

**ICANIC BRANDS COMPANY INC.
(FORMERLY INTEGRATED CANNABIS COMPANY, INC.)**

**MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED
OCTOBER 31, 2021**

(Unaudited - Expressed in Canadian Dollars)

Set out below is a review of the activities, results of operations and financial condition of Icanic Brands Company Inc. (Formerly Integrated Cannabis Company, Inc). (the "Company") for the three months ended October 31, 2021. The discussion below should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the three months ended October 31, 2021 and the audited consolidated financial statements for the years ended July 31, 2021. Those financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at April 11th, 2022. The Company is a reporting issuer in the provinces British Columbia, Alberta and Ontario and is listed on the Canadian Securities Exchange as ICAN. Additional information related to the Company, is available on SEDAR at www.sedar.com.

1. BACKGROUND

Icanic Brands Company Inc. (Formerly Integrated Cannabis Company, Inc.) was incorporated on September 15, 2011, under the laws of the province of British Columbia and is registered extra-provincially under the laws of Ontario. The Company is a cannabis branded products manufacturer based in northern California. The Company is a public company whose common shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "ICAN". The head office of the Company is located at Suite 810 - 789 West Pender Street, Vancouver, BC, V6C 1H2, Canada.

Ganja Gold

Ganja Gold is the industry leader in providing top grade cannabis products that are crafted for those who seek a top-shelf experience. Ganja Gold's entire line uses the absolute best materials and each item is personally inspected, smelled, and sampled, while also meticulously tested by one of the top regarded labs in the world.

X-SPRAYSTM

The Company's X-SPRAYS product line consists of eight market ready orally ingested spray products that are highly effective for overall health and well-being as well as general lifestyle. Four products are available infused with hemp-based cannabidiol (CBD) and four products are formulated without a cannabidiol (CBD) infusion. The state-of-the-art formulations are free from artificial flavours, artificial colours, sugar, starch, wheat, soy, gluten, eggs, salt and dairy. The sprays contain natural fruit and/or herbal flavours and are suitable for vegetarians and vegans. The products are highly bioavailable such that the active ingredients in the sprays are already fully dissolved, so the vitamins and minerals do not need to be further broken down once swallowed but are immediately available for use by the body. The X-SPRAYS product line is packaged in precise, metered dose and convenient spray tubes including a child-resistant version, both of which easily fit into a purse or pocket and are ideal for travel. The container protects the liquid from light and air, ensuring the quality and shelf life of the ingredients.

1200665 BC Ltd.

On May 21, 2019, the Company entered into a share exchange agreement (the "Definitive Agreement") among the Company, 1200665 B.C. Ltd., a private British Columbia company ("1200665BC"), whereby the Company will acquire all of the issued and outstanding shares of 1200665BC. 1200665BC, have pending Share Purchase Agreements ("SPA") with V6E and Sullivan Park, whom are beneficial owners of cannabis cultivation and manufacturing licenses in the state of Nevada. The Company is seeking regulatory approval for the transfer of ownership from the State of Nevada. Upon receipt of regulatory approval, the transaction with 1200665BC will close. As consideration, the Company issued 30,645,161 common shares with a fair value of \$11,645,161 and settled the remaining purchase price of \$12,500,000 through the issuance of 40,322,580 common shares.

The acquisition deposit represents funds and equity advanced to these Entities. Upon regulatory approval, the Company assess whether the acquired business meet the definition under IFRS 3 – Business Combinations and the acquisition deposit will be the purchase price. The acquisition deposit will be eliminated upon regulatory approval.

	\$
Balance, July 31, 2019	25,570,371
Funds advanced	533,230
Balance, July 31, 2020	26,103,601
Funds advanced	99,759
Balance, October 31, 2021	26,203,360

As at October 31, 2021, under IAS 36 – Impairment, the Company did not identify impairment indicators.

2. COMPANY HIGHLIGHTS

COVID-19 pandemic

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

During the period ended October 31, 2021, and subsequent:

LEEF holdings Inc. Definitive Agreement

On January 25, 2022, the Company entered into a Definitive Agreement (the "Agreement") to acquire 100% of LEEF Holdings Inc. ("LEEF"), a California based premier extraction Company.

LEEF is one of the largest cannabis extraction companies in the state of California and is a leading provider of bulk concentrates to many of the largest brands in the state. It is led by an expert group of legacy operators with experience in organic soil-based farming and sophisticated extraction practices. LEEF's manufacturing capabilities include a 12,000 square foot state of the art extraction and manufacturing facility with up to 45 tons of biomass throughput per month and up to 3,000 liters of distillate extraction capability per month. Headquartered in Willits, California, LEEF's core manufacturing competencies include ethanol extraction (Type 6 manufacturing license), hydrocarbon extraction (Type 7 manufacturing license), and solventless extraction. LEEF also has an edibles production line and is in the process of building out a 45,000 square foot mid-stream processing facility which will allow it to dry its own product and provide additional services including processing, distribution and delivery to its customers. LEEF also recently received a 186.7 acre cultivation land use permit, which will make it the owner of one of the largest cannabis cultivation sites in California. The site sits on over 1,900 acres of prime California real estate.

Under the terms of the Agreement, the Purchase Price ("Purchase Price") is comprised of the following:

- Closing Purchase Price ("Closing Purchase price"); and,
- Earn-out Payments ("Earn-Out Payments").

The Closing Purchase Price will be equal to the higher of i) US \$120,000,000 or ii) two times the trailing 12-months revenue of LEEF for the period ended September 30, 2021. The Closing Purchase Price will be calculated using a 30-day volume weighted average price of the Company on the Canadian Securities Exchange. The Closing Purchase Price is subject to certain escrow arrangements.

The Earn-Out Payments are as follows:

1. 15 months following Closing, an amount equal to (A) 10% of the TTM revenue calculated for the 12-month period immediately following Closing, multiplied by 2.0, minus (B) the Closing Purchase Price (the "First Earn-Out Payment");
2. 27 months following Closing, an amount equal to (A) 10% of the TTM revenue calculated for 12 month period immediately following the first anniversary of the Closing, multiplied by 2.0, minus (B) the Closing Purchase Price and minus (C) any amounts paid pursuant to the First Earn-Out Payment (the "Second Earn-Out Payment"); and
3. 39 months following Closing, an amount equal to (A) 10% of the TTM revenue calculated for 12 month period immediately following the second anniversary of the Closing, multiplied by 2.0, minus (B) the Closing Purchase Price and minus (C) any amounts paid pursuant to the First Earn-Out Payment and Second Earn-Out Payment (the "Third Earn-Out Payment").

As of April 11, 2022, the Company has continued working with counsel and LEEF to complete the transaction.

2. COMPANY HIGHLIGHTS

Substance LLC Letter of Intent

On October 1, 2021, the Company entered into a Binding Letter of Intent (“Binding LOI”) to acquire 100% of Substance LLC (“Substance”), a premium California based cannabis brand.

Under the terms of the Binding LOI, the Purchase Price (“Substance Purchase Price”), is comprised of the following:

- 12 month earn-out based on revenues (“Earn Out”); and,
- Milestone Bonuses (“Milestone Bonuses”).

The Earn Out will be 1.3 times the trailing 12-months revenue of Substance for the period ending 12 months post-closing of the acquisition, using a 30-day volume weighted average price of the Company on the Canadian Securities Exchange.

Operational update

On September 28, 2021, the Company entered into a Definitive Sale and Assignment Agreement (the “Agreement”), whereby the Company sold its interest and rights in the Sacramento, California based Cultivation Facility. As consideration, the Company received US \$2,000,000 and the discounted purchase rights to supply its current California based infused pre-roll products. A portion of the proceeds was allocated to the Promissory Note Receivable that was outstanding of \$1,309,446 (October 31, 2020 - \$1,399,390)

On September 14, 2021 the Company cancelled 916,000 stock options with an exercise price of \$0.35 per option granted.

On May 6, 2021, the Company signed a binding Letter of Intent (“LOI”) with Heavenly Sweet (“Heavenly Sweet”), a leading California edibles company to partner with in the Nevada market. ICAN and Heavenly Sweet will form a new entity (“NewCo”), based on the agreed upon terms and conditions, whereby Heavenly Sweet shall retain 75% and ICAN shall retain 25% of all rights, title and interests in NewCo. As of the date of this MDA, the LOI is in good standing.

On March 25, 2021, Mr. Eugene Beukman has tendered his resignation as Director and Chief Financial Officer of the Company, effective April 1st, 2021, to pursue retirement.

On March 15, 2021, the Company announced the Company has thus far received \$1,083,773 from the exercise of warrants during Q1-2021.

On March 1, 2021, the Company announced that effective March 1st, 2021, Mr. Mark Smith has been appointed as the Company’s Executive Chairman. Mr. Mark Smith will be issued 500,000 options at \$0.55 and additional milestone-based performance equity and currently owns 2,000,000 shares and is in the process of acquiring additional shares.

On November 10, 2020, the Company announced that its wholly-owned subsidiary Ganja Gold has been recognized by LeafLink as the fastest growing pre-rolls brand in the nation.

On November 9, 2020, the Company joined cannabis advocates in congratulating voters in Arizona, Montana, New Jersey and South Dakota, which in last week’s elections passed measures to legalize cannabis for adult use and/or medical use.

SELECTED ANNUAL INFORMATION

A summary of selected annual financial information for the last three fiscal years is as follows, as expressed in Canadian dollars, and in accordance with IFRS:

	July 31, 2021	July 31, 2020	July 31, 2019
	\$	\$	\$
Total assets	58,794,484	56,413,796	62,075,422
Total long-term financial liabilities	12,636,056	7,284,999	17,001,961
Total revenues	9,798,741	7,971,497	108,346
Net loss and comprehensive loss	(9,795,484)	(8,046,591)	(5,895,728)
Loss per share, basic and diluted	(0.03)	(0.04)	(0.12)

During the year ended July 31, 2021, revenues increased by \$1,827,244 or 23%, representing growth from The Company's operations. Net loss and comprehensive loss increased to \$9,795,484 (2020 - \$8,046,591). The net loss and comprehensive loss included the following non-cash transactions: Foreign currency translation adjustment of \$1,886,069 (2020 – gain of \$550,153), consideration paid in excess of identifiable assets of \$3,120,377 (2020 - \$Nil), impairment of intangible assets of \$824,377 (2020 - \$4,311,051), depreciation expense of \$2,625,265 (2020 - \$3,683,425) and share-based compensation of \$1,466,475 (2020 - \$1,253,788). Total assets remained relatively consistent year over year, at \$58,794,484 (2020 - \$56,413,796). The overall increase is attributed to the acquisition of De Krown and THC Engineering. The Company's long-term liabilities grew to \$12,636,056 (2020 - \$7,284,999) due to accretive acquisition such as THC Engineering and DeKrown.

3. RESULTS OF OPERATIONS

3.1 Results of Operations for the three month period ended October 31, 2021

The Company had total sales of \$2,624,988 during the period ended October 31, 2021 ("2021") compared to \$2,656,027 in the comparative period ended October 31, 2021 ("2020"). Gross margins decreased to \$1,149,802 from \$1,213,993, representing a decrease of 5% from the comparative period. The gross margin percentage was 43.8% (2020 – 45.7%). The Company's gross margin decreased slightly as the Company focused efforts on identifying cross synergies with its newest acquisition target LEEF.

During 2021, the Company achieved net income before income taxes of \$81,199 (2020- \$(44,156)). The net change in 2021 is primarily attributed to the various operating expenses as explained below;

In three month period ended October 31, 2021, significant operating expenses include:

- Depreciation increased to \$729,894 (2020 - \$27,270) and primarily relates to the amortization of intangible assets, including licenses, customer relationships, brands and intellectual property.
- Advertising and promotion fees for 2021 were \$348,621 (2020 - \$268,987). The increase in fee was due to a result of the Company incurring costs to create brand awareness for Ganja Gold during the current year.
- Legal and professional fees for 2021 were \$212,275 (2020 - \$131,949). The increase in fees were related to the Company engaging a large US based audit firm for its annual filings. In addition, the Company continued to incur legal fees associated with closing the LEEF transaction.
- Payroll expense of \$454,660 (2020- \$339,366) was incurred as the Company's US operations continued to grow and certain consultants transitioned to being employed.
- Office and general expenses fees for the period was \$325,556 (2020 - \$250,247). The increase in fees was due to the Company trying to gain additional market share and build awareness for the brand.
- On September 28, 2021, the Company entered into a Definitive Sale and Assignment Agreement (the "Agreement"), whereby the Company sold its membership interest and rights in the Sacramento, California based Cultivation Facility. As consideration, the Company received US \$2,000,000 and the discounted purchase rights to supply its current California based infused pre-roll products. A portion of the proceeds was allocated to the Promissory Note Receivable that was outstanding of \$1,309,446 (October 31, 2020 - \$1,399,390)

3. RESULTS OF OPERATIONS (CONTINUED)

3.2 Cash flows for the three months ended October 31, 2021

The Company had \$2,107,363 of cash and equivalents compared to \$2,689,344 as of October 31, 2020.

Operating Activities

Cash used in operating activities for the period ended October 31, 2021 was \$1,224,873 as compared to \$342,928 in the comparative period. In the current year the Company increased the employment of consultants in order to advise on acquisition deals that occurred throughout the year and incurred costs related to due diligence for the Company's various acquisitions.

Investing Activities

Cash received from investing activities for the period ended October 31, 2021 was \$1,615,706 (2020 - \$2,025). The Company sold its membership interest and rights in the Sacramento, California based Cultivation Facility. As consideration, the Company received US \$2,000,000 and the discounted purchase rights to supply its current California based infused pre-roll products. The Company used proceeds from the sale and invested it in additional equipment and leasehold improvements to its new leased facility.

Financing Activities

The Company did not carry out and financing activities in the current period.

3.3 Revenue and Cost of Sales Analysis

	October 31, 2021	October 31, 2020
	\$	\$
Sales	2,624,988	2,656,027
Cost of goods sold	(1,475,186)	(1,442,034)
Gross profit	1,149,802	1,213,993
Gross profit %	43.8%	45.7%

- The Company is a cannabis branded products manufacturer based in northern California. The Company utilizes its distribution channels to facilitate significant revenue growth.
- Cost of sales include all expenditure related to the products which include ingredients and manufacturing costs and depreciation of equipment used in the production and sale of cannabis and related derivatives.
- During the period ended July 31, 2021 sales were \$2,624,988 (2020 - \$2,656,027). The slight decrease in revenue was due to management integrating the various acquisitions into its strategic business model.
- The Company achieved a gross margin of 43.8% (2020 - 45.7%) as the Company realizes economies of scales and optimizes its operations.
- Gross margins have continuously improved during the last several periods as compared to the increase in sales. The Company experienced economies of scale and was able to re-negotiate better terms with suppliers.

3.4 Financial position

- The Company had a cash balance of \$2,107,363 at October 31, 2021 (2020 - \$2,689,344). Total assets as at October 31, 2021 were \$57,767,52 (2020 - \$68,910,674).
- Accounts payable and accrued liabilities for the period were \$280,297 (2020 - \$1,641,832).
- Pursuant to the acquisition of THC Engineering Inc, the Company had consideration payable of \$2,399,963 as at October 31, 2021. Also, the Company has contingent consideration payable of \$2,228,162 in addition to the consideration payable.
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3.6 Summary of Quarterly Results

The following tables set out financial performance highlights for the last eight quarters and have been prepared in accordance with IFRS.

	Q1		Q4		Q3		Q2	
	October 31, 2021		July 31, 2021		April 30, 2021		January 31, 2021	
Sales	\$	2,624,988	\$	1,291,531	\$	3,236,199	\$	2,894,838
Operating expenses		2,103,316		2,869,125		1,303,790		1,703,860
Net income (loss)		(81,199)		(7,647,126)		252,790		(470,923)
Income (loss) per share		(0.00)		(0.03)		(0.00)		(0.00)
Total assets		57,767,152		58,794,484		70,143,051		69,665,399
Current liabilities		4,111,877		5,090,827		2,610,545		2,574,914

	Q1		Q4		Q3		Q2	
	October 31, 2020		July 31, 2020		April 30, 2020		January 31, 2020	
Sales	\$	2,376,173	\$	2,646,653	\$	1,717,350	\$	1,780,211
Operating expenses		1,468,127		5,405,845		765,564		1,374,499
Net income (loss)		(44,156)		(9,305,386)		3,788,967		(1,084,010)
Loss per share		(0.00)		(0.04)		0.02		(0.00)
Total assets		68,910,674		56,413,796		67,381,628		65,929,332
Current liabilities		2,132,680		2,255,773		990,952		13,203,493

4 LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2021 the Company had working capital of \$1,623,044 (July 31, 2021 – \$1,700,301) and had a cash and cash equivalents balance of \$2,107,363 (July 31, 2021 – \$1,807,990)

The Company's sales revenue during the period ended October 31, 2021 was \$2,624,988 (2020 - \$2,656,027). Since acquiring Ganja Gold and De Krown, as well as the World Health Organization's declaration of the COVID-19 a pandemic in March 2020, sales have increased.

The Company's continued development is contingent upon its ability to raise sufficient financing both in the short and long-term. There are no guarantees that additional sources of funding will be available to the Company; however, management is committed to pursuing all possible sources of financing in order to execute its business plan.

5 OFF BALANCE SHEET ARRANGEMENTS

At October 31, 2021, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, or any obligations that trigger financing, liquidity, market or credit risk to the Company.

6 RELATED PARTY TRANSACTIONS

As of October 31, 2021, the amount due to related parties is \$6,741 (2020 - \$5,340). This amount consists of amounts due to a former director of the Company. These amounts were made to provide working capital and are non-interest bearing and without fixed terms of repayment.

Relationship	Type of service	2021	2020
CFO and Director has a minority interest in a firm providing accounting services.	Legal and professional fees	\$ 60,329	\$ -
CFO and Director has a minority interest in a firm providing corporate consulting services	Consulting fees	11,250	11,250
CFO and Director controls a firm providing corporate consulting services.	Consulting fees	13,650	15,750
CEO and Director	Salaries	70,000	-
CEO and Director	Share-based compensation	-	91,167
		\$ 155,229	\$ 118,167

7 CRITICAL ACCOUNTING ESTIMATES

Significant accounting judgments and estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include recognition of deferred income tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Critical accounting estimates

- i. Share-based payments and fair value adjustment to contingent liability are subject to estimation of the value of the award and warrants at the date of grant and measurement date using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's share options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.
- ii. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.
- iii. Management reviews the useful lives of depreciable assets including property, plant and equipment and customer contracts at each reporting date based on the expected utility of the assets to the Company. Actual results, however, may vary due to technical obsolescence.
- iv. The determination that the Company will continue as a going concern for the next year.
- v. The revenue recognition of sale revenue.
- vi. The determination of related parties.
- vii. The determination of business combination versus asset acquisitions.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The carrying values of the Company's financial instruments carried at amortized cost approximate fair values due to their short duration.

Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors.

Financial Risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. Credit risk associated with accounts receivable, the promissory note receivable and loans receivable arises from the possibility that the principal and/or interest due may become uncollectible. The Company mitigates this risk by managing and monitoring the underlying business relationship. The Company is currently exposed to moderate credit risk associated with its trade receivable.

Market and Other Risks

Market risk is the risk of uncertainty arising primarily from possible commodity market price movements and their impact on the future economic viability of the Company's projects and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and exploration budgets accordingly.

Liquidity Risk

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business.

Liquidity needs are monitored in various time bands, including 30-day, 180-day and 360-day lookout periods. As at October 31, 2021, the Company has a working capital of \$1,623,044 (2020 – \$1,700,301) and may require additional financing to meet its short term obligations.

9. OUTSTANDING SHARE DATA

The following table summarizes the Company's outstanding share data as of the date of this MD&A:

	Number of shares issued or issuable
Common shares	238,235,947
Stock options	13,852,998
Warrants	7,480,000

10. RISK FACTORS

Investing in the common shares of the Company involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline, and prospective investors may lose part or all of their investment.

10. RISK FACTORS (CONTINUED)

Risks Related to the United States Regulatory Regime

Marijuana is illegal under U.S. federal law

The cultivation, manufacture, distribution, and possession of marijuana is illegal under U.S. federal law. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and, in case of conflict between federal and state law, the federal law must be applied. Accordingly, federal law applies even in those states in which the use of marijuana has been legalized. Enforcement of federal law regarding marijuana would harm the Company's business, prospects, results of operation, and financial condition.

Under the Controlled Substances Act, 21 U.S.C., § 801 et seq. (the "CSA"), it is a felony to manufacture, distribute, dispense or possess with intent to manufacture, distribute or dispense a controlled substance, including marijuana (a Schedule I controlled substance under the CSA); to use a communication facility, which includes the mail, telephone, wire, radio, and all other means of communication, to cause or facilitate a violation of the CSA; and to place an advertisement knowing that the advertisement is intended to offer to sell or buy marijuana, or to use the internet to advertise the sale of marijuana. It is also a federal misdemeanor to knowingly or intentionally possess marijuana and a felony to attempt or conspire to violate the CSA. The CSA does not apply to conduct that takes place entirely outside the United States if the conduct involves cannabis that never reaches, and is never intended to reach, the United States.

Since the possession and use of marijuana and any related paraphernalia is illegal under U.S. federal law, the Company may be deemed to be aiding and abetting illegal activities. Its subsidiaries plan to manufacture and/or distribute medical and adult-use cannabis. As a result, U.S. law enforcement authorities, in their attempt to regulate the illegal use of marijuana and any related paraphernalia, may seek to bring an action or actions against the Company or its subsidiaries, including, but not limited to, a claim regarding the possession, use and sale of cannabis, and/or aiding and abetting another's criminal activities. The U.S. federal aiding and abetting statute provides that anyone who "commits an offense or aids, abets, counsels, commands, induces or procures its commission, is punishable as a principal." As a result, the U.S. Department of Justice could allege that the Company has "aided and abetted" violations of federal law by providing financing and services to its subsidiaries.

Under these circumstances, the federal prosecutor could seek to seize the assets of the Company, and to recover the "illicit profits" previously distributed to shareholders resulting from any of the foregoing. In these circumstances, the Company's operations would cease, shareholders may lose their entire investment and directors, officers and/or shareholders may be left to defend any criminal charges against them at their own expense and, if convicted, be sent to federal prison. Such an action would result in a material adverse effect on the Company. Violations of federal law could result in significant fines, penalties, administrative sanctions, criminal prosecution, including arrest, pre-trial incarceration, and sentences including monetary fines or incarceration, disgorgement of profits, cessation of business activities or divestiture, and forfeiture of real and personal property. The federal government can seek, (i) civil forfeiture of property involved in or traceable to certain crimes, including money laundering and violations of the CSA; and (ii) prosecution of the Company's employees, directors, officers, managers and investors for criminal violations of the CSA, federal anti-money laundering laws, or the Travel Act. Even when the government does not bring criminal charges, it may use the threat of an investigation or charges to incentivize civil settlements.

This could have a material adverse effect on the Company, including its reputation and ability to conduct business, its holding (directly or indirectly) of cannabis licenses in the United States, the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded Common Shares. It is difficult to estimate the time or resources needed to respond to a government investigation or prosecution of such matters without knowing the nature and extent of any information requested by the applicable authorities involved. Such time or resources could be substantial.

10. RISK FACTORS (CONTINUED)

Marijuana is strictly regulated in those states which have legalized it for medical or recreational use

U.S. states and territories that have medical and/or adult-use markets impose substantial regulatory and licensing burdens on marijuana businesses. The legal and regulatory framework applicable to cannabis businesses is different in each state and territory. Obtaining a license or permit to grow, distribute, or dispense marijuana can be a difficult, costly, and lengthy process. Violations of a state's legal and regulatory framework can result in revocation of licenses, civil penalties, and other punishments. No assurance can be given that the Company will receive the requisite licenses, permits, or cards to operate its businesses.

Local laws and ordinances could restrict the Company's business activity. Local governments may have the ability to limit or ban cannabis businesses from operating within their jurisdiction, or impose requirements in addition to those imposed by state law. Land use, zoning, local ordinances, and similar laws could be adopted or changed, which may have a material adverse effect on the Company's business.

The Company currently operates only in the State of California and the State of Nevada but may consider opportunities in other jurisdictions as deemed appropriate by management. The Company is aware that multiple states are considering special taxes or fees on businesses in the marijuana industry. Other states may be in the process of reviewing such additional fees and taxation, or may impose them in the future. This could have a material adverse effect upon the Company's business, results of operations, financial condition, or prospects.

Newly established legal regime

The Company business activities will rely on newly established and/or developing laws and regulations in the states in which it operates. These laws and regulations are rapidly evolving and subject to change with minimal notice. Regulatory changes may adversely affect the Company's profitability or cause it to cease operations entirely. The cannabis industry may come under the scrutiny or further scrutiny by the FDA, Securities and Exchange Commission, the Department of Justice, the Financial Industry Regulatory Advisory or other federal or applicable state or nongovernmental regulatory authorities or self-regulatory organizations that supervise or regulate the production, distribution, sale or use of cannabis for medical or nonmedical purposes in the United States. It is impossible to determine the extent of the impact of any new laws, regulations or initiatives that may be proposed, or whether any proposals will become law. The regulatory uncertainty surrounding the industry may adversely affect the business and operations of the Company, including without limitation, the costs to remain compliant with applicable laws and the impairment of its business or the ability to raise additional capital.

Restricted access to banking

The Company may have limited or no access to banking or other financial services in the United States. Federal anti-money laundering statutes and regulations discourage financial institutions from working with marijuana businesses, regardless of whether marijuana is legal in the state in which the financial institution or its customers are located. The inability or limitation in the Company's ability to open or maintain bank accounts, obtain other banking services, or accept credit card and debit card payments may make it difficult for the Company to operate and conduct its business as planned or to operate efficiently.

Federally chartered financial institutions are subject to federal regulation, including oversight by the FinCEN bureau of the U.S. Treasury Department. Because marijuana is illegal under federal law, financial institutions may subject themselves to federal civil or criminal liability for banking the proceeds of marijuana businesses, and there are relatively few financial institutions who provide banking services to marijuana businesses.

10. RISK FACTORS (CONTINUED)

Restricted access to banking (continued)

The FinCEN Guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the U.S. Department of Justice, FinCen or other federal regulators. Thus, most banks and other financial institutions in the United States do not appear to be comfortable providing banking services to cannabis-related businesses, or relying on this guidance, which can be amended or revoked at any time.

Financial institutions which do provide financial services to marijuana businesses may charge increased fees to or impose additional requirements on marijuana businesses. Some financial institutions refuse to process debit or credit card payments to marijuana businesses. Financial institutions which do process such transactions may also charge fees higher than those imposed on other businesses. The Company may experience increased costs, or decreased profits, as a result of its inability to accept debit or credit card payments, or as a result of increased fees it pays to the financial institutions processing such transactions.

Further, because the manufacture, distribution, and dispensation of cannabis remains illegal under the CSA, banks and other financial institutions providing services to cannabis-related businesses risk violation of federal anti-money laundering statutes (18 U.S.C. §§ 1956 and 1957), the unlicensed money-remitter statute (18 U.S.C. § 1960) and the U.S. Bank Secrecy Act, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and other related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada.

Participating in transactions involving proceeds derived from cannabis may constitute criminal money laundering. It is a federal crime to engage in certain transactions involving the proceeds of "Specified Unlawful Activities" ("SUA") when those transactions are designed to promote an underlying SUA, or conceal the source of the funds. Violations of the CSA and violations of a foreign state's laws are both SUA. It is a federal crime in the United States to engage in an international transaction into or out of the United States if the transaction is intended to promote an SUA, irrespective of the source of the funds. It is a federal crime to engage in a transaction in property worth greater \$10,000 knowing that the property is derived from a SUA. In the event that any of the Company's investments, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such investments in the United States were found to be in violation of anti-money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes of the United States or any other applicable legislation. This could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada and other foreign jurisdictions from the United States.

Heightened scrutiny by Canadian and U.S. regulatory authorities

The Company's existing operations in the United States, and any future operations or investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada and the United States. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to operate or invest in the United States or any other jurisdiction, in addition to those described herein. On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding (the "MOU") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSXV.¹ The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS Clearing and Depository Services Inc. ("CDS") as it relates to issuers with cannabis-related activities in the United States. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of common shares to make and settle trades. In particular, common shares would become highly illiquid until an alternative was implemented, investors would have no ability to effect a trade of the common shares through the facilities of the applicable stock exchange.

10. RISK FACTORS (CONTINUED)

Foreign investors in Icanic Brands Company Inc. and its directors, officers, and employees may be subject to entry bans into the United States

It is a federal crime to engage in interstate or foreign travel or commerce with the intent to distribute the proceeds of or promote a SUA. News media have reported that United States immigration authorities have increased scrutiny of people who are crossing the United States-Canada border with respect to persons involved in cannabis businesses in the United States.

Those employed at or investing in legal and licensed Canadian cannabis companies could face detention, denial of entry or lifetime bans from the United States for their business associations with U.S. cannabis businesses. Entry happens at the sole discretion of CBP officers on duty, and these officers have wide latitude to ask questions to determine the admissibility of a non-US citizen or foreign national. The government of Canada has started warning travelers on its website that previous use of cannabis, or any substance prohibited by U.S. federal laws, could mean denial of entry to the United States. Business or financial involvement in the legal cannabis industry in Canada or in the United States could also be reason enough for U.S. border guards to deny entry. On September 21, 2018, CBP released a statement outlining its current position with respect to enforcement of the laws of the United States. It stated that Canada's legalization of cannabis will not change CBP enforcement of United States laws regarding controlled substances and because cannabis continues to be a controlled substance under United States law, working in or facilitating the proliferation of the legal marijuana industry in the United States. States where it is deemed legal or Canada may affect admissibility to the United States. As a result, CBP has affirmed that, employees, directors, officers, managers and investors of companies involved in business activities related to cannabis in the United States or Canada (such as the Company), who are not U.S. citizens face the risk of being barred from entry into the United States for life. On October 9, 2018, CBP released an additional statement regarding the admissibility of Canadian citizens working in the legal Canadian cannabis industry. CBP stated that a Canadian citizen working in or facilitating the proliferation of the legal cannabis industry in Canada coming into the United States for reasons unrelated to the cannabis industry will generally be admissible to the United States;

however, if such person is found to be coming into the United States for reasons related to the cannabis industry, such person may be deemed inadmissible. Accordingly, the Company's directors, officers or employees traveling to the United States for the benefit of the Company may encounter enhanced scrutiny by United States immigration authorities that may result in the employee not being permitted to enter the United States for a specified period of time. If this happens to the Company's directors, officers or employees, then this may reduce the Company's ability to manage its business effectively in the United States.

Constraints on developing and marketing products

The development of the Company's business and operating results may be hindered by applicable restrictions on development, sales and marketing activities imposed by government regulatory bodies. The legal and regulatory environment in the United States limits the Company's ability to compete for market share in a manner similar to other industries. 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 government 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 Company's business, results of operation and financial condition.

If the Company is unable to effectively market its products and compete for market share, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products, the Company's sales and operating results could be adversely affected.

10. RISK FACTORS (CONTINUED)

Unfavorable tax treatment of cannabis businesses

Under Section 280E of the United States Internal Revenue Code of 1986 as amended ("Section 280E"), "no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of schedule I and II of the Controlled Substances Act) which is prohibited by Federal law or the law of any state in which such trade or business is conducted.". This provision has been applied by the U.S. Internal Revenue Service to cannabis operations, prohibiting them from deducting expenses directly associated with the sale of cannabis. Although the U.S. Internal Revenue Service issued a clarification allowing the deduction of certain expenses that can be categorized as cost of goods sold, the scope of such items is interpreted very narrowly and include the cost of seeds, plants, and labor related to cultivation, while the bulk of operating costs and general administrative costs are not permitted to be deducted. Section 280E therefore has a significant impact on the retail side of cannabis, but a lesser impact on cultivation, processing, production and packaging operations. A result of Section 280E is that an otherwise profitable business may, in fact, operate at a loss, after taking into account its U.S. income tax expenses.

Risk of civil asset forfeiture

United States federal law enforcement officials are empowered to seize property they allege has been involved in certain criminal activity. Because marijuana remains illegal under U.S. federal law, property owned by marijuana businesses could be subject to seizure and subsequent civil asset forfeiture by law enforcement, whether or not the owner is charged with a crime. Property can be seized and forfeited through criminal, civil, and administrative proceedings. Property owners seeking the return of their property must establish that the property was not involved in criminal activity, which can be a substantial burden.

Proceeds of crime statutes

The Company is subject to a variety of laws and regulations domestically and in the United States relating to money laundering, financial recordkeeping, and proceeds of crime, including the BSA, as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada. In the event that any of the Company's license agreements in the United States are found to be illegal, proceeds of those licensing transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could be materially adverse to the Company and, among other things, could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada.

Limited intellectual property protection

The Company's ability to compete may depend on the superiority, uniqueness and value of any intellectual property and technology that it may develop. To the extent the Company is able to do so, to protect any proprietary rights of the Company, the Company intends to rely on a combination of patent, trademark, copyright and trade secret laws, confidentiality agreements with its employees and third parties, and protective contractual provisions. Despite these efforts, there may be occurrences or impediments that may reduce the value of any of the Company's intellectual property, including the following:

1. the Company will not be able to register any United States federal trademarks for its cannabis products. Because producing, manufacturing, processing, possessing, distributing, selling, and using cannabis is a crime under the CSA, the United States Patent and Trademark Office will not permit the registration of any trademark that identifies cannabis products. As a result, the Company likely will be unable to protect its cannabis product trademarks beyond the geographic areas in which it conducts business. The use of its trademarks outside the states in which it operates by one or more other persons could have a material adverse effect on the value of such trademarks.
2. Patents in the cannabis industry involve complex legal and scientific questions and patent protection may not be available for some or any products and as a result the Company may have to rely on goodwill associated with its trademarks, trade names and proprietary cannabis strains.

10. RISK FACTORS (CONTINUED)

Limited intellectual property protection (continued)

3. the Company may be exposed to infringement or misappropriation claims by third parties, which, if determined adversely to the Company, could subject the Company to significant liabilities and other costs.

The Company's success may likely depend on its ability to use and develop new extraction technologies, recipes, know-how and new strains of cannabis without infringing the intellectual property rights of third parties. The Company cannot assure that third parties will not assert intellectual property claims against it. The Company is subject to additional risks if entities licensing to it intellectual property do not have adequate rights in any such licensed materials. If third parties assert copyright or patent infringement or violation of other intellectual property rights against the Company, it will be required to defend itself in litigation or administrative proceedings, which can be both costly and time consuming and may significantly divert the efforts and resources of management personnel. An adverse determination in any such litigation or proceedings to which the Company may become a party could subject it to significant liability to third parties, require it to seek licenses from third parties, to pay ongoing royalties or subject the Company to injunctions prohibiting the development and operation of its applications.

Lack of access to U.S. bankruptcy protections

Because the use of cannabis is illegal under federal law, many courts have denied cannabis businesses bankruptcy protections, thus making it very difficult for lenders to recoup their investments in the cannabis industry in the event of a bankruptcy. If the Company were to experience a bankruptcy, there is no guarantee that U.S. federal bankruptcy protections would be available to the Company, which would have a material adverse effect.

Competition

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and production and marketing experience than the Company.

Potential FDA regulation

Should the federal government legalize cannabis, it is possible that the FDA, would seek to regulate it under the Food, Drug and Cosmetics Act of 1938. Additionally, the FDA may issue rules and regulations including good manufacturing practices, related to the growth, cultivation, harvesting and processing of medical cannabis. Clinical trials may be needed to verify efficacy and safety. It is also possible that the FDA would require that facilities where medical-use cannabis is grown register with the FDA and comply with certain federally prescribed regulations. In the event that some or all of these regulations are imposed, the impact they would have on the cannabis industry is unknown, including what costs, requirements and possible prohibitions may be enforced. If the Company is unable to comply with the regulations or registration as prescribed by the FDA it may have an adverse effect on the Company's business, operating results and financial condition.

Legality of contracts

The Company's contracts involve cannabis and other activities that are not legal under U.S. federal law and in some jurisdictions, the Company may face difficulties in enforcing its contracts in U.S. federal and certain state courts. The inability to enforce any of the Company's contracts could have a material adverse effect on its business, operating results, financial condition, or prospects.

10. RISK FACTORS (CONTINUED)

Risks Related to Icanic Brands Company Inc.

Limited operating history

As the Company just begun to operate in the cannabis industry, there is no guarantee that the Company's products will be attractive to potential consumers or that the revenues generated from such products will meet the Company's projections. In addition, the Company is subject to all of the business risks and uncertainties associated with any early-stage enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. The Company has been incurring operating losses. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. Furthermore, the Company expects to continue to increase operating expenses as it implements initiatives to grow its business. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of the Company's operations.

Financial Condition, Liquidity, and Requirements Outlook

The Company's cash balance and working capital position are not adequate to sustain the Company's existing operations. If the Company is unable to continue to raise capital from issuances of shares, loans or by other means, its cash and working capital position could be affected.

Product recalls

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

Product liability

The Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the sale of the Company's products would involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness or death, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the business, results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all.

The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company's potential products.

10. RISK FACTORS (CONTINUED)

General economic and political risks

The Company may be affected by possible political or economic instability. The risks include, but are not limited to, terrorism, military repression, extreme fluctuations in currency exchange rates, high rates of inflation or unemployment, consumer trends and spending. Changes in medicine and agricultural development or investment policies or shifts in political attitude in certain countries may adversely affect the Company's business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, distribution, price controls, export controls, income taxes, expropriation of property, maintenance of assets, environmental legislation, land use, land claims of local people and water use. The effect of these factors cannot be accurately predicted.

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 implemented 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 adversely affect the trading price of common shares.

11. INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements, including statements regarding the business and anticipated future financial performance of the Company, which involve risks and uncertainties. These risks and uncertainties may cause the Company's actual results to differ materially from those contemplated by the forward-looking statements. Factors that might cause or contribute to such differences include, among others, market price, continued availability of capital financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements. Investors are also directed to consider other risks and uncertainties discussed in the Company's required financial statements and filings.