EGF THERAMED HEALTH CORP.

(the "Company")

(formerly, Theramed Health Corporation; Evitrade Health Systems Corp.)

AMENDED AND RESTATED MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED JUNE 30, 2019

FORM 51-102F1

DATE AND SUBJECT OF REPORT

The following amended and restated Management's Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of operations of EGF Theramed Health Corp. (formerly, Theramed Health Corporation; EVITRADE Health Systems Corp.) (hereinafter "EGF Theramed" or the "Company"). The MD&A should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2019.

This MD&A has been prepared with all information current to September 11, 2020.

SCOPE OF ANALYSIS

The following is a discussion and analysis of EGF Theramed. The Company's head office is located at #168 – 11280 Twigg Place, Richmond, BC V6V 0A6.

The Company has signed several agreements for acquisitions, pending acquisitions, joint venture, plans of arrangement, and proposed transactions during Fiscal 2018 and 2019, and subsequent to the year ended June 30, 2019. Some agreements were terminated due to working capital breaches (see *Acquisitions and Business Combinations, Plans of Arrangement* and *Subsequent Events*).

The Company reports its financial results in Canadian dollars in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board ("IASB"). All published financial results include the assets, liabilities and results of operations for Company subsidiaries.

FORWARD LOOKING STATEMENTS

This MD&A and the documents incorporated into this MD&A contain "forward-looking statements" and "forward-looking information" within the meaning of applicable securities laws (forward-looking information and forward-looking statements being collectively hereinafter referred to as "forward-looking statements”). Such forward-looking statements are based on expectations, estimates and projections as at the date of this report or the dates of the documents incorporated herein, as applicable. Any statements that involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often but not always using phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “budget”, “scheduled”, “forecasts”, “estimates”, “believes” or “intends”, or variations of such words and phrases, or stating that certain actions, events or results “may” or “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements and are intended to identify forward-looking statements.

These forward-looking statements include, but are not limited to, statements and information concerning: the intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company after the date of this report; market position, ability to compete and future financial or operating performance of the Company after the date of this MD&A; statements based on the audited and unaudited consolidated financial statements of the Company; anticipated developments in operations; the future demand for the Company’s products; the results of development of products and the timing thereof; the timing and amount of estimated capital expenditure in respect of the business of the Company; operating expenditures; currency fluctuations; requirements for additional capital; government regulations; planned business activities and planned future acquisitions; the adequacy of financial resources; the Company’s competitive position and the regulatory environment in which the Company operates; general risk of negative global financial consequences; and other events or conditions that may occur in the future.

Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are based on the beliefs of the Company’s Management, as well as on assumptions, which such Management believes to be reasonable based on information currently available at the time such statements were made. However, by their nature, forward-looking statements are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements are subject to a variety of risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements.

The forward-looking statements contained herein are based on information available as of September 11, 2020

OVERALL PERFORMANCE

During the year end June 30, 2019, the Company completed the acquisition of Hemp Extraction Technology Corp., Western Agri Supply Solutions Corp., and Medical Green Natural List Corp. Management believes that these acquisitions will bring their extraction technology and expertise to the Company that could be a critical component in achieving the Company’s business and commercialization strategies. Upon completion of such acquisition, the Company has been developing its hemp extraction facility in Nevada, United States. Management believes that these acquisitions are in line with the Company’s commitment to elevate the human condition through advanced medical technology solutions for effective health and wellness research and products.

During the year ended June 30, 2019, the Company terminated several agreements (see *Joint Venture* and

Terminated and Rectified Acquisitions sections). The effect of these terminations is expected to be minimal on current operations, as the Company will be focusing on its resources on current operations and acquisitions that have been completed.

The Company has incurred ongoing losses. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. The Company has been actively seeking financing opportunities to support its ongoing operations and business objectives.

The following table summarize the Company's results of operation for the period indicated:

	For the 3 months ending:		For the 12 months ending:	
	June 30, 2019 $	June 30, 2018 $	June 30, 2019 $	June 30, 2018 $
Revenue	—	—	—	—
Other items	11,598,593	(11,418)	11,781,502	(11,989)
Expenses	922,016	604,750	2,613,820	948,138
Net loss and comprehensive loss	(12,520,609)	(593,332)	(14,395,322)	(936,149)
Loss per share – basic and diluted	(16.32)	(2.44)	(18.77)	(3.85)

The Company has not yet generated revenue and is still in the research and development stage with respect to products, technologies and diagnostic tools focusing on personalized medical care, including research with natural health and wellness products.

The Company's expenses in the three months ended June 30, 2019 totalled $922,016, a 52% increase compared to $604,750 in the three months ended June 30, 2018. Other items in the three months ended June 30, 2019 were $11,598,593, representing substantial increase from other revenue in the three months ended June 30, 2018. Net losses in the three months ended June 30, 2019 were $12,520,609, a 2010% increase compared to $593,332 in the three months ended June 30, 2018.

The difference in expenses and losses for the three months ended June 30, 2019 compared to the same period in 2018 was primarily the result of impairment on intangibles through acquisitions closed during the year ended June 30, 2019 as well as increased consulting and investor communications expenses. The consulting and investor communications expenses were for financing, accounting, online marketing, corporate branding, investor relations, merger and acquisition related services and introduction to potential merger and acquisition opportunities.

In the three months ended June 30, 2019, cash used in operating activities was $2,039,251 and total cash outflow was $317,059. As at June 30, 2019, the Company had $132,756 in cash.

TRENDS

Other than as disclosed in this MD&A and as previously announced in the Company's press releases, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

GENERAL BUSINESS AND DEVELOPMENT

On October 22, 2019, the Company announced a name change to "EGF Theramed Health Corp." and a 100:1 share consolidation. All share figures and references are retrospectively adjusted.

On October 24, 2019, the Company's common shares continued to trade on the Canadian Securities Exchange under the symbol "TMED", with the new name on a 100:1 consolidated basis and with a new ISIN CA2684691033 and the new CUSIP 268469103.

On August 30, 2018, the Company closed a financing of $3,000,000. Proceeds from the offering are to be used as working capital to support development and closing on some of the letters of intent that have recently been entered into by the Company to further its business objectives.

Business and Structure

EGF Theramed has focused on developing products, technologies, and diagnostic tools in personalized medical care areas, including research with natural health and wellness products. The Company is seeking to develop a personalized health care system in the health care and life sciences sector and to utilize CBD derived from emp as a core component. The Company, through its subsidiaries, has assets and technologies involved in extraction and purification of CBD extracts. The Company is actively exploring health care opportunities in Canada and international markets.

The Company continues to look for strategic partnerships and acquisition opportunities in the emerging cannabis industry. The Company has also been seeking financing opportunities to fund its business objectives, working capital and general corporate purposes.

Chronology

On April 7, 2018, the Company signed a non-binding joint venture and operating agreement to develop intellectual property for an excipient delivery system for pharmaceutical and nutraceutical applications (the "Joint Venture" or "JV"). The Company subsequently signed a definitive agreement in October 2018 that gave the Company a 30 percent interest in the Joint Venture with two other private corporations (see *Joint Venture*).

On May 31, 2018, the Company transferred its TULIP intellectual property to EGF Health Holdings Corp. (formerly, Automated Techno Medical Corp.; 1109871 B.C. Ltd.) for $10 and other good and valuable consideration in accordance with its 2017 Plan of Arrangement (see *Plans of Arrangement*).

On June 11, 2018, the Company signed a letter of intent to acquire Veri-Medical Systems Inc. ("VeriMed") a company focused on enhancing the integrity of the sale of hem- based products.

On October 2, 2018, the Company acquired Hemp Extraction Technologies Corp. ("HETC") and continues to install and implement CO2 hemp extraction technology acquired from Vitalis in the Company's Nevada facility through its acquired subsidiary, with preliminary testing completed.

On October 16, 2018, the Company acquired Western Agri Supply Solutions Corp. ("WASS").

On April 22, 2019, the Company acquired Medical Green Natural List Corp., a company that owns a digital application for connecting vendors to customers in the healthcare sector.

On May 21, 2019, the Company terminated its planned acquisition of West Coast Medical Solutions Ltd.

(See *Acquisitions and Business Combinations* for further particulars of aforementioned acquisitions).

The Company's financial success is dependent upon the extent to which it can develop its business objectives and the economic viability of commercializing various aspects of its business under development.

Acquisitions and Business Combinations

Hemp Extraction Technology Corp.

On October 2, 2018, the Company closed on the acquisition of HETC, which is in the business and technology of industrial hemp extraction, for total consideration of $5,880,000. Pursuant to the acquisition agreement, EGF Theramed acquired all of the issued and outstanding common shares of HETC in exchange for an aggregate of 233,333 common shares of EGF Theramed, issued at the deemed price of $25.20 per share to the former holders of HETC common shares. As a result, HETC became a wholly owned subsidiary of the Company. The Company determined that the fair value of net assets acquired was $1,145,085 with the balance of the consideration allocated to goodwill that was determined to be fully impaired as of June 30, 2019.

Initial recognition upon acquisition:	$
Fair value of 233,333 common shares issued	5,880,000
Allocated as follows:	
Cash	848,812
Prepaids	296,273
Net assets acquired	1,145,085
Allocated to impairment of goodwill	4,734,915
	5,880,000

Western Agri Supply Solutions Corp.

On October 16, 2018, the Company announced closing of the acquisition of WASS, which specializes in industrial hemp biomass supply. Pursuant to the agreement, the Company issued 200,000 at a fair value of $29.80 per share and total consideration of $5,960,000 to acquire 100% of the issued and outstanding common shares of WASS. As a result, WASS is now a wholly owned subsidiary of EGF Theramed. The Company determined that $52,948 in net liabilities were assumed and the balance of the consideration allocated to goodwill that was determined to be fully impaired as of June 30, 2019.

Initial recognition upon acquisition:	$
Fair value of 200,000 common shares issued	5,960,000
Allocated as follows:	
Accounts payable	(52,948)
Assumed liabilities	(52,948)
Allocated to impairment of goodwill	6,012,948
	5,960,000

Medical Green Natural List Corp.

On May 14, 2019, the Company signed a binding letter of intent to acquire Medical Green Natural List Corp. (“MGNL”) with business consisting of software and portal for a medical marketplace app, which connects buyers with sellers. The purchase price of the transaction is $941,111 CAD; consisting of 70,370 common shares at a deemed price of $8.40 per share and $500,000 in cash with an immediate advance of $250,000 to MGNL for working capital an additional milestone payment of $250,000 upon the successful launch of the Green List app. The app was launched in July 2019 and the Company issued an additional 25,000 with a fair value of $100,000 as final consideration for the acquisition. As a result, MGNL is now a whole owned subsidiary of EGF Theramed. Net liabilities of $9 were assumed in MGNL with the total fair value of $841,120 allocated to goodwill.

Initial recognition upon acquisition:	$
Fair value of 70,370 common shares issued	591,111
Cash paid	250,000
Total purchase price	841,111
Allocated as follows:	
Cash	90
Accounts payable	(99)
Assumed liabilities	(9)
Allocated to impairment of goodwill	841,120
	841,111

The medical marketplace application acquired through MGNL is a buy and sell application for all manners of medical supplies with a focus on medical cannabis. The application would allow merchants to sell new and excess products and equipment through a centralized platform.

During the year ended June 30, 2019, the development of the application has been completed.

In July 2019, it was launched through Testflight Store for test release.

As at the date of this filing, the company is working on updating the application’s security to meet new software platform requirement and preparing for its re-release.

PROPERTY, PLANT AND EQUIPMENT

During the year ended June 30, 2019, the Company entered into a joint venture with Belt Energy and Biomass LLC ("BEBL"), a Nevada-based operator with a registered hemp license, through its wholly-owned subsidiary, WASS. This is a major development toward commercialization and realizing the first steps of marketability of the Company's product lines.

BEBL holds a license issued by the State of Nevada to grow, produce, process, and commercialize industrial hemp and products from industrial hemp. The Company has advanced funds from time to time since December 2018 to lease, development and build out its production facility that remains in progress for leasehold improvements and commissioning of equipment. The term of this agreement is for a period of 5 years and automatically renew for an additional 5-year period.

Through utilization of the industrial-grade extraction system supported by the Vitalis CO2 hemp extraction system acquired through HETC acquisition, WASS is setting up to offer CBD-based health and wellness products based on extracts from industrial hemp. The newly designed, custom purification process was put through its paces this week and provided a crude to distillate run that exceeded expectations. The tests indicated high levels of CBD (cannabidiol) content which could provide a competitive edge in the marketplace against other competing brands. Through initial testing, WASS has predicted its production capacity to be in excess of 200 kilograms of CBD isolate per month, with an estimated current market value of $4,000 to $8,000 per kilogram.

In relation to building up this facility in Nevada, US, the Company committed to:

- lease one unit store area with an area deemed 25,000 sq. ft located in Las Vegas, Nevada, USA effective December 1, 2018 continuing to November 30, 2023. The base rent is set at $15,000 USD per month and will be increased by 3% on each anniversary of each year of the lease.

- purchase the HETC extraction machine with a remaining balance of $456,965.

- enter into an operator agreement with BEBL to exploit and develop the business opportunities related to certain industrial hemp license and matters in the State of Nevada, US effective March 6, 2019 continuing through March 5, 2024. The Company agreed to pay $7,500 USD per month plus an addition 5% of net sales for all services performed under the agreement.

During the year ended June 30, 2019, the construction in progress additions were USD$246,000 ($332,489), and the Company has not generated sales revenue yet.

No amortization recognized or recorded to date as the equipment is still undergoing installation and testing.

Joint Venture

On April 7, 2018, the Company signed a non-binding joint venture and operating agreement to develop intellectual property for an excipient delivery system for pharmaceutical and nutraceutical applications and subsequently signed a definitive agreement in October 2018 that gave the Company a 30% interest in the JV with two private corporations in exchange for the 100,000 common shares for the transaction and the Company investing a minimum of $2,156,000 in working capital through March 1, 2019, currently in arrears, and an additional $1,682,000 from May 1, 2019 through September 2019, for total of

$3,838,000 in working capital over those periods. On November 6, 2019, the Company was notified of default and termination of the JV and the Company is continuing to settle outstanding matters under the JV, including the Company forfeiting its $140,000 deposit and the cancellation and return to treasury of 100,000 common shares issued to the patent holder.

On April 5, 2019, the Company issued 100,000 common shares reserved for the JV with the fair value of $15.00 per share for consideration of $1,070,000 as further contribution under the JV agreement.

As of June 30, 2019, the Company investment and status of JV is as follows:
- a total of $1,570,000 was invested towards the Company's 30% JV interest;
- the JV has commenced some limited R&D on the excipient delivery system;
- loss on the joint venture was $140,000 for the year ended June 30, 2019; and
- the Company is currently in default with working capital obligations totalling $2,328,800.

On January 23, 2020, the Company returned the 100,000 common shares issued relating the JV with a fair value of $1,070,000 to treasury.

Terminated and Rectified Acquisitions

Artillery Holding Inc.
On October 29, 2018, the Company signed a rectification agreement with Artillery Holding Inc. (dba Artillery Labs) ("Artillery") to terminate the Company's planned acquisition of Artillery, proposed a new spin out transaction with fees, and agreed on terms for $117,690 in outstanding debts payable by Artillery to the Company, and assignment of $135,000 ($100,000 USD) in Artillery debt (the "Artillery Debt") from a third party. Pursuant to the rectification agreement, the Company allocated 4,500 common shares with a fair value of $30.00 per share or $157,500 from the Artillery escrow to acquire $100,000 USD of demand loans owing by Artillery. The remaining 45,500 common shares of the Company with a fair value of $35.00 per share currently in escrow for the Artillery acquisition were returned to treasury for cancellation in conjunction with the rectification. As at June 30, 2019, the Company had paid in cash a total of $nil (2018: $115,095) in deposits towards the acquisition. A full debt loss provision of $272,595 was recorded as of June 30, 2019.

At the Company's option the amount of the Artillery Debt (including any interest) shall be convertible into common shares of Artillery or the common shares (or if there are no common shares but another class of securities then such class of securities) of any resulting/successor issuer to Artillery that results from a merger, amalgamation, acquisition, arrangement, or similar transaction at a conversion price equal to the lower of: (a) the price of the relevant security at the founder's round for Artillery or its resulting issuer (as applicable) that is being or has just been offered at time of the conversion; or (b) $0.02 per the relevant Artillery or resulting issuer security as applicable. The option herein shall be perpetual unless limited in duration by applicable law.

The Company took a full loss provision on the loan and deposits as of June 30, 2019.

Cantech Molecular Research Inc.
On January 22, 2019, the Company announced that, effective on said date, it mutually terminated the previously announced contemplated transaction and underlying agreement with Cantech Molecular Research Inc. Management of EGF Theramed believe that the contemplated transaction was no longer in line with the business and commercialization strategies of the Company leading to the mutual termination

by the parties. As a result, a write down of $45,000 was recorded for the year ended June 30, 2019.

Tree Chest Safety Corp.

On January 31, 2019, the Company effected and announced the mutual termination and unwinding of the previously announced transaction and underlying agreement with Tree Chest Safety Corp. ("TCS") for the acquisition of TCS by EGF Theramed. Post-closing due diligence on the integration of TCS into EGF Theramed's corporate structure revealed matters that the parties could not agree upon resulting in the failure to fully effect closing of the transactions under the agreement between the parties including the issuance of any securities and/or cash consideration to TCS shareholders for the acquisition.

West Coast Medical Solutions Ltd.

On June 22, 2018, the Company signed a letter of Intent to collaborate with West Coast Medical Solutions Ltd. ("WCMS") to form or acquire a Licensed Dealer (LD) as issued by Health Canada for Class A precursors. The Company announced its cancellation of this pending acquisition on May 21, 2019.

As of June 30, 2019, the Company took full write down on remaining acquisition deposits.

Veri-Medical Systems Inc.

On June 11, 2018, the Company signed a letter of intent Veri-Medical Systems Inc. ("VeriMed") to potentially acquire the Company which is involved in developing a blockchain based "seed-to-sale" protocol focussed on enhancing the integrity of the sale of Hemp based products. A total of $15,000 in deposits paid towards this acquisition were subsequently expensed to consulting for services performed by a scientific consultant to the Company.

On November 22, 2019, the Company and VeriMed mutually agreed to terminate the letter of intent.

Management Changes

On January 30, 2020, the Company appointed David Bentil and Jatinder Dhaliwal to the board of the Company. Mr. Bentil assumed the role of CEO, and Mr. Dhaliwal assumed the role of director. C.K. Cheung and Ron Ozols have resigned as CEO and directors of the Company.

On February 5, 2020, the Company appointed Usama Chaudhry as CFO and director of the Company, in lieu of Faisal Manji who resigned as CFO and director of the Company.

On April 4, 2020, Sydney Au resigned as a director of the Company and Chris Brown resigned as President of the Company and of its subsidiary Western Agri Supply Solutions Corp.

On May 6, 2020, Jeff Lipton joined the Company's board of directors.

On May 15, 2020, the Company appointed George Anstey to the Company's board of directors and Jeff Lipton resigned to allow space for this appointment.

On May 28, 2020, David Bentil resigned as CEO and director of the Company and Jatinder Dhaliwal, a current director of the Company, was appointed as CEO.

The Company believes that the current management team and directors with experience in the Cannabis industry will provide further support and optimize current utilization of company assets.

Subsequent Events

On July 11, 2019, the Company settled $350,000 of the convertible debenture owing for 35,000 common shares to a non-related party. As mutually agreed between the parties, the settlement price was $10.00 per share that was the fair value of recent financing and other debt settlements. $477,681 of the convertible debenture remains outstanding in addition to accrued interest.

On July 11, 2019, the Company issued an additional 5,000 common shares with a fair value of $50,000 for compensation for past services pursuant to the operator agreement entered with Belt Energy and Biomass LLC.

On July 11, 2019, the Company issued an additional 25,000 milestone common shares with a fair value of $100,000 for the final acquisition payment to acquire MGNL.

On July 21, 2019, the Company completed the spin out of EGF Health Holdings Corp. pursuant to its 2017 Plan of Arrangement.

On July 26, 2019, the Company ongoing standstill with Decanex, Inc., its research operator and former service provider under the GSA for the TULIP medical system has been settled with a mutual termination, settlement and option to acquire 100% ownership and interest in Decanex. The parties agreed to a mutual release and cancelling $224,169 of accrued development fees that was an accrued liability owing by the Company that was recorded as recovered R&D expense as of June 30, 2019. In addition, any business intelligence or know-how (the “IP”) in relation to the TULIP medical health system developed by Decanex for the Company that was under development would be made available to the Company, in accordance with the terminated GSA. The option price to acquire Decanex is for consideration of $1,000 in addition to 5% in cash royalty for a 10-year term, resulting from gross revenues generated by the IP.

On August 7, 2019, the Company entered into a $350,000 senior convertible debenture financing. The convertible debentures notes will be 10% senior secured notes due five years from the date of issuance, issued in unit denominations of $1,000 and each unit shall have 200 common share purchase warrants of the Company attached to it to be convertible at a price of $5.00 per common share. In addition, each holder of units will receive a right to certain cash royalties pursuant to a Royalty Agreement, of 5% of gross revenues from the extraction operations. The convertible debenture notes shall also be secured against assets of the operations.

On October 3, 2019, the Company entered into an Operator Agreement retroactive to March 6, 2019 with Belt Energy and Biommas LLC. (“BEBL”), private Nevada operator via WASS. BEBL holds a license issued by the State of Nevada to grow, produce, process, and commercialize industrial hemp and products from industrial hemp. The Company has advanced funds from time to time since December 2018 to lease, development and build out its production facility that remains in progress for leasehold improvements and commissioning of equipment. The term of this agreement is for a period of 5 years and automatically renew for an additional 5-year period. In consideration, the Company will pay monthly consulting fees of USD$7,500 and a royalty of 5% of net sales.

On October 22, 2019, the Company announced a name change to “EGF Theramed Health Corp.” and 100:1 share consolidation. As a result, the outstanding shares of the Company will be reduced to approximately 1,116,912. On October 24, 2019, the shares began trading under the new name and on a 100:1 consolidated basis with a new ISIN CA2684691033 and the new CUSIP 268469103. The Company continued to trade on the Canadian Securities Exchange under the symbol “TMED”.

On November 6, 2019, the Joint Venture was terminated due to material breaches of working capital contributions and the Company is continuing to settle outstanding matters under the JV, including TMED forfeiting its $140,000 deposit and the cancellation and return to treasury of 100,000 common shares issued to the patent holder.

On November 22, 2019, the Company and VeriMed mutually agreed to terminate the letter of intent.

On December 5, 2019, the private placement of the Company’s subsidiary, Western Agri Supply Solutions Corp., has closed with 100,000 Class A common shares with a fair value of USD$ 150,000 ($197,610) subscribed and issued. As a result of the Private Placement, WASS is no longer a wholly-owned subsidiary of the Company, and the Company maintains a 50% interest in WASS. WASS is a private corporation & not a reporting issuer. Non-controlling interest is recognized at the non-controlling interest’s proportionate share of net assets of WASS.

On April 22, 2020, the Company has closed on 2,860,000 units at a price of $0.50 per unit for gross proceeds of $1,430,000. Each unit consists of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire an additional common share of the Company at a price of $0.75 for a period of 18 months from the closing of the offering. In connection with the private placement, the Company has paid cash finders' fees of $29,100 and issued 57,000 finders' warrants at an exercise price of $0.75, expiring 18 months from the date of issue. All securities issued in the offering are subject to a hold period expiring on August 23, 2020.

The net proceeds from the non-brokered private placement are intended to be used for working capital and acquisitions.

On April 29, 2020, the Company has closed on an additional 540,000 units at a price of $0.50 per unit for gross proceeds of $270,000. Each unit consists of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share of the Company at a price of $0.75 for a period of 18 months from the closing of the offering. All securities issued in the second tranche offering are subject to a hold period expiring on August 29, 2020. All securities issued in the offering are subject to a hold period expiring on August 30, 2020.

The net proceeds from the non-brokered private placement are intended to be used for working capital and acquisitions.

In addition, the Company announces that it intends to grant 175,000 stock options to certain directors of the Company, with each option exercisable at $1.00 for twenty-four months from the date of issuance.

The Company has increased its efforts in researching psilocybin and psychedelic extraction and processing for its extraction lab.

On May 6, 2020, the Company closed on the transaction with Pharmadelic Labs Corp. (“Pharmadelic”). Pursuant to the announced joint venture and share purchase agreement with Pharmadelic and its shareholders, the Company has acquired a 30% equity interest in Pharmadelic through the issuance of an aggregate of 4,000,000 of its common shares to the shareholders of Pharmadelic. The Company also issued 225,000 common shares as transaction fees to arm's-length parties.

On May 26, 2020, the Company closed on the transaction with Green Parrot Labs Corp. ("Green Parrot"). Pursuant to the announced joint venture and share purchase agreement with Green Parrot and its shareholders, the Company has acquired a 40% equity interest in Green Parrot through the issuance of an aggregate of 7,800,000 of its common shares to the shareholders of Green Parrot. The Company also issued 200,000 common shares as transaction fees to an arm's-length party.

The initiative by the Company to enter the psilocybin sector is a pro-active move to jump into new verticals of sales and complementary assets. The Company has commenced its search of new investment opportunities in the psilocybin sector to diversify and strengthen its existing asset base.

On June 16, 2020, the Company has closed on 1,673,258 units of a non-brokered private placement at a price of 75 cents per unit for total consideration of $1,254,943.50. Each unit consists of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder to acquire an additional common share of the company at a price of $1.50 for a period of 24 months from the closing of the offering. All securities issued in the offering are subject to a hold period expiring on Oct. 17, 2020.

Subsequent to the year ended June 30, 2019, 10,818 warrants expired without being exercised.

PLANS OF ARRANGEMENT

2014 Plan of Arrangement

The Company completed the final two subsidiaries spin outs with all outstanding Series A Preferred share conversions completed for its 2014 court approved Plan of Arrangement (2014-POA) on April 3, 2018 (Monterey Minerals Corp.) and May 4, 2018 (Rotonda Ventures Corp.). Each transaction represents $1,000 fair value in convertible preferred shares, and related letters of intent for businesses in each former subsidiary company that ceased to be subsidiaries of the Company on 2014 effective dates for those arrangements. The Company has $nil (2017: $nil) in remaining deposits related to the spin outs under the 2014-POA as of June 30, 2019.

2017 Plan of Arrangement

In March 2017, the Company filed and received court approval for its 2017 Plan of Arrangement ("2017-POA") for the planned spinout of Eviana Health Corporation ("Eviana"), formerly C&C Cosmeceuticals Corp., and four newly formed subsidiary corporations Ecovatec Health Solutions Inc. (formerly 1109863 B.C. Ltd.), 1109858 B.C. Ltd., 1109870 B.C. Ltd., EGF Health Holdings Corp. (formerly, Automated Techno Medical Corp., formerly 1109871 B.C. Ltd.) to facilitate other contemplated spin-out transactions.

As of June 30, 2019, the Company has $4,000 (2018: $4,000) in remaining deposits related to contemplated spin outs under the 2017-POA.

The Company anticipates completing the arrangements for other spin outs in fiscal 2020.

RESULTS OF OPERATIONS

SELECTED ANNUAL INFORMATION

	June 30, 2019 $	**June 30, 2018 $**	**June 30, 2017 $**
Revenue	**—**	—	—
Expenses	**2,613,820**	948,138	1,263,462
Other items	**11,781,502**	(11,989)	25,455,321
Loss from continued operations	**(14,395,322)**	(936,149)	(26,718,783)
Loss from discontinued operations	**—**	—	(10,217,509)
Net loss and comprehensive loss	**(14,395,322)**	(936,149)	(36,936,292)
EPS – basic and diluted	**(18.77)**	(3.85)	(403.18)
Assets	**2,855,654**	1,062,071	48,392
Working capital deficiency	**(808,517)**	(2,086,019)	(1,947,465)
Long-term liabilities	**—**	—	1,490,761

ANNUAL RESULTS

For the year ended June 30, 2019, the Company had net loss and comprehensive loss of $14,395,322 compared to a loss and comprehensive loss of $936,149 for fiscal 2018.

The loss for fiscal 2019 as compared to 2018 was due to the following significant factors:

i) Brokerage services increased from $350,000 for 2018 to $400,000 for 2019, representing an increase of $50,000 or 14.3% due to increased price for new engagement entered with Haywood for financing activities;

ii) Consulting fees increased from $121,360 in 2018 to $1,331,026 in 2019, related to several consulting agreements and engagements entered in August 2018 due to increase in activities and operations in regards to following categories, of which $nil were accrued or paid to related parties of the Company;

   These consulting expenses were mainly for:

   a. Financing, accounting, and controller duties;
   b. online marketing related services, corporate branding, and etc;
   c. corporate and administration related services;
   d. independent business development introductions to international markets, investor trade, investor relation consulting, and etc;
   e. merger and acquisition related services and introductions to potential merger and acquisition opportunities;

iii) Debt financing charges were $55,584 in 2018 as compared to $6,213 in 2019 due to two convertible debts issued in June 30, 2016 that were

   a. assigned to a non-related party in 2018 with partial settlement in 2019 and fully transitioned and paid off, and
   b. transitioned to a standard loan bearing interest at 10% compounded per annum and was

fully paid off in 2019.

iv) Management fees increased from $135,000 in 2018 to $180,000 in 2019 due to increased management fees based on new compensation plan for Sydney Au, director (chairman);
v) Loan loss provisions increased from $nil in 2018 to $220,000 in 2019 due to the Company writing down outstanding debts related to terminated acquisitions – Artillery.
vi) Rent increased from $nil in 2018 to $176,919 in 2019 due to the Company's WASS facility lease that commenced in November 2018;
vii) Professional fees increased from $44,000 in 2018 to $90,050 in 2019, representing an increase of $46,050 or 104.7% related to increased legal fees in relation to the Company's general legal corporate matters, various acquisitions and terminations in 2019, and financing activities;
viii) Research and development increased from $nil in 2018 to $6,628 due to its hemp extraction facility build up through WASS;
ix) Travel increased from $663 in 2018 to $1,509 in 2019;
x) Transfer agent & filing fees increased from $8,811 in 2018 to $14,953 in 2019 due to increase in share capital activities and change of transfer agent in 2019;
xi) Website and social media decreased from $207,270 in 2018 to $32,335 in 2019, related to decreased expenditures specially allocated to website and social media and more general consulting previously mentioned that offset the decrease; and
xii) Other increase in office and general expenses in 2019 compared to 2018, due to increased business and operations for the Company.

Other various expenses changed during the normal course of business from 2019 as compared to 2018 with no other significantly different operating expenses incurred by the Company year-over-year.

QUARTERLY RESULTS

SELECTED QUARTERLY INFORMATION

The following table summarized the financial results of operations for the eight most recent fiscal quarters:

	June 30, 2019 (Q4) $	March 31, 2019 (Q3) $	December 31, 2018 (Q2) $	September 30, 2018 (Q1) $
Revenue	**—**	—	—	—
Other items	**11,598,593**	156,467	25,133	(1,309)
Expenses	**922,016**	530,340	486,561	674,903
Net loss and comprehensive loss	**(12,520,609)**	(686,807)	(511,694)	(673,594)
Loss per share – basic and diluted	**(16.32)**	(0.77)	(0.68)	(0.90)
Total assets	**2,855,654**	14,773,635	15,449,453	2,583,597
Long-term liabilities	**—**	—	—	—
Working capital (deficiency)	**(808,517)**	(447,901)	473,583	365,393

	June 30, 2018 (Q4) $	March 31, 2018 (Q3) $	December 31, 2017 (Q2) $	September 30, 2017 (Q1) $
Revenue	**—**	—	—	—
Other items	**(11,418)**	13,840	(1,436)	(12,975)
Expenses	**604,750**	170,602	91,626	81,160
Net loss and comprehensive loss	**(593,332)**	(184,442)	(90,190)	(68,185)
Loss per share – basic and diluted	**(2.44)**	(0.76)	(0.37)	(0.28)
Total assets	**1,062,071**	350,120	1,219,716	56,927
Long-term liabilities	**—**	—	—	—
Working capital deficiency	**(2,086,019)**	(1,603,454)	(1,357,101)	(3,506,411)

Three months ended June 30, 2019 (Q4)

For the three months ended June 30, 2019, the Company had a loss and net comprehensive loss of $12,520,609 compared to a loss of $593,332 for Q4 of Fiscal 2018. The increased loss of $11,927,277 for Q4 of fiscal 2019 as compared to 2018, excluding other comprehensive income for foreign exchange translation, was the result of the following:

Expenses were $922,016 in Q4 of 2019 compared to $604,750 in Q4 of 2018, representing an increase of $317,266, with specific changes as follows:

i) consulting fees increased by $223,409 due to general consulting expenses incurred during the period.
   a. These general consulting fees includes:
   b. Financing, accounting, and controller duties;
   c. online marketing related services, corporate branding, and etc;
   d. corporate and administration related services;
   e. independent business development introductions to international markets, investor trade, investor relation consulting, and etc;
   f. merger and acquisition related services and introductions to potential merger and acquisition opportunities.

ii) brokerage services decreased by $269,857 in Q4 2019 compared to Q4 2018 due to brokerage services recognized late in fiscal 2018 and early in fiscal 2019. The annual overall brokerage services incurred in fiscal 2019 year of $400,000 has increased comparing to annual 2018 result of $350,000;

iii) finance charges increased by $6,739 due to recovery of interest expenses recognized in Q4 2018;

iv) investor communications increased by $231,967 due to new engagements entered for investor visibility improvement and fund raising;

v) listing expenses decreased by $3,456 due to additional one-time listing fee paid in 2018;

vi) loan loss provisions increased by $220,000 due to the Company writing down outstanding debts related to terminated acquisitions - Artillery;

vii) office and general increased by $15,987 due to increase in overall company operations and new acquisitions and joint ventures transactions through WASS;

viii) professional fees increased by $31,700 due to legal and accounting fee accrual reversal incurred in Q4 2018;

ix) rent increased by $80,397 due to the Company's WASS facility lease that commenced in November 2018;

x) research and development increased by $6,628 due to its hemp extraction facility build out via WASS;

xi) transfer agent and filing fees increased by $1,442;

xii) website and social media decreased by $169,935 due to Parabolic engagement entered in 2018 visibility and fund raising and the expenses related to this contract was allocated to investor communications in 2019; and

xiii) other general administration, office, and operating expense changes.

Other Items

Loss from other items was $11,598,593 for Q4 of fiscal 2019 as compared to a gain of $32,877 for Q4 of fiscal 2018, representing increased loss from other items of $11,631,470 with specific changes as follows:

i) other income decreased to $nil 2019;

ii) gain on securities held for sale decreased to $899 in 2019;

iii) goodwill impairment increased by $11,588,983 in 2019 due to termination of JV and fair value adjustments on acquisitions completed during the year ended June 30, 2019;

iv) gain on foreign exchange decreased to $1,971 in 2019; and

v) recovered R&D increased to $224,169 in 2019 due to terminated agreement with Decanex.

Related Party Transactions

The following is a summary of the related party transactions that occurred throughout the years ended June 30, 2018:

(a) At the year ended June 30, 2017, loans payable to Ron Ozols, director of the Company, was $21,174. During the year ended June 30, 2018, Ron Ozols advanced $5,931 to the Company, received $6,174 in loan repayment, and settled $15,000 through share issuance. As at June 30, 2018, the loans payable to Ron Ozols were $5,931. The proceeds of advance were for funding of the Company's ongoing operations. The loans are unsecured, due on demand, and bear no interest.

(b) At the year ended June 30, 2017, loans payable includes of $381,161 owing to Sydney Au, CEO and director of the Company. During the year ended June 30, 2018, Sydney advanced $805,842 to the Company, transferred his convertible note to an interest bearing loan of $677,196, received repayment of $840,838, paid or accrued interest of $7,556 related to previously mentioned loan bearing 10% compounded annually, settled $225,000 through share issuance. As at June 30, 2018, loans payable includes of $805,917 owing to Sydney Au. The proceeds of advance were for funding of the Company's ongoing operations.

(c) At the year ended June 30, 2017, the loans payable to the spouse of Sydney Au was $47,550. During the year ended June 30, 2018, she assigned $7,500 of the debt to a third party. As at June 30, 2018, loans payable includes of $40,050 owing to the spouse of Sydney Au. The loans are unsecured, due on demand, and bear no interest.

(d) At the year ended June 30, 2017, the loans payable includes $9,093 owing to 918368 B.C. Ltd., a company controlled and owned by Sydney Au, CEO and director of the Company. During the year ended June 30, 2018, the Company received $32,500 in cash advance. As at June 30, 2018, loans payable includes $41,593 owing to 918368 BC Ltd. The proceeds of advance were for funding of the Company's ongoing operations. The loans are unsecured, due on demand, and bear no interest.

(e) The Company accrued interest payable of $42,041 owing to Sydney Au for the convertible note payable that was converted to a demand loan on December 31, 2017 and repaid in full in January 2018 as previously mentioned. $7,556 of $42,041 interest as previously mentioned was paid or accrued after the convertible note payable was transitioned to an interest-bearing loan.

(f) During the year ended June 30, 2018, the Company paid or accrued management fees of $135,000 (2017 - $90,000) to Sydney Au, CEO and director of the Company.

(g) As at June 30, 2018, accounts payable includes $2,767 due to related parties of the Company. The amounts are non-interest bearing and unsecured, with no fixed terms of repayment.

The following is a summary of the related party transactions that occurred throughout the years ended June 30, 2019:

(a) At the year ended June 30, 2018, the loans payable includes $5,931 owing to Ron Ozols, director of the Company. During the year ended June 30, 2019, the Company received $95,000 in cash advance, repaid $43,931 to Ron Ozols, and settled $50,000 through share issuance. As at June 30, 2019, loans payable includes $7,000 owing to Ron Ozols, director of the Company. The proceeds of advance were for funding of the Company's ongoing operations. The loans are unsecured, due on demand, and bear no interest.

(b) At the year ended June 30, 2018, the loans payable includes $805,917 owing to Sydney Au, CEO and director of the Company. During the year ended June 30, 2019, the Company received $1,045,563 in cash advance, occurred assignment of $294,325 debt from a third party to Sydney Au, occurred assignment of $41,593 debt from 918368 B.C. Ltd (a company controlled and owned by Sydney Au), and repaid $2,099,954. As at the year ended June 30, 2019, the loans payable includes $87,443 owing to Sydney Au. The proceeds of advance were for funding of the Company's ongoing operations. The loans are unsecured, due on demand, and bear no interest.

(c) At the year ended June 30, 2018, the loans payable includes $40,050 owing to the spouse of Sydney Au, CEO and director of the Company. During the year ended June 30, 2019, the Company repaid $40,050. As at June 30, 2019, loans payable includes $nil owing to Sydney Au's spouse.

(d) At the year ended June 30, 2018, the loans payable includes $41,593 owing to 918368 B.C. Ltd. a company controlled by Sydney Au. During the nine months ended June 30, 2019, the Company received $326,000 in cash advance and occurred assignment of $41,593 debt to Sydney Au. As at June 30, 2019, the loans payable includes $326,000 owing to 918368 B.C. Ltd. The proceeds of advance were for funding of the Company's ongoing operations. The loans are unsecured, due on demand, and bear no interest.

(e) During the year ended June 30, 2019, the Company paid or accrued management fees of $180,000 to Sydney Au, CEO and director of the Company.

(f) During the year ended June 30, 2019, the Company paid or accrued $12,250 to Faisal Manji, CFO of the Company.

(h) During the year ended June 30, 2019, the Company settled $12,250 in due to related parties and $50,000 in loans payable to related parties through an issuance of securities of the Company.

As at June 30, 2019, accounts payable includes $324 due to related parties of the Company. The amounts are non-interest bearing and unsecured, with no fixed terms of repayment.

Subsequent to the year ended June 30, 2019, the Company and Decanex Inc. entered into a mutual termination and settlement agreement due to material impairments affecting Decanex Inc. and its ongoing services under the General Services Agreement. Both parties agreed to waive all outstanding matters surrounding the General Services Agreement. As a result, the Company recognized an expense recovery of $224,169 during the year ended June 30, 2019.

Compensation of key management personnel

Years ended June 30,	**2019**	2018
Management fees	**180,000**	135,000
Accounting fees	**12,250**	—
	192,250	135,000

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive and non-executive) of the Company.

CAPITAL AND LIQUIDITY

As of June 30, 2019, the Company had cash and cash equivalents of $132,756 (2018: $449,815).

The Company will be required to raise additional capital through equity and/or debt financing in order to meet its business objectives. There can be no assurance that the Company will be able to raise the required capital, including on acceptable terms to meet these objectives.

(a) The Company is developing health products and technology company in the research and development stage and currently no regular source of income, other than interest income it may earn on funds invested in short-term deposits. As a result, its ability to conduct operations, including the development of its products, website and customization product offerings, technologies, including the evaluation and acquisition of additional health technologies, is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so.

(b) Other than as set forth herein, there are no expected fluctuations in the Company's liquidity, taking into account demands, commitments, events or uncertainties.

(c) The Company does not currently have any liquidity risks associated with financial instruments.

(d) The Company is expected to have a working capital deficiency if it does not complete the proposed financing. The Company expects to meet its liquidity need through additional equity or debt financing(s).

(e) There are no balance sheet conditions or income or cash flow items that may affect the Company's liquidity.

(f) There are currently no defaults or arrears by the Company on:
- (i) dividend payments (no declared dividends), lease payments, interest or principal payment on debt;
- (ii) debt covenants; or
- (iii) redemption or retraction or sinking fund payments.

(g) The Company's working capital deficit was $808,517 as at June 30, 2019 (2018: $2,086,019).

Refer to the Company's consolidated financial statements for details on convertible debt, unsecured loans, and commitments.

FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company is exposed to various financial and capital risks and assesses the impact and likelihood of this exposure. These risks include credit risk, liquidity risk, interest rate risk, and currency risk. Where material, these risks are reviewed and monitored by Management and the Board of Directors and appropriate action taken to minimize such risks where possible.

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

a. Capital management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' equity and cash as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the commercialization of the licensed proprietary health monitoring/therapeutic systems and the identification and evaluation of potential acquisitions.

b. Credit risk

To secure the additional capital necessary to pursue these plans, the Company intends to raise additional funds through the equity or debt financing. The Company is not subject to any capital requirements imposed by a regulator. The Company's credit risk was primarily attributable to bank balances, GST/HST receivable and loan receivable. The Company limits its credit exposure on cash held in bank accounts firstly by holding its key transactional bank accounts with banks of international financial institutions. GST/HST receivable is due from Canadian Government and Management believes that the credit risk to be minimal. Loan receivable is due from a non-related party and the Company continues to negotiate repayment terms.

c. Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

As at June 30, 2019, the Company had a cash balance of $132,756 (2018: $449,815) and accounts payable and accrued liabilities of $633,802 (2018: $304,399). All of the Company's financial liabilities have or are treated with maturities of less than one year and are subject to normal trade terms. Management is considering different alternatives to secure adequate debt, loan extensions, or equity financing to meet the Company short term and long-term cash requirement. The Company has a working capital deficit of $808,517 (2018: $2,086,019).

Additional funds for the establishment of the Company's planned facility project and development will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Cannabis market prices, production efficiency or revenues, taxes, transportation costs, capital expenditures and operating expenses are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

d. Interest rate risk

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

e. Foreign exchange risk

The Company's functional and reporting currency is the Canadian dollar with significant business and purchases are transacted in United States dollars (USD). As a result, the Company is exposed to USD foreign currency risk that is not hedged against. As a result, the Company may incur material and uncontrolled losses on USD foreign exchange.

f. Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

OFF BALANCE SHEET ARRANGEMENTS

As at June 30, 2019 and 2018, the Company had no off-balance sheet arrangements, nor to date of this filing.

OUSTANDING SHARE DATA

a. Authorized: unlimited Common shares, without par value; and
unlimited Preferred shares, without par value.

b. Issued and Outstanding:

<u>*Common shares*</u> – 1,114,546 issued and outstanding as of June 30, 2019 (2018: 363,903) and
18,452,804 issued and outstanding as of September 11, 2020.

<u>*Escrow shares*</u> – nil (2018: 50,000 common shares).

<u>During the year ended June 30, 2018, the following transactions occurred:</u>

On December 21, 2017, the Company issued a total of 150,000 common shares and 150,000 share purchase warrants on closing of its equity and debt financing at $15.00 per share unit (the "Offering"). Each share unit is comprised of one common share and one whole 5-year share purchase warrant exercisable at $25.00.

Total proceeds for the equity financing portion of the Offering was $1,195,400. The Company used the relative fair value method to allocate the total proceeds from the private placement and accordingly, $597,700 of the total value was allocated to the shares and $597,700 to the warrant. The warrants were valued based on the Black-Scholes option pricing model with the following assumptions; rick free interest rate of 1.52%, expected life of 2.5 years, volatility of 114%, and a dividend yield of 0%.

The Company settled $1,054,600 in loans payable for the debt financing portion of the Offering. The Company used the relative fair value method to allocate and accordingly, $527,300 of the total value was allocated to the shares and $527,300 to the warrant. The warrants were valued based on the Black-Scholes option pricing model with the following assumptions; rick free interest rate of 1.52%, expected life of 2.5 years, volatility of 114%, and a dividend yield of 0%.

On April 27, 2018, the Company issued 50,000 common shares into escrow with a fair market value of $35.00 per share for total value of $1,750,000 for pending acquisition of Artillery Holding Inc., subject to due diligence review and other acquisition conditions.

On April 27, 2018, the Company issued 10,000 common shares with a fair market value of $35.00 and total consideration of $350,000 for prior brokerage services.

During the year ended June 30, 2019, the following transactions occurred:

On September 5, 2018, the Company closed on $3,000,000 in subscription funds for the non-brokered private placement at $30.00 per common share and issued a total of 100,000 common shares for this offering.

On October 5, 2018, the Company issued 10,000 common shares with a fair value of $40.00 and total consideration of $400,000 to Haywood Securities for past brokerage services.

On October 16, 2018, the Company issued 200,000 common shares with a fair value of $29.80 per share and total consideration of $5,960,000 to acquire Western Agri Supply Solutions Inc.

On October 16, 2018, the Company issued 350 common shares with a fair value of $35.00 and total consideration of $12,250 to the CFO of the Company for past accounting services.

On October 19, 2018, the Company issued 233,333 common shares with a fair value of $25.20 per share and total consideration of $5,880,000 to acquire Hemp Extraction Technologies Corp.

On October 29, 2018, 45,500 common shares with a fair value of $1,592,500 were returned to treasury as a result of the rectification agreement entered with Artillery Holdings Inc. to terminate the Company's planned acquisition of Artillery.

On April 5, 2019, the Company issued 100,000 common shares reserved for the JV with the fair value of $10.70 per share for consideration of $1,070,000 as further contribution under the JV agreement. Subsequent to year end, the Company was advised of the termination of its JV and Amylcan Technologies Corp. agreed to return the 100,000 shares to treasury.

On May 14, 2019, the Company issued 70,370 common shares with a fair value of $8.40 per share and total consideration of $591,111 to acquire Media Green Natural List Corp.

On May 21, 2019, the Company closed a non-brokered private placement of 70,500 units for gross proceeds of $705,000 ($10.00 per unit). Each unit is comprised one common share and one full share purchase warrant exercisable into one additional common share at price of $15.00 for a period of three years from the closing. The Company paid a brokerage fees of $30,300 and 3,030 broker warrants in conjunction with the financing. Each broker warrant is exercisable at a price of $10.00 for a period of one and half year from the closing. The broker warrants were value at $26,875 using the Black-Scholes option pricing model which assumed a risk-free rate of 1.68%; estimated life of 1.5 years; volatility of 101.93% and dividend yield of 0%.

On June 7, 2019, the Company issued:

- 6,340 share units at $10.00 per unit, with each unit consisting of one (1) common share and one (1) 3-year share purchase warrant exercisable at $15.00 to settle debt and accounts payable totaling $63,400 that represented the fair value of the settlement;
- 5,250 share units at $10.00 per unit, with each unit consisting of 1 common share and 1 3-year share purchase warrant exercisable at $15.00 to accredited investors for gross proceeds of $52,500. The Company paid a $3,000 brokerage fee in conjunction with the subscription for net proceeds of $49,500.

Share purchase warrants

As of June 30, 2019, the following warrants were outstanding and exercisable:

Number of Warrants Outstanding	***Exercise Price $***	***Expiry Date***	***Number of Common Shares Issuable***
5,510	150.00	August 29, 2019	5,510
5,308	150.00	September 1, 2019	5,308
867	150.00	March 16, 2021	867
1,333	150.00	April 7, 2021	1,333
150,000	25.00	December 20, 2022	150,000
70,230	15.00	May 21, 2022	70,230
3,300	10.00	November 21, 2020	3,300
11,590	15.00	June 7, 2022	11,590
248,138			248,138

Subsequent to year end, 10,818 warrants expired without being exercised.

A summary of the Company's issued and outstanding warrants as at June 30, 2019 and 2018 and changes during those years is presented below:

	Warrants Outstanding	**Weighted Average Exercise Price, $**
Balance, June 30, 2017	16,085	150.00
Granted	150,000	25.00
Expired	**(3,067)**	**(150.00)**
Balance, June 30, 2018	**163,018**	**34.98**
Granted	**85,120**	**14.81**
Balance, June 30, 2019	**248,138**	**28.06**

The weighted average life of warrants outstanding is 3.09 years (2018: 4.16 years)

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

The Company's consolidated financial statements are prepared in accordance and compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements are presented in Canadian dollars, which is the Company's functional and reporting currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value.

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

Refer to the Company's audited consolidated financial statements for the years ended June 30, 2019 and 2018 for details of the significant accounting policies and estimates adopted by the Company.

RISKS AND UNCERTAINTIES

Pharmaceutical Industry

The pharmaceutical industry involves significant risks, development expenditures, scientific expertise, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of a technology may result in substantial rewards, marketing will also play a significant role in developing the Company and its level of success. Major expenses will be required to complete initial drug discoveries along obtaining Health Canada and other world health organization approvals. There are also significant barriers to establishing any pharmaceutical products that may be accepted in the marketplace. It is impossible to ensure that pharmaceutical development strategies planned by the Company will result in profitable commercial sales. Whether the Company will be commercially viable depends on a number of factors, some of which are the particular attributes of the patients the drugs are geared toward as well as competitors' strategies and market factors. Some of these are cyclical and government regulations, including regulations relating to pharmaceuticals.

Health Products and Technology Industry

The health products and technology industry involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of a technology may result in substantial rewards, marketing will also play a significant role in developing the Company and its level of success. Major expenses may be required to establish the technology to be accepted in the marketplace. It is impossible to ensure that the current technologies and market strategy planned by the Company will result in profitable commercial sales. Whether the Company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the technology is geared toward and the existing infrastructure, as well as competitors' strategies and market factors. Some of these are cyclical and government regulations, including regulations relating to medical devices and consumer health products.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Health technology operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the health industry and the high technology industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the Company's control and their consequent liability.

Some of these risks include, but not limited to, the following:

(i) Upon commercialization, the Company will be largely dependent on marketing and sales of its products and services through its website(s). No website(s) have been launched, and there are no assurances that any Company products and services that reach commercialization stage, if any, can be successfully marketed and sold online.

(ii) The Company currently has only limited test products for sale, has not reached commercialization, and cannot guarantee that it will ever have marketable products or services.

(iii) The Company plans to launch a full commercial website(s) once it has obtained commercial viability, including sufficient distribution for its OTC health products and services.

(iv) Risks in design, development and manufacturing of consumer health products that may have an adverse effect on a person's health.

(v) If a significant portion of the Company's development efforts are not successfully completed, required regulatory approvals are not obtained and maintained (such as ISO certifications), or any approved products are not commercially successful, the Company's business, financial condition, and results of operations may be materially and irreparably harmed.

(vi) The Company's products and services are in the development stage and may never achieve market acceptance, regardless of the Company obtaining regulatory approvals for distribution.

(vii) The Company's product and services development activities are directed towards the skincare (acne) and weight management sectors of the consumer health industry. There is no certainty that any past investment or future expenditures made by the Company as described herein will result in commercialization or market acceptance of the its product or service offerings. There is aggressive competition within the skincare health (acne) and weight management marketplace. The Company will compete with other interests, many of which have greater financial resources than it may have for marketing towards target consumers. Significant capital investment is required to achieve commercialization, if ever, from the current development stage of the Company (see *Working Capital and Resources*).

Government Regulation

The pharmaceutical industry is subject to vigorous federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters. Regulatory approvals by government agencies on the Company's products may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

The consumer health products industry is subject to various federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters. Regulatory approvals by government agencies on the Company's products may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

ISO Certification

The Company's former service provider, Decanex, Inc., no longer maintains its ISO certification and as a result the further development of the Company's TULIP device and related intangible properties is currently on hold and any future development in doubt. In July 2019, the Company entered into a mutual termination with Decanex and has an option to acquire the company and possibly recontinue development should the company be able to re-obtain the ISO certification or engage a new service provider with such certification(s) that may be cost prohibitive.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the company officers.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors and/or officers to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, directors involved in potential conflicts will declare, and refrain from voting on the conflicted matter.

Negative Operating Cash Flows
As the Company is in early development stages, it will continue to have negative operating cash flows without the development of revenue streams from its business. Positive operating cash flows require the Company to sufficiently developed its products and services for commercialization.

Risks Related as a Going Concern
The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. The Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time.

Reliance on Key Personnel, Service Provider, and Advisors
The Company relies heavily on its officers, its service provider, and business advisors. The loss of their services may have a material adverse effect on the business and going concern of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Licenses, Patents and Proprietary Rights
The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

Uncertainty Regarding Penetration of the Target Market
The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential users and the medical community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, consumer and health practitioner's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with suppliers and users in a timely manner.

In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's products and services will be accepted and recommended.

Competition, Technological Obsolescence
The consumer health products industry for skincare and weight management is competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and product offerings to become obsolete or may reduce their market acceptance.

Operating History and Expected Losses
The Company must continue to make significant investments in order to develop its products and services, increase marketing efforts, improve its operations, conduct research and development, and update equipment. As a result, development stage operating losses are expected to continue, and such losses may be greater than anticipated, which could have a significant effect on both the short-term and long-term viability of the Company.

Reliance on Joint Ventures, License Assignors and Other Parties
The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, research partners, medical facilities, and medical equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.

There is no guarantee that parties the Company must deal with will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

Growth Management
In executing the Company's business plan for the future, there will be significant pressure on management, operations, and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Potential Liability
The Company is subject to the risk of potential liability claims with respect to its hemp-based products, diagnostic and therapeutic solutions. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES
During the year ended June 30, 2019, no significant changes in the Company's internal control over financial reporting were made. The Management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for this filing (together the "Filings").

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim or Annual Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI

52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.