorded at cost less any accumulated amortization and accumulated impairment losses. Intangible assets acquired through a business combination are measured at fair value at the acquisition date.

Amortization begins when assets become available for use. The estimated useful life, amortization method, and rate are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

**(h) Impairment of non-financial assets**

The carrying values of non-financial assets are assessed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may exceed its recoverable amount. Additionally, the carrying values of goodwill, indefinite life intangibles, and intangibles not yet ready for use are assessed for indications of impairment at the end of every financial reporting period. Events or changes in circumstances which may indicate impairment include: a significant change to the Company's operations, significant decline in performance, or a change in market conditions which adversely affect the Company. The recoverable amount is determined as the higher of the fair value less costs of disposal ("FVLCD") and its value in use ("VIU") based on discounted cash flows.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the cash-generating unit, or "CGU"). The recoverable amount of an asset or a CGU is the higher of its FVLCD and its VIU. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded.

During the year ended August 31, 2019, the Company fully impaired its License in Progress (see Note 4) and partially impaired its Woodstock building (see Note 6).

**(i) Provisions**

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

The Company had no material provisions as at August 31, 2019.

**(j) Share-based payment transactions**

The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, incorporating the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest or actually vested.

**(k) Loss per share**

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the period excluding contingently issuable or returnable shares. Diluted loss per share is computed using the treasury stock method. Stock options and warrants outstanding are not included in the computation of diluted loss per share if their inclusion would be anti-dilutive.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

**(I) Significant accounting estimates, judgments, and assumptions**

The preparation of these financial statements requires management to make certain estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Estimates and underlying assumptions are reviewed on an ongoing basis. The following are the key estimate and assumption uncertainties:

Warrants and stock options

Warrants and stock options are initially valued at fair value, based on the application of the Black-Scholes option pricing model. This pricing model requires management to make various assumptions and estimates which are susceptible to uncertainty, including the volatility of the share price, expected dividend yield, expected term of the warrant or stock option and expected risk-free interest rate.

Useful lives and impairment of long-lived assets

Long-lived assets are defined as property, plant, and equipment and intangible assets with finite lives. Depreciation and amortization are dependent upon estimates of useful lives and impairment is dependent upon estimates of recoverable amounts. These are determined through the exercise of judgment and are dependent upon estimates that consider factors such as economic and market conditions, frequency of use, anticipated changes in laws, and technological improvements. Refer to Notes 4 and 6.

Income taxes

Income taxes and tax exposures recognized in the consolidated financial statements reflect management's best estimate based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference. In addition, when the Company incurs losses for income tax purposes, it assesses the probability of taxable income being available in the future based on its budgeted forecasts. These forecasts are adjusted to consider certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate that sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences. Refer to Note 13.

Business combinations

In determining the appropriate basis of accounting for an acquisition, judgment is used to determine if an acquisition is a business combination or an asset acquisition. Refer to Note 4.

**(I) Recent and future accounting pronouncements**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. Updates that are not applicable or are not consequential to the Company have been excluded.

IFRS 9 – Financial Instruments (“IFRS 9”)

Effective September 1, 2018, the Company adopted IFRS 9 using the retrospective approach. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or at fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest (“SPPI”). Financial assets are initially measured at fair value and are subsequently measured at either (i) amortized cost; (ii) fair value through other comprehensive income (“FVOCI”), or (iii) at fair value through profit or loss (“FVTPL”). Consistent with IAS 39, financial liabilities under IFRS 9 are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost. The change did not impact the carrying amounts of any of the Company's financial assets and liabilities on the adoption date.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

**(l) Recent and future accounting pronouncements - continued**

IFRS 9 – Financial Instruments (“IFRS 9”) - continued

The following table summarizes the classification of the Company’s financial instruments under IAS 39 and IFRS 9:

	<b>IAS 39 Classification</b>	<b>IFRS 9 Classification</b>
<b>Financial assets</b>		
Cash	Loans and receivables	Amortized cost
Trade receivable	Loans and receivables	Amortized cost
Note and deposit receivable	Loans and receivables	Amortized cost
Other receivable	Loans and receivables	Amortized cost
Investment	FVTPL	FVTPL
Financing proceeds receivable	Loans and receivables	Amortized cost
<b>Financial Liabilities</b>		
Accounts payable	Amortized cost	Amortized cost
Purchase price payable	Amortized cost	Amortized cost
Long-term debt	Amortized cost	Amortized cost

IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)

Effective September 1, 2018 and applied on a modified retrospective basis, the Company adopted IFRS 15 *Revenue from Contracts with Customers*, which supersedes previous accounting standards for revenue, including IAS 18, *Revenue* (IAS 18) and IAS 11, *Construction Contracts* (IAS 11). IFRS 15 introduced a single model for recognizing revenue from contracts with customers. This standard applies to all contracts with customers, with only some exceptions, including certain contracts accounted for under other IFRSs. The Company adopted this standard using the full retrospective approach, and the application of IFRS 15 has not resulted in any differences between the previous carrying amounts and the carrying amounts at the date of the initial application of IFRS 15. The standard requires revenue to be recognized in a manner that depicts the transfer of control of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services. This is achieved by applying the following five steps:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

Under IFRS 15, revenue is recognized as a performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customer.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**2. SIGNIFICANT ACCOUNTING POLICIES - continued**

**(l) Recent and future accounting pronouncements - continued**

IFRS 16 – Leases (“IFRS 16”)

IFRS 16 supersedes IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC-15 Operating Leases – Incentives and SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. It eliminates the distinction between operating and finance leases from the perspective of the lessee. All contracts that meet the definition of a lease will be recorded in the statement of financial position with a “right of use” asset and a corresponding liability. The asset is subsequently accounted for as property, plant and equipment or investment property and the liability is unwound using the interest rate inherent in the lease.

The date of initial application of IFRS 16 is annual periods beginning on or after January 1, 2019. The Company has elected to adopt IFRS 16 using the modified retrospective approach. Under this approach, the Company will not restate its comparative figures but will recognize the cumulative effect of adopting IFRS 16 as an adjustment to opening retained earnings at the beginning of the 2020 fiscal year. The Company leases its head office building. The Company’s current office lease extends to September 30, 2020. On transition to IFRS 16, the Company will elect to apply the practical expedient to grandfather the assessment of which transactions are leases and apply IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 Leases will not be reassessed for whether a lease exists. The Company will elect to not recognize right-of-use assets and lease liabilities for leases that have a lease term of 12 months or less and for leases of low-value assets. The Company will also account for leases for which the lease term ends within 12 months of the date of initial application as short-term leases. The Company does not expect significant adjustments to opening retained earnings at the beginning of the 2020 fiscal year.

**3. FINANCIAL RISK FACTORS**

The Company’s risk exposure and the impact on its financial instruments are summarized below:

**Credit Risk**

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment/contractual obligations. The Company has deposited its cash with reputable Canadian financial institutions, from which management believes the risk of loss is minimal. The Company has Notes and Deposit Receivable and Financing Proceeds Receivable were received subsequent to the end of the reporting period.

**Liquidity Risk**

The Company’s approach to managing liquidity risk is to ensure that it has sufficient liquidity to meet liabilities when due. As at August 31, 2019, the Company has current assets of \$1,433,920 (August 31, 2018 - \$3,731,565) to settle current financial liabilities of \$407,007 (August 31, 2018 - \$1,419,711) (Note 1). See Note 15 concerning the signing of a financing agreement in October 2019.

**Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

Interest Rate Risk

The Company’s current policy is to invest excess cash in investment-grade short term deposit certificates issued by its banking institutions. The Company monitors the investments it makes and is satisfied with the credit ratings of its banks. The risk the Company will realize a loss as a result of a decline in the fair value of short-term deposits is limited due to the short-term nature of these investments.

The Company’s long-term debt carries a fixed rate of interest payable together with the principal at maturity.

Commodity Price Risk

The ability of the Company to develop its cannabis properties and the future profitability of the Company is directly related to the market price of cannabis.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**4. AQUISITIONS**

JEKYLL & HYDE BRAND BUILDERS INC.

**Acquisition Details**

On December 22, 2017, the Company completed the acquisition of Jekyll & Hyde Brand Builders Inc. ("J&H") via a three-cornered amalgamation with a wholly owned subsidiary created solely for this purpose. J&H is a cannabis focused, marketing services agency. Under the terms of the acquisition, the Company issued one common share for each common share of J&H outstanding resulting in a total issuance of 12,166,667 common shares at a value of \$0.01 per share to the shareholders of J&H.

The acquisition of Jekyll & Hyde Brand Builders ("J&H") was accounted for as a business combination. The total purchase was allocated to the net assets of J&H acquired as follows:

**Purchase Price:**

Fair value of 12,116,667 common shares	\$	121,667
--	----	---------

**Net Assets acquired:**

Cash	\$	47,191
Accounts receivable		133,832
HST receivable		13,553
Prepaid expenses		53,462
Equipment		5,171
Trade payables		(5,033)
	\$	248,176
<b>Gain on bargain purchase</b>	<b>\$</b>	<b>126,509</b>

WOODSTOCK BIOMED INC.

On June 18, 2018, the Company acquired 100% of the issued and outstanding shares of Woodstock Biomed Inc. ("Woodstock"), a stage 5 Access to Cannabis for Medical Purposes ("ACMPR") applicant which owns a greenhouse production facility in Pelham, Ontario. The 29.5-acre property (the "Property") will serve as the Company's cornerstone for cannabis cultivation operations in Canada. The Property features a 350,000 sq. ft. facility, which the Company will transform into a state-of-the art cannabis cultivation center.

The purchase price was:

- (a) \$750,000 in cash, payable upon receipt of the cultivation license;
- (b) 20,000,000 common shares of the Company subject to an escrow agreement to be released as follows:
  - (i) 3,000,000 (15%) 6 months from closing;
  - (ii) 3,000,000 (15%) 12 months from closing;
  - (iii) 3,000,000 (15%) 18 months from closing;
  - (iv) 3,000,000 (15%) 24 months from closing;
  - (v) 3,000,000 (15%) 30 months from closing;
  - (vi) 5,000,000 (25%) 36 months from closing;
- (c) 10,000,000 common shares of the Company subject to an escrow agreement to be released if Woodstock receives its cultivation license prior to August 14, 2019. If the license is not received before August 14, 2019, these shares will be returned to the Company for cancellation.

The acquisition of Woodstock Biomed was accounted for as an asset acquisition because it was determined that Woodstock did not meet the definition of a business under IFRS 3. The total purchase was determined and allocated to the net assets of Woodstock acquired as follows:

The Company calculated the theoretical put option value for each tranche of common shares issued based on their restriction period and net this value against the fair value of the common shares on the date of issuance. Put option variables were \$1.97 stock price and exercise price, 90% volatility, 1.84% - 1.94% discount rate, and expected life ranging between 6 to 36 months.



**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**4. ACQUISITIONS - continued**

WOODSTOCK BIOMED INC. - continued

The \$750,000 cash payment was expected to be made on August 14, 2019 and was discounted using a 9.45% discount rate.

A change in this discount rate by 1% would impact the valuation by approximately \$7,500. The values assigned to the Company's land and building were based on a 3rd party appraisal commissioned by the Company. The advances payable were due on demand and paid immediately after acquisition. The Long-Term Debt, which bears interest of 7%, payable at maturity (Note 7), was valued by discounting the future cash flows at an estimated commercial lending rate of 9.45% (prime + 6%). A change in this discount rate by 1% would impact the valuation by approximately \$80,000. The license-in-progress was determined as the excess of the purchase price over the other identified assets.

**Purchase Price:**

Present value of cash payable on receipt of cultivation license	\$	674,806
Fair value of 20,000,000 escrowed common shares		22,973,511
Fair value of 10,000,000 contingently returnable common shares		12,607,770
Acquisition costs		147,679
	<b>\$</b>	<b>36,403,766</b>

**Net Assets acquired:**

Cash	\$	4,844
HST receivable		7,826
Prepaid expenses		1,170
Equipment		18,800
Land		860,000
Building		3,665,000
License-in-progress		36,597,192
Trade payables		(114,216)
Advances payable		(1,250,000)
Long-term debt		(3,386,850)
Gain on bargain purchase	<b>\$</b>	<b>36,403,766</b>

On October 15, 2018, the Pelham Town Council imposed an interim control bylaw ("ICB") prohibiting any further development of all land within the Town for any type of cannabis cultivation and/or processing for up to one year.

On April 29, 2019 (closed May 3, 2019), the former owners of Woodstock sold all their escrowed shares in the Company to a group of arms-length, third party purchasers. The officers and/or directors of the Company were not involved with (nor party to) this private purchase and sale of the Company's shares.

On May 21, 2019, after extensive, good faith appeals to the Pelham Town Council for relief from the ICB, the Company's wholly-owned subsidiary Woodstock Biomed Inc. announced its intention to initiate legal action against the Town to mitigate the Company's damages as a result of Council's decision to uphold the ICB.

On September 23, 2019, the Town of Pelham Council voted in favour extending the ICB to July 15, 2020.

Woodstock was not awarded a cannabis cultivation and sales licence by Health Canada before August 14, 2019; therefore, the 10,000,000 contingently returnable common shares were cancelled, and the contingent cash payment was no longer payable. The value originally assigned to the contingent escrowed shares and the contingent cash payment of \$750,000 has been recorded as a gain in the consolidated statement of operations and comprehensive loss.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

**4. ACQUISITIONS - continued**

WOODSTOCK BIOMED INC. - continued

The material uncertainties attributable to the Town Council's imposition of its ICB and the outcome of any legal recourse were considered indicators of impairment in managements' annual assessment of the cash generating unit containing the licence-in-progress. As there is no reasonable expectation of being able to use the license in the future, management could not reliably determine any future cash-flows expected from the assets in either a value in use or a fair value less costs to sell model and, therefore, management fully impaired the License-in-Progress. This resulted in an impairment charge to the consolidated statement of operations and comprehensive loss of \$23,314,616, net of the recoveries for the cancelled contingent cash and escrowed share payments.

	<b>Amount</b>
Impairment of License-in-Progress	\$36,597,192
Recovery of contingent cash consideration	(674,806)
Recovery of contingent share deferred consideration (Note 8(a))	(12,607,770)
Impairment of associated property, plant and equipment (Note 6)	587,354
<b>Total impairment</b>	<b>\$23,901,970</b>

**5. NOTES RECEIVABLE**

- a. On July 3, 2018, the Company signed a Letter of Intent ("LOI") with Pulse RX Inc. ("Pulse") wherein the Company would investigate the potential acquisition of Pulse. During the year, the Company advanced a \$50,000 to Pulse in exchange for a demand note. In January 2019, the Company terminated the LOI and demanded repayment of the note. At August 31, 2019, this amount was deemed uncollectible and written-off on the consolidated statements of operations and comprehensive loss.
- b. On July 23, 2018, the Company entered into an Agreement to purchase Fountain Wellbeing, a cooperative corporation situated in North Hollywood Los Angeles California for \$7.5 million. The Company paid a deposit of \$225,000 USD which was held in escrow. During the permitted due diligence period the Company decided to terminate the agreement without penalty on August 2, 2018. The Company notified escrow agent of the cancellation and the funds were returned in October 2018.
- c. In 2018, the Company advanced a total of \$98,013 to a I Feel Good Cannabis Company Inc. ("IFG"), which shares key management personnel with the Company. On November 23, 2018, the Company exchanged the balance due for a promissory note issued in the amount of \$98,013 at a 12% interest per annum. The funds were received to fully discharge this note on January 24, 2019. During the year ended August 31, 2019, the Company paid for certain IFG costs totalling \$2,224 which are included in other receivable.

**6. PROPERTY, PLANT AND EQUIPMENT**

	<b>Building</b>		<b>Land</b>		<b>Equipment</b>		<b>Furniture</b>		<b>Total</b>
<b>Cost</b>									
<b>At August 31, 2017</b>	\$	-	\$	-	\$	-	\$	-	-
Additions through acquisitions (Note 4)		3,665,000		860,000		18,800		5,171	4,548,971
<b>At August 31, 2018</b>	\$	<b>3,665,000</b>	\$	<b>860,000</b>	\$	<b>18,800</b>	\$	<b>5,171</b>	\$ <b>4,548,971</b>
Additions		1,084,741		-		-		-	1,084,741
Disposal		(1,205,000)		-		(8,800)		-	(1,213,800)
Impairment		(587,354)		-		-		-	(587,354)
<b>At August 31, 2019</b>	\$	<b>2,957,387</b>	\$	<b>860,000</b>	\$	<b>10,000</b>	\$	<b>5,171</b>	\$ <b>3,832,558</b>
<b>Accumulated Amortization</b>									
<b>At August 31, 2017</b>	\$	-	\$	-	\$	-	\$	-	-
Amortization for the period		-		-		8,800		834	9,634
<b>At August 31, 2018</b>	\$	-	\$	-	\$	<b>8,800</b>	\$	<b>834</b>	\$ <b>9,634</b>
Amortization for the period		-		-		2,108		1,301	3,409
Adjust for disposal		-		-		(4,534)		-	(4,534)
<b>At August 31, 2019</b>	\$	-	\$	-	\$	<b>6,374</b>	\$	<b>2,135</b>	\$ <b>8,509</b>
<b>Net Book Value</b>									
At August 31, 2018	\$	3,665,000	\$	860,000	\$	10,000	\$	4,337	\$ 4,539,337
<b>At August 31, 2019</b>	\$	<b>2,957,387</b>	\$	<b>860,000</b>	\$	<b>3,626</b>	\$	<b>3,036</b>	\$ <b>3,824,049</b>

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**7. LONG TERM DEBT**

On the acquisition of Woodstock (Note 4), the Company inherited two mortgages of equal value and rank. Both mortgages bear interest of 7% per annum, compounded monthly. Interest is accumulated and repayable together with the principle on February 22, 2021 less any accumulated interest paid during the term. As of August 31, 2019, the total balance owing was \$3,831,671 (August 31, 2018 - \$3,628,076) and the remaining discount was \$114,582 (2018 - \$178,653). During the year ended August 31, 2019, the Company recognized interest expense of \$262,235 (2018 - \$33,188) and accretion expense of \$64,071 (2018 - \$29,386). The Company made a payment of \$60,000 during the year (August 31, 2018 – nil).

**8. SHARE CAPITAL AND RESERVES**

**a. Share Capital**

**Authorized:**

Unlimited number of common shares.

**Issued and outstanding:**

84,743,903

**Escrow:**

14,000,000 (2018 – 30,000,000)

**Activity:**

Fiscal 2018

On December 22, 2017, the Company issued 12,166,667 common shares at \$0.01 per share relating to the acquisition of J&H (Note 4).

On May 31, 2018, the Company issued 150,000 common shares upon the exercise of stock options. Total cash proceeds were \$22,500 and the Company reallocated \$9,080 of the value previously assigned to the options.

On June 18, 2018, the Company issued 30,000,000 common shares relating to the acquisition of Woodstock (Note 4).

Between June 27 to August 15, 2018, the Company issued a total of 11,027,998 Units for \$0.50 per Unit for total cash proceeds of \$5,513,999. Each unit comprised one common share and one common share purchase warrant exercisable at \$1.00 for 24 months. In addition, the Company received a subscription deposit for \$25,000 for which the 50,000 shares were issued in September 2018. The Company incurred \$35,550 of costs related to the financing. The warrants were allocated to the net proceeds of \$1,822,000 based on their relative fair value within the Unit (Note 8(c)).

Fiscal 2019

In September 2018, the Company issued a total of 3,972,002 Units for \$0.50 per Unit for total cash proceeds of \$1,986,001 including the \$25,000 received in August 2018. Each unit comprised one common share and one common share purchase warrant exercisable at \$1.00 for 24 months.

The warrants were allocated net proceeds of \$655,380 based on the same relative fair value within the Unit as determined in August 2018 (note 8(c)).

As set out in the Woodstock purchase agreement, 10,000,000 of the shares issued in escrow were contingently returnable subject to terms and conditions to be satisfied by August 14, 2019. These conditions were not met by August 14, 2019 and the Company commenced cancellation the shares. The \$12,607,770 fair value originally assigned to these shares was recorded as a recovery during the year (Note 4). The cancellation of the escrowed shares was formally completed on September 16, 2019.

**b. Stock options**

The Company has a stock option plan (the "Plan") under which the directors of the Company may grant options to qualified directors, officers, employees and consultants of the Company. The exercise price of the options cannot be less than the closing price of the Company's shares on the trading day preceding the date of grant and the maximum term of any option cannot exceed five years. The maximum aggregate number of common shares under option at any time under the Plan cannot exceed 10% of the issued and outstanding common shares.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**8. SHARE CAPITAL AND RESERVES - continued**

**b. Stock options - continued**

**Activity:**

Fiscal 2018

On May 31, 2018, 150,000 options were exercised at \$0.15 (Note 8(a)).

On May 18, 2018, 4,600,000 options were issued exercisable at \$0.60 and expiring on May 17, 2021, vesting immediately. The value of the options was determined to be \$1,522,848 using 90% volatility, 2-year expected life, 2.14% discount rate and 0% expected dividend.

On May 18, 2018, 350,000 options were issued exercisable at \$0.60, vesting quarterly, in advance, in 8 equal installments, with a two-year expiry date after each vesting date. The value of the options was determined to be \$112,957 using 90% volatility, 2 to 3.75-year expected life, 2.03% discount rate and \$0 expected dividend.

On June 19, 2018, 2,750,000 options were issued exercisable at \$2.00 and expiring on June 19, 2021, vesting immediately. The value of the options was determined to be \$3,258,948 using 90% volatility, 3-year expected life, 1.91% discount rate and 0% expected dividend.

On June 19, 2018, 250,000 options were issued exercisable at \$2.00, vesting annually for five years, with a three-year expiry date after each vesting date. The value of the options was determined to be \$377,277 using 90% volatility, 4 to 8-year expected life, 2.03% discount rate and 0% expected dividend.

On July 20, 2018, 500,000 options were issued exercisable at \$1.50 and expiring on July 20, 2020, vesting immediately. The value of the options was determined to be \$398,635 using 90% volatility, 2-year expected life, 1.97% discount rate and 0% expected dividend.

On July 25, 2018, 150,000 options were issued exercisable at \$1.53, vesting quarterly, in advance, in 8 equal installments, with a two-year expiry date after each vesting date. The value of the options was determined to be \$136,539 using 90% volatility, 2 to 3.75-year expected life, 2.05% discount rate and 0% expected dividend.

On August 8, 2018, 600,000 options were issued exercisable at \$1.50. 300,000 options vest quarterly, in advance, in 8 equal installments, with a two-year expiry date after each vesting date. 300,000 options vest in six different tranches based on performance conditions expected to be achieved between August 2019 and August 2021. The value of the options was determined to be \$519,488 using 90% volatility, 2 to 5-year expected life, 2.13% discount rate and 0% expected dividend.

The total stock-based compensation recorded for the year ending August 31, 2018 is \$5,351,347.

Fiscal 2019

On October 2, 2018, the Company granted 400,000 options to a director exercisable at \$1.50, vesting quarterly, in-advance, over two years, and expiring two years after vesting. The value of the options was determined to be \$336,679 using 90% volatility, 2 to 3.75-year expected life, 1.63% discount rate, and \$Nil expected dividend. The director subsequently resigned from the board on November 8, 2018, thus forfeiting 350,000 options unvested. On February 6, 2019, the remaining 50,000 were cancelled.

On November 8, 2018, the Company granted 600,000 options to two directors exercisable at \$0.60, vesting quarterly, in-advance, over two years, and expiring two years after vesting. The value of the options was determined to be \$189,561 using 90% volatility, 2 to 3.75-year expected life, 2.37% discount rate, and \$Nil expected dividend.

On January 11, 2019, the Company granted 150,000 options to an employee exercisable at \$0.60, vesting annually over two years, and expiring two years after vesting. The value of the options was determined to be \$36,392 using 90% volatility, 3 to 4-year expected life, 2.37% discount rate, and \$Nil expected dividend. The employee left the Company on July 15, 2019 thus forfeiting the options.

On April 1, 2019, 150,000 options issued to a consultant on July 25, 2018 exercisable at \$1.53 were cancelled. On the same day, the Company granted a company owned by the same consultant 150,000 options, vesting immediately, exercisable at \$0.60 per common share until April 1, 2021. These transactions were treated as an option modification for accounting purposes. The incremental Black-Scholes value of \$7,306 along with the previously unvested value of \$104,366 was expensed immediately. The Black-Scholes valuations used the following assumptions:

	Original	Modified
Stock price	\$0.30	\$0.30
Exercise price	\$1.53	\$0.60
Expected life	1.5 to 3.0 years	2 years
Volatility	90%	90%
Dividend yield	0%	0%
Risk-free rate	2.05%	2.05%

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

**8. SHARE CAPITAL AND RESERVES - continued**

**b. Stock options - continued**

Fiscal 2019 - continued

On May 10, 2019, the Company granted an executive engineering consultant 200,000 options exercisable at \$0.60, vesting immediately, and expiring two years from grant. The value of the options was determined to be \$50,735 using 90% volatility, 2-year expected life, 1.64% discount rate and \$Nil expected dividend.

On May 22, 2019, the Company granted a senior US operations and processing consultant 200,000 options exercisable at \$0.60, vesting quarterly, in-advance, over two years, and expiring two years after vesting. The value of the options was determined to be \$58,067 using 90% volatility, 2 to 3.75-year expected life, 1.66% discount rate and \$Nil expected dividend.

The total share-based compensation during the year ended August 31, 2019 is \$353,054.

A summary of the Company's stock option activity for the year ended August 31, 2019 is as follows:

	Number of Options	Weighted-Average Exercise Price (\$)
Outstanding, August 31, 2017	1,950,000	0.14
Granted	9,200,000	1.18
Exercised	(150,000)	0.15
Cancelled/Expired	(1,800,000)	0.14
Outstanding, August 31, 2018	9,200,000	1.18
Granted	1,550,000	0.60
Cancelled/Expired	(3,640,640)	1.30
Outstanding, August 31, 2019	7,109,360	0.69

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at August 31, 2019 are as follows:

Date of Grant	Exercise Price (\$)	Number Outstanding	Number Exercisable	Remaining Life (Years)
May 18, 2018	0.60	4,600,000	4,600,000	1.72
June 19, 2018 (i)	2.00	1,359,360	1,359,360	1.80
July 25, 2018	0.60	150,000	150,000	1.64
November 8, 2018	0.60	600,000	300,000	1.19
May 10, 2019	0.60	200,000	200,000	1.69
May 22, 2019	0.60	200,000	50,000	1.73
		7,109,360	6,659,360	

(i) Cancelled on October 28, 2019.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

**8. SHARE CAPITAL AND RESERVES - continued**

**c. Warrants**

Between June 27 to August 15, 2018, the Company issued 11,027,998 share purchase warrants as part of the private placement financing described in Note 8(a). Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$1.00 per common share for 24 months. The Warrant may not be exercised before the date that is 120 days from July 9, 2018. The Company may require the holders of the Warrants, upon 15 days' notice, to exercise their right to purchase common shares at any time after 120 days from July 9, 2018, if the common shares close at or above \$1.50 per common share for 20 consecutive trading days.

The value of a warrant was determined using 90% volatility, 2-year expected life, 1.94% discount rate, 0% expected dividend. The resulting value represented approximately 33% of the value of the Unit with the remaining 67% attributed to the value of the common share within the Unit. The warrants were allocated \$1,822,000 of the net proceeds of the financing.

In September 2018, the Company completed the second tranche of the financing (Note 8(a)) issuing an additional 3,922,002 Units with the same terms as above. The warrants were allocated net proceeds of \$655,380 based on the same relative fair value within the Unit as determined in the August 2018 tranche above.

**9. INTEREST IN SUBSIDIARIES**

These consolidated financial statements incorporate the activities of the Company's subsidiaries from the date the Company acquires control to the date control is relinquished.

The Company's subsidiaries and relative ownership interests are as follows:

<b>Subsidiary</b>	<b>Domicile</b>	<b>Ownership Interest</b>	<b>Date Control Acquired</b>
Bathurst Resources Corp.	Canada	100%	December 31, 2013
Jekyll and Hyde Brand Builders Inc.	Canada	100%	December 22, 2017
Woodstock Biomed Inc.	Canada	100%	August 14, 2019
Leviathan US, Inc. (90%)	USA	90%	April 15, 2019
LCG Holdings Inc. (65%) (i)	Canada	65%	August 1, 2019
Grupo LCG SAS	Colombia	65% (ii)	August 21, 2019

(i) The Company has established LCG Holdings Inc. as a business venture to cultivate hemp and manufacture cannabidiol ("CBD") isolate and other extracted products in the rich agricultural region of Republic of Colombia, South America.

(ii) A 100% interest of Grupo LCG SAS is held through LCG Holdings Inc. The Company was inactive in 2019.

**10. LOSS PER SHARE**

The calculation of basic and diluted loss per share for the year ended August 31, 2019 was based on the net loss and comprehensive loss attributable to common shareholders of \$28,542,028 (2018 – \$6,378,296) and the weighted average number of common shares outstanding of 84,743,903 (2018 – 40,876,481).

**11. RELATED PARTY BALANCES AND TRANSACTIONS**

The remuneration expense of directors and other members of key management personnel, or companies under their control, are as follows:

	2019	2018
Salaries, consulting, and benefits	\$ 588,000	\$ 461,837
Share based compensation	353,054	5,351,347
	<b>\$ 941,054</b>	<b>\$ 5,813,184</b>

As described in Note 5(b), the Company made a series of advances to IFG, which were repaid to the Company in January 2019, subsequent to that date the company made a new series of advances to IFG which were outstanding at August 31, 2019. In total, three executive management team members are directors or key management personnel of IFG.

\$48,253 (2018 - \$Nil) of the Company's revenue was from a company controlled by a director of the Company.

\$39,000 (2018 - \$Nil) of the Company's revenue was from a company controlled by a director of the Company.

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

**12. COMMITMENTS**

**Lease Obligation**

The Company is under a lease obligation related property used as headquarters in Toronto. The period covered under the lease is September 15, 2017 to September 30, 2020 (expiry date). The Company has the right to extend the lease but must notify the landlord of this intention no later than six months prior to the expiration date and must have a negotiated new lease completed and signed no later than three months prior to expiration date of the lease. Rent expense is noted on the Financial Statements as an annual amount recorded monthly.

Future annual minimum lease payments are:

August 31, 2020: \$41,089

August 31, 2021: \$3,424

**13. OPERATING SEGMENTS**

The Company currently operates in two business segments:

- 1) Cannabis focused marketing services ("Marketing"); and
- 2) Cultivation, processing, and distribution of cannabis products in Canada and hemp products in the United States & South America ("Cultivation").  
 As at August 31, 2019, 100% of the Company's cultivation operations are in the development stage.

The Company manages its reporting segments based on a combination of geographic and operational information as follows:

	<b>Corporate</b>	<b>Cultivation</b>				<b>Marketing</b>	<b>Total</b>
	Canada	Canada	USA	Colombia	Total Cultivation	Canada	
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 118,503	\$ 118,503
Impairment of assets	-	23,901,970	-	-	23,901,970	-	23,901,970
Loss on disposal of assets	-	1,203,616	-	-	1,203,616	-	1,203,616
Share-based compensation	353,054	-	-	-	-	-	353,054
Interest expense (income)	(20,605)	327,659	-	-	327,659	-	307,054
Bad debt	50,000	-	-	-	-	18,875	68,875
Amortization	-	2,108	-	-	2,108	1,301	3,409
All other expenses	2,045,637	545,549	129,143	58,587	733,279	63,656	2,842,572
<b>Net Loss</b>	<b>\$ (2,428,086)</b>	<b>\$(25,980,902)</b>	<b>\$(129,143)</b>	<b>\$(58,587)</b>	<b>\$ (26,168,632)</b>	<b>\$ 34,671</b>	<b>\$(28,562,047)</b>
Current Assets	1,144,064	80,977	25,054	-	106,031	183,825	1,433,920
Property, plant, and equipment	-	3,323,626	497,387	-	3,821,013	3,036	3,824,049
<b>Total Assets</b>	<b>\$ 1,144,064</b>	<b>\$ 3,404,603</b>	<b>\$ 522,441</b>	<b>-</b>	<b>\$ 3,927,044</b>	<b>\$ 186,861</b>	<b>\$ 5,257,969</b>
Current liabilities	364,754	12,390	29,863	-	42,253	-	407,007
Intercompany payable (receivable)	(3,113,796)	2,668,501	184,828	58,587	2,911,916	201,880	-
Long-term debt	-	3,717,089	-	-	3,717,089	-	3,717,089
<b>Total liabilities</b>	<b>\$ (2,749,042)</b>	<b>\$ 6,397,980</b>	<b>\$ 214,691</b>	<b>\$ 58,587</b>	<b>\$ 6,671,258</b>	<b>\$ 201,880</b>	<b>\$ 4,124,096</b>

**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

**14. INCOME TAXES**

Income tax expense comprises current and deferred tax and are recognized in profit or loss except to the extent that they relate to a business combination or are recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences relating to the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, and the Company intends to settle tax liabilities and assets on a net basis or to realize the tax assets and liabilities simultaneously.

The reconciliation of the combined Canadian federal and provincial statutory income taxes rate of 26.5% (2018 – 26.5%) to the effective tax rate is as follows:

	<b>2019</b>	<b>2018</b>
Net Income (Loss) before recovery of income taxes	\$ (28,562,047)	\$ (6,378,296)
Expected income tax (recovery) expense	(7,568,940)	(1,690,250)
Tax rate changes and other adjustments	9,920	
Non-deductible expenses	101,840	(33,890)
Stock-Based Compensation	93,560	1,418,110
Impairment of assets	6,334,020	
Change in tax benefits not recognized	1,029,600	306,030
Income tax (recovery)	\$ -	\$ -

**Unrecognized Deferred Tax Assets**

Deferred taxes are provided as a result of the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

Property, plant, and equipment	\$ 1,217,860	\$ 10,830
Share issuance costs	21,330	31,610
Non-capital losses carried forward	6,549,360	4,061,120
Capital losses carried forward	50,000	-
Investment Tax Credits	-	7,150
Resource pools - Mineral Properties	554,410	554,410

The Canadian non-capital losses carried forward expire as noted in the table below. Share issuance costs will be fully amortized in 2022. The capital losses carried forward may be carried forward indefinitely but can only be used to reduce capital gains. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.



**LEVIATHAN CANNABIS GROUP INC.**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED AUGUST 31, 2019 AND 2018**

---

**14. INCOME TAXES - continued**

The Company's Canadian non-capital income tax losses expire as follows:

2031	\$	111,970
2032		326,840
2033		293,520
2034		407,540
2035		457,880
2036		848,470
2037		289,530
2038		1,289,380
2039		2,524,240
	\$	<b>6,549,400</b>

**15. SUBSEQUENT EVENTS**

On September 9, 2019 the Company announced that its wholly owned subsidiary, Woodstock Biomed Inc. initiated legal proceedings against The Corporation of the Town of Pelham. This litigation, filed through the Ontario Superior Court of Justice, follows Town Council's decision to deny the Company an exemption to its Interim Control By-law (4046), which placed a one-year moratorium on the building of new cannabis facilities and the expansion of existing operations. On September 23, 2019, Pelham Town Council voted to extend the Interim Control By-law to July 15, 2020.

On October 15, 2019 the Company signed an agreement with an investor to provide financing of up to \$5,000,000 at 10% per annum from the date of each advance. The Company may, at its discretion, repay the balance of principal and/or interest owing at any time without penalty.

On November 18, 2019 the Company, through its subsidiary LCG Holdings Inc., acquired a hydrangea facility located on 22.43 flat acres land in Rio Negro, Colombia. The facility will cost US \$1,114,000 with a series of five payments from November 2019 through to May 2021.