



## **EGF THERAMED HEALTH CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2021 (Q1)**

**FORM 51-102F1**

#### **DATE AND SUBJECT OF REPORT**

The following Management 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. (hereinafter the "Company" or "Theramed"). The MD&A should be read in conjunction with the interim consolidated financial statements for the three months ended September 30, 2021 (Q1).

This MD&A should be read in conjunction with the Company's unaudited interim consolidated financial statements for the three months ended September 30, 2021 and the Company's audited consolidated financial statements for the year ended June 30, 2021 as filed on SEDAR.

This MD&A has been prepared with all information current to November 29, 2021.

#### **SCOPE OF ANALYSIS**

The following is a discussion and analysis of EGF Theramed. The Company's head office is located at Suite 1600 – 609 Granville Street, Vancouver, BC V7Y 1C3.

The Company has entered into several agreements for acquisitions, pending acquisitions, joint venture, plans of arrangement, and proposed transactions during fiscal 2019, fiscal 2020, and fiscal 2021. During the year ended June 30, 2020, the Company terminated certain agreements due to working capital breaches (see *Plans of Arrangement and Acquisitions, Business Combinations, and Joint Venture*).

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 November 29, 2021.

## **OVERALL PERFORMANCE**

During the year ended June 30, 2020, the Company completed a 30% equity investment in Pharmadelic Labs Corp. (“Pharmadelic”) and 40% equity investment in Green Parrot Labs Corp. (“Green Parrot”). During the year ended June 30, 2021, the Company closed acquisition of Seedadelic Health Services Corp. Management believed that these acquisitions and equity investment would bring their technology and expertise to the Company that could be a critical component in achieving the Company’s business and commercialization strategies. The Company was developing its hemp extraction facility in Nevada, United States, until it was locked out of its lease facility in August 2020. Management believes that these acquisitions and equity investments were 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.

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 is actively seeking financing opportunities to support its ongoing operations.

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. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. COVID-19 has had the effect of delaying equity financings and transactions and has had an impact on the closing of transactions.

On August 10, 2020, the Company received a notice of intent to re-enter property by the landlord due to the default of lease payments for the amount of USD116,789. During the year ended June 30, 2021, the Company was in discussions to resolve the litigation arising from the default and during this discussion period, the Company did not have access to the facility where the equipment was placed and the construction in progress that was carried out until matters were resolved. On October 12, 2021, the Company reached settlement on the lease agreement at \$349,416 (US\$281,925).

In June 2021, the Company acquired all of the issued and outstanding shares of Seedadelic. Seedadelic is focusing on seeking to alleviate the stigma surrounding psychedelic drugs through the distribution of plant seeds, such as *Argyrea Nervosa* (Hawaiian Baby Woodrose) and *Ipomoea Violacea* (Morning Glory), that contain a naturally occurring compound known as LSA (D-lysergic acid amide). Seedadelic plans to operate a Web-based and mobile application, allowing users to register and purchase certain plant seed products on-line.

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

	For the three months ending:	
	September 30, 2021 \$	September 30, 2020 \$
Revenue	—	—
Other items	9,939	16,303
Expenses	(170,531)	(239,726)
Net loss	(160,592)	(223,423)
Loss per share – basic and diluted	(0.00)	(0.01)

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 September 30, 2021 totaled \$170,531, a 29% decrease compared to the three months ended September 30, 2020. Income from other items in the three months ended September 30, 2021 totaled \$9,939, compared to income from other items in three months ended September 30, 2020 of \$16,303. Net loss and comprehensive loss in the three months ended September 30, 2021 was \$160,592, a 28% decrease compared to \$223,423 in the three months ended September 30, 2020.

The decrease in expenses and losses for the three months ended September 30, 2021 in comparison to the same period in 2020 was due primarily to decreases in consulting fees, interest and accretion and investor communications.

During the three months ended September 30, 2021, cash used in operating activities was \$146,686 comparing to \$174,552 cash used in operating activities in the three months ended September 30, 2020. During the three months ended September 30, 2021, cash provided by investing activities was \$Nil comparing to \$50,000 cash used in investing activities in the three months ended September 30, 2020. During the three months ended September 30, 2021, cash provided by financing activities was \$239,020 comparing to \$Nil cash provided by financing activities in the three months ended September 30, 2020. Total cash inflow during the three months ended September 30, 2021 was \$92,334 comparing to \$224,552 total cash outflow in the three months ended September 30, 2020. The change in cash flow was mainly due to financing activities occurred during the current period. As at September 30, 2021, the Company had \$794,746 in cash comparing to \$704,412 as at June 30, 2021.

The Company has been actively seeking financing and investing opportunities to provide further cash flow support for its existing development project and ongoing operations.

## **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 Theremid Health Corp." and completed a 100:1 share consolidation. The symbol remains "TMED". 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.

## **Business and Structure**

The Company has been focused on developing products, technologies, and diagnostic tools in personalized medical care areas including research with natural health and wellness products. The products will serve the Company's stated goal of improving health and elevating the human condition.

The Company is focused in the health care and life sciences sector to develop a personalized health care system. The Company is also actively exploring opportunities in all medical areas in domestic and international markets.

In May 2020, the Company acquired 30% equity interest in Pharmadelic and 40% equity interest in Green Parrot, initiating its collaboration and interest in research, development and commercial exploitation of psilocybin with a focus on wellness.

In November 2020, Green Parrot and Pharmadelic effected a merger of their shareholdings and operations through an amalgamation. The company continuing from the amalgamation is known as Pharmadelic Labs Inc. As at September 30, 2021, the Company holds 33.06% ownership interest on Pharmadelic Labs Inc.

In June 2021, the Company acquired all of the issued and outstanding shares of Seedadelic. Seedadelic is a private, Ontario-based, alternative medicine company, seeking to alleviate the stigma surrounding psychedelic drugs through the distribution of plant seeds, such as *Argyrea Nervosa* (Hawaiian Baby Woodrose) and *Ipomoea Violacea* (Morning Glory), that contain a naturally occurring compound known as LSA (D-lysergic acid amide). Seedadelic plans to operate a Web-based and mobile application, allowing users to register and purchase certain plant seed products on-line. The seeds are expected to be sold in a dispensary that carries a variety of plant seeds and will be distributed on-line through e-commerce, as well as through bricks and mortar retailers. The Seedadelic business model anticipates deploying its mobile application, which can be used as a platform for sellers of Morning Glory and Hawaiian Baby Woodrose seeds to purchasers in locations where such sales are legal. Initially, products are expected to be supplied on the app by Seedadelic, with the expectation that the app will eventually facilitate a dropshipping method of sales, where third parties sell their legal products on the app.

(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

### Medical Green Natural List Corp.

On May 14, 2019, the Company signed a binding letter of intent to acquire MGNL with the business consisting of software and portal for a medical marketplace application, which connects buyers with sellers. The purchase price of the transaction is \$941,111 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 (the "Contingent Consideration") upon the successful launch of the Green List application. 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 \$1,091,120 allocated to the intangible asset which it was determined to be fully impaired in the year ended June 30, 2019.

Fair value of 70,370 common shares issued	\$	591,111
Cash paid		250,000
Contingent consideration		250,000
Total consideration paid		1,091,111
Allocated as follow:		
Cash		90
Accounts payable		(99)
Goodwill		1,091,120
	\$	1,091,111

The application was launched in July 2019 and the Company settled the Contingent Consideration with the issuance of 25,000 common shares of the Company with a fair value of \$150,000. The Company recognized a gain of \$100,000 on the settlement of the Contingent Consideration in the Consolidated Statement of Loss and Comprehensive Loss for the year ended June 30, 2020.

As at September 30, 2021 and as at the date of this filing, the Company has put this project on hiatus status as the Company is currently focusing on the Seedadelic web-based platform and mobile application launch in 2022 year.

#### Seedadelic Health Services Corp.

On May 31, 2021, the Company entered into a definitive share purchase agreement, pursuant to which it will acquire all of the issued and outstanding share capital of Seedadelic Health Services Corp. ("Seedadelic"). Seedadelic is an alternative medicine company seeking to alleviate the stigma surrounding psychedelic drugs through the distribution of plant seeds, such as *Argyrea nervosa* (Hawaiian baby woodrose) and *Ipomoea violacea* (morning glory), that contain a naturally occurring compound known as LSA (D-lysergic acid amide). On June 9, 2021, the transaction was completed. For accounting purposes, the acquisition of Seedadelic was considered an asset purchase transaction as Seedadelic did not meet the definition of business. Closing costs related to the transaction were capitalized.

In consideration for the acquisition of all of the issued and outstanding share capital of Seedadelic, the Company issued 15,000,000 common shares to the existing shareholders of Seedadelic and 1,500,000 common shares as a finder's fee to a company that introduced the parties at a fair value of \$0.05 per share for a total consideration of \$775,947.

Fair value of 16,500,000 common shares issued	\$	775,947
Legal fees		14,336
		790,283
<u>Allocated as follow:</u>		
Cash		460,431
Intellectual property		345,602
Accrued liabilities		(15,750)
	\$	790,283

#### **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.

On May 5, 2020, the Company terminated the Operator Agreement.

Equipment and construction in progress additions were for the lease facility used for production and manufacturing located in Las Vegas, Nevada, USA via WASS (the "Facility"); with no amortization recognized or recorded to date as the equipment is still undergoing installation and testing. During the year ended June 30, 2020, the construction in progress was \$1,762,533 (2019: \$332,490).

The Company was in a litigation with the landlord of the Facility due to the default of the lease payment of USD116,789. The Company was in discussions to resolve the litigation arising from the default and

during this discussion period, the Company did not have access to the facility where the equipment was placed and the construction in progress that was carried out until matters were resolved. Due to this fact, the Company fully impaired the carrying value of the equipment of \$973,242 and the carrying value of construction in progress of \$ 1,762,533 in the consolidated statement of loss and comprehensive loss for the year ended June 30, 2020.

During the year ended June 30, 2020, the Company fully impaired the right-of-use asset and recognized impairment of \$669,820 in the consolidated statement of loss and comprehensive loss due to the ongoing litigation with the landlord.

On October 12, 2021, the Company reached settlement on the lease agreement at \$349,416 (US\$281,925) and a gain on settlement of \$451,656 presented as reversal of impairment loss on the Consolidated Statement of Loss and Comprehensive Loss was recognized as at the year ended June 30, 2021.

### **Investments in Pharmadelic and Green Parrot**

On May 6, 2020, the Company acquired a 30% equity interest of Pharmadelic throughout the issuance of 4,000,000 common shares of the Company ("Pharmadelic's Consideration Shares") to the shareholders of Pharmadelic. 2,395,480 common shares of the Pharmadelic's Consideration Shares are subject to certain pooling restrictions being released in 12 monthly installments commencing four months after the closing of the acquisition. The Company also issued 225,000 common shares in payment of finders' fees to arm's-length parties.

The fair value of the Pharmadelic's Consideration Shares and the issued 225,000 common shares in payment of finders' fees were determined as follow:

Pharmadelic's Consideration Shares	\$	5,600,000
Finders' shares		315,000
Restricted share discount		(909,169)
<b>Total fair value of consideration paid</b>	<b>\$</b>	<b>5,005,831</b>

Pharmadelic is a private company which is a developing proprietary genetic process to help create pharmaceutical grade psilocybin-derived ingredients in a synthetic lab environment. Pharmadelic is still at research stage and no technical feasibility has been yet achieved. As result, the fair value of the consideration paid was fully impaired in the consolidated statements of loss and comprehensive loss for the year ended June 30, 2020.

On May 26, 2020, the Company acquired a 40% equity interest of Green Parrot throughout the issuance of 7,800,000 common shares of the Company ("Green Parrot's Consideration Shares") to the shareholders of Green Parrot. 2,103,000 common shares of the Green Parrot's Consideration Shares are subject to certain pooling restrictions being released in 12 monthly installments commencing four months after the closing of the acquisition. The Company also issued 200,000 common shares in payment of finders' fees to arm's-length parties.

The fair value of the Green Parrot's Consideration Shares and the issued 200,000 common shares in payment of finders' fees were determined as follow:

Green Parrot's Consideration Shares	\$	10,998,000
Finders' shares		282,000
Restricted share discount		(872,246)
<b>Total fair value of consideration paid</b>	<b>\$</b>	<b>10,407,754</b>

Green Parrot is a private company that plans to offer wellness centers and research and development into biosynthesis pathways for psilocybin and cannabinoids in the Caribbean. Green Parrot is still at research stage and no technical feasibility has been yet achieved. As result, the fair value of the consideration paid was fully impaired in the consolidated statements of loss and comprehensive loss for the year ended June 30, 2020.

In November 2020, Green Parrot and Pharmadelic effected a merger of their shareholdings and operations through amalgamation. The company continuing from the amalgamation is known as Pharmadelic Labs Inc. As at June 30, 2021, the Company holds 33.06% ownership interest on Pharmadelic Labs Inc.

The Company determined that the fair value of the investment in Pharmadelic was \$Nil and the consideration paid for the acquisitions were fully impaired as at June 30, 2021.

### 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 Event

No subsequent event.



## PLANS OF ARRANGEMENT

### 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.

On July 26, 2019, the Company completed the spin out (divesting) of EGF Health Holdings Corp. by the distribution of 7,790,265 Class Redeemable preferred shares to its shareholders.

As of September 30, 2021, the Company has \$3,000 (June 30, 2021: \$3,000) in remaining deposits related to contemplated spin outs under the 2017-POA. The Company anticipates completing the arrangements for other spin outs in fiscal 2022.

## RESULTS OF OPERATIONS

### SELECTED ANNUAL INFORMATION

	June 30, 2021 \$	June 30, 2020 \$	June 30, 2019 \$
Revenue	—	—	—
Expenses	1,279,382	2,802,506	2,613,820
Other items	535,071	18,817,768	12,031,502
Loss from continued operations	(744,311)	(21,620,274)	(14,645,322)
Loss from discontinued operations	—	—	—
Net loss and comprehensive loss	(744,311)	(21,620,274)	(14,645,322)
EPS – basic and diluted	(0.03)	(6.21)	(19.09)
Assets	1,197,142	510,450	2,855,654
Working capital deficiency	(1,559,012)	(2,037,916)	(1,058,517)
Long-term liabilities	—	—	—

### ANNUAL RESULTS

For the year ended June 30, 2021, the Company had net loss and comprehensive loss of \$744,311 compared to a loss and comprehensive net loss of \$21,620,274 for fiscal 2020.

The loss for fiscal 2021 as compared to 2020 was due to the following significant factors:

- Amortization decreased from \$176,360 in 2020 to \$nil in 2021 due to no amortization was recognized;
- Business development decreased from \$36,219 in 2020 to \$nil in 2021 due to no business development consulting performed;
- Consulting fees decreased from \$687,142 in 2020 to \$87,744 in 2021 due to decrease in consultants and consulting activities engaged and to non-renewal of consulting contracts previously engaged in 2018 for various financing, merger and acquisition introduction, online marketing services, etc.;

- d) Interest and accretion decreased from \$177,379 in 2020 to \$65,442 in 2021, the Company incurred \$177,379 in 2020 due to new convertible debenture financing entered in August 2019 with Haywood;
- e) Investor communications decreased from \$424,866 in 2020 to \$308,842 in 2021 due to agreements entered with third parties in 2020 in relations to investor relations and public relations;
- f) Listing expenses decreased from \$29,745 in 2020 to \$8,485 in 2021 due to lower listing engagement at OTC Markets;
- g) Loan loss provisions decreased from \$577,007 in 2020 to \$105,225 in 2021 due to writing down of outstanding receivables in 2020;
- h) Management fees decreased from \$379,563 in 2020 to \$340,000 in 2021 due to lower fees to the management team;
- i) Office and miscellaneous increased from \$8,848 in 2020 to \$12,734 in 2021 due to increase in overall general office activities;
- j) Rent increased from \$30,000 in 2020 to \$60,000 in 2021 due to capitalization of the lease for construction in progress through WASS. Rent fees incurred in 2020 was due to new corporate office lease that commenced in January 2020;
- k) Professional fees increased from \$121,608 in 2020 to \$174,042 in 2021 due to increase in legal fees in relation to the Company's general legal corporate matters, acquisition, and financing activities;
- l) Transfer agent & filing fees increased from \$26,492 in 2020 to \$29,557 in 2021 due to increase in activities and regulatory periodic filing fees in 2021;
- m) Share-based payments decreased from \$111,795 in 2020 to \$71,170 in 2021;
- n) Website and social media decreased from \$12,797 in 2020 to \$1,484 in 2021;
- o) Gain on foreign exchange increased from \$1,065 in 2020 to \$70,593; and
- p) Impairment loss decreased from \$18,859,181 in 2020 to gain of \$451,656 in 2021. The loss in 2020 was due to write-off of investments in Pharmadelic and Green Parrot . The gain in 2021 was due to settlement of lease.

Other various expenses changed during the normal course of business from 2021 as compared to 2020 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:

	September 30, 2021 (Q1) \$	June 30, 2021 (Q4) \$	March 31, 2021 (Q3) \$	December 31, 2020 (Q2) \$
Revenue	—	—	—	—
Other items	9,939	460,026	19,099	39,643
Expenses	(170,531)	599,644	174,570	265,442
Net loss and comprehensive loss	(160,592)	(139,618)	(155,471)	(225,799)
Loss per share – basic and diluted	(0.00)	(0.02)	(0.01)	(0.01)
Total assets	1,294,490	1,197,142	580,895	248,364
Long-term liabilities	—	—	—	—
Working capital deficiency	(1,480,584)	(1,559,012)	(2,120,909)	(2,487,138)

	September 30, 2020 (Q1) \$	June 30, 2020 (Q4) \$	March 31, 2020 (Q3) \$	December 31, 2019 (Q2) \$
Revenue	—	—	—	—
Other items	16,303	(18,557,360)	(359)	(82)
Expenses	239,726	1,586,801	356,014	299,969
Net loss and comprehensive loss	(223,423)	(20,144,161)	(355,655)	(300,051)
Loss per share – basic and diluted	(0.01)	(1.96)	(0.26)	(0.24)
Total assets	345,719	510,450	3,140,020	3,264,036
Long-term liabilities	—	—	254,666	251,112
Working capital deficiency	(2,261,339)	(2,037,916)	(1,512,270)	(1,160,168)

### Three months ended September 30, 2021 (Q1)

For the three months ended September 30, 2021 (Q1-2022), the Company had net comprehensive loss of \$160,592 compared to \$223,423 for three months ended September 30, 2020 (Q1-2021). The decreased loss of \$62,831 for Q1-2022 as compared to Q1-2021 was the result of:

#### Expenses

Expenses were \$170,531 in Q1 of fiscal 2022 compared to \$239,726 in Q1 of fiscal 2021, representing a decrease of \$69,195, with specific changes as follows:

- a) Bank and other charges decreased from \$316 in Q1-2021 to \$161 in Q1-2022;
- b) Consulting fees decreased from \$12,869 in Q1-2021 to \$5,982 in Q1-2022 due to decrease in fees charged by consultants during the current quarter;
- c) Interest and accretion expense decreased from \$19,850 in Q1-2021 compared to \$13,908 in Q1-2022 due to lease accounting treatment related to the NV facility;
- d) Investor communications decreased from \$105,144 in Q1-2021 to \$Nil in Q1-2022 due to no fees charged during the current quarter;
- e) Listing fees decreased from \$3,000 in Q1-2021 to \$Nil in Q1-2022 due to no fees incurred or accrued during the current quarter;
- f) Management fees increased from \$67,500 in Q1-2021 to \$87,500 in Q1-2022 due to higher fees charged by officers during the current quarter;
- g) Office and miscellaneous increased from \$Nil in Q1-2021 to \$4,656 in Q1-2022 due to higher business activity during the current quarter;
- h) Professional fees increased from \$9,098 in Q1-2021 to \$28,208 in Q1-2022 due to increase in legal and accounting fees incurred during the current quarter;
- i) Transfer agent and filing fees decreased from \$5,465 in Q1-2021 to \$1,210 in Q1-2022 due to lower fees charged by regulatory board during the current quarter;
- j) Travel increased from \$Nil in Q1-2021 to \$13,692 in Q1-2022 due to higher business activity incurred during the current quarter; and
- k) Website and social media decreased from \$1,484 in Q1-2021 to \$214 in Q1-2022.

#### Other Items

Income from other items was \$9,939 for Q1 of fiscal 2022 as compared to \$16,303 income in Q1 of fiscal 2021, representing a decreased of income from other items of \$6,364 with specific changes as follows:

- a) Gain on foreign exchange increased from \$16,303 in Q1-2021 to \$9,939 in Q1-2022.

## Related Party Transactions

Related party transactions are in the normal course of operations and are made in terms equivalent to those that prevail in arm's length transactions, which is the amount of consideration established and agreed to by the related parties.

The following is a summary of the related party transactions that occurred throughout the three months ended September 30, 2021:

- (a) As at the year ended June 30, 2021, the amount payable to David Bentil, former CEO and director of the Company, was \$49,500. As at September 30, 2021, the amount owing was \$49,500.
- (b) As at the year ended June 30, 2021, the amount payable to Jatinder Dhaliwal, CEO and director of the Company, was \$150,000. During the three months ended September 30, 2021, the Company accrued \$37,500 in management fees and repaid \$15,000. As at September 30, 2021, the amount owing was \$172,500.
- (c) As at September 30, 2021, loans payable includes \$25,000 owing to Jatinder Dhaliwal, CEO and director of the Company. The loan is unsecured, due on demand, and bears no interest.
- (d) As at the year ended June 30, 2021, the accounts payable to Chaudhry U Consulting Inc., a company owned and controlled by Usama Chaudhry, CFO and director of the Company, was \$115,500. During the three months ended September 30, 2021, the Company accrued \$30,000 in management fees and repaid \$7,500. As at September 30, 2021, the amount owing to Chaudhry U Consulting Inc. was \$138,000.
- (e) As at September 30, 2021, management fees payable to Sydney Au, a former director of the Company, was \$50,000, and the loan payable was \$82,719. The loan payable to 918368 B.C. Ltd., a company controlled and owned by Sydney Au, was \$166,000.
- (f) As at September 30, 2021, loans payable includes \$295,000 to Canland Health Corp., a company owned by a former director of the Company, and \$26 to Ron Ozols, a former director of the Company. The loans are unsecured, due on demand and bear no interest.

The following is a summary of the related party transactions that occurred throughout the year ended June 30, 2021:

- (g) As at the year ended June 30, 2020, the amount payable to David Bentil, former CEO and director of the Company, was \$59,500. During the year ended June 30, 2021, the Company repaid \$10,000. As at June 30, 2021, the amount owing was \$49,500.
- (h) As at the year ended June 30, 2021, the amount payable to Jatinder Dhaliwal, CEO and director of the Company, was \$65,000. During the year ended June 30, 2021, the Company accrued \$150,000 in management fees and repaid \$65,000. As at June 30, 2021, the amount owing was \$150,000.
- (i) As at June 30, 2021, loans payable includes \$25,000 owing to Jatinder Dhaliwal, CEO and director of the Company. The loan is unsecured, due on demand, and bears no interest.

- (j) On June 23, 2021, 1,545,349 stock options with a fair value of \$66,845 using Black-Scholes Option Pricing Model were granted to Jatinder Dhaliwal (Note 14).
- (k) As at the year ended June 30, 2020, the accounts payable to Chaudhry U Consulting Inc., a company owned and controlled by Usama Chaudhry, CFO and director of the Company, was \$25,500. During the year ended June 30, 2021, the Company accrued \$120,000 in management fees and repaid \$30,000. As at June 30, 2021, the amount owing to Chaudhry U Consulting Inc. was \$115,500.
- (l) On June 23, 2021, 100,000 stock options with a fair value of \$4,325 using Black-Scholes Option Pricing Model were granted to Usama Chaudhry (Note 14).
- (m) As at June 30, 2021, management fees payable to Sydney Au, a former director of the Company, was \$50,000, and the loan payable was \$82,719. The loan payable to 918368 B.C. Ltd., a company controlled and owned by Sydney Au, was \$166,000.
- (n) As at June 30, 2021, loans payable includes \$295,000 to Canland Health Corp., a company owned by a former director of the Company, and \$26 to Ron Ozols, a former director of the Company. The loans are unsecured, due on demand and bear no interest.

*Compensation on key management personnel*

Three months ended September 30,	2021	2020
Management fees	\$ 67,500	\$ 67,500
	\$ 67,500	\$ 67,500

## LEGAL MATTERS

On August 10, 2020, the Company received a notice to intent to re-enter property to the Facility (Note 9) due to the default of lease payments for the amount of USD116,789. During the year ended June 30, 2021, the Company was in discussions to resolve the litigation arising from the default and during this discussion period, the Company did not have access to the facility where the equipment was located and the construction in progress that was carried out until matters are resolved. The lease agreement is expiring on November 30, 2023 and is uncancellable. The Company carried the full liability of the lease in accordance with IFRS 16.

On October 12, 2021, the Company reached settlement on the lease agreement at \$349,416 (US\$281,925) and a gain on settlement of \$451,656 presented as reversal of impairment loss on the Consolidated Statement of Loss and Comprehensive Loss was recognized during the year ended June 30, 2021.

## CAPITAL AND LIQUIDITY

As of September 30, 2021, the Company had cash and cash equivalents of \$794,746 (June 30, 2021: \$702,412)

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 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).
- d) There are no balance sheet conditions or income or cash flow items that may affect the Company's liquidity.
- e) 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.
- f) The Company's working capital deficit was \$1,480,584 as at September 30, 2021 (June 30, 2021: \$1,559,012).
- g) During the three months ended September 30, 2021, the Company had net cash used in operating activities of \$146,686 (2020: \$174,552).
- h) During the three months ended September 30, 2021, the Company had net cash used in investing activity of \$Nil (2020: \$50,000).
- i) During the three months ended September 30, 2021, the Company had net cash provided by financing activity of \$239,020 (2020: \$Nil).

Refer to the Company's interim 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 may decline and investors may lose all or part of their investment.

a. Capital management

The Company's objective in managing capital is to safeguard its ability to continue as a going concern, to ensure 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 is 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 September 30, 2021, the Company had a cash balance of \$794,746 (June 30, 2021: \$702,412) and accounts payable and accrued liabilities of \$1,248,268 (June 30, 2021: \$1,233,317). 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's short term and long-term cash requirement. The Company has a working capital deficit of \$1,480,584 (June 30, 2021: \$1,559,012).

Additional funds for launching Seedadelic 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 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 the Company has 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 September 30, 2021 and prior periods, the Company had no off-balance sheet arrangements, nor to date of this filing.

#### **OUTSTANDING SHARE DATA**

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

b. Issued and Outstanding:

*Common shares* – 43,156,987 issued and outstanding as of September 30, 2021 and as of date of filing.

During the three months ended September 30, 2021, the following transactions occurred:

On July 9, 2021, the Company completed a non-brokered private placement for 2,083,334 units at a price of \$0.12 per unit for gross proceeds of \$250,000. Each unit will comprise one common share of the company and one-half of one common share purchase warrant of the Company. Each full warrant will be exercisable into a common share of the Company for a period of 12 months at an exercise price of \$0.20 during the 12 months.

In connection with the issuance, the Company paid cash finders' fees of \$10,980 and issued 91,500 finders' warrants with a fair value of \$4,162, with each finders' warrant is exercisable to acquire an additional common share of the Company at a price of \$0.20 for a period of 12 months from the date of issuance.



During the year ended June 30, 2021, the following transactions occurred:

On January 15, 2021, the Company issued 50,000 common shares to settle outstanding debt of \$17,500, for services previously provided to the Company. The fair value of the common shares issued is \$9,500, resulting in a gain on debt settlement of \$8,000 (2020: \$Nil) during the year ended June 30, 2021.

On January 19, 2021, the Company completed the second and final tranche of its non-brokered private placement, issuing 1,466,666 units at a price of \$0.12 per unit for gross proceeds of \$176,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant, exercisable to acquire an additional common share of the Company at a price of \$0.20 for a period of 12 months from the date of issuance.

In connection with the issuance, the Company paid cash finders' fees of \$6,300 and issued 52,500 finders' warrants with a fair value of \$7,652, with each finders' warrant exercisable to acquire an additional common share of the Company at a price of \$0.20 for a period of 12 months from the date of issuance.

On June 9, 2021, the Company issued 15,000,000 common shares for the acquisition of Seedadelic (Note 11). The Company also issued 1,500,000 common shares as finder fees to an arm's-length third party that introduced the parties. The fair value of the shares issued is \$775,947.

On June 22, 2021, the Company closed a non-brokered private placement for 1,666,667 units at a price of \$0.12 per unit for gross proceeds of \$200,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant of the Company. Each full warrant will be exercisable into a common share of the Company for a period of 12 months at an exercise price of \$0.20 during the 12 months.

Share purchase warrants

As of June 30, 2021, the following warrants were outstanding and exercisable:

<b>Warrants Outstanding and Exercisable</b>	<b>Exercise Price, \$</b>	<b>Expiry Date</b>
150,000	25.00	December 20, 2022
70,230	15.00	May 21, 2022
11,590	15.00	June 7, 2022
836,629	1.50	June 16, 2022
1,468,758	0.20	January 15, 2022
83,350	0.20	January 15, 2022
733,333	0.20	January 19, 2022
52,500	0.20	January 19, 2022
833,333	0.20	June 23, 2022
1,041,667	0.20	July 9, 2022
91,500	0.20	July 9, 2022
<b>5,372,890</b>	<b>1.32</b>	

During the year ended June 30, 2021, 3,462,500 share purchase warrants expired without being exercised.

On April 22, 2020, 2,860,000 warrants valued at \$937,862 and 57,000 finders' warrants valued at \$54,313 using Black-Scholes Option Pricing Model were issued in connection with the private placement.

On April 29, 2020, 540,000 warrants valued at \$151,564 using Black-Scholes Option Pricing Model were issued in connection with the private placement.

On June 16, 2020, 836,629 warrants valued at \$305,460 using Black-Scholes Option Pricing Model were issued in connection with the private placement.

On January 15, 2021, 1,468,758 warrants valued at \$177,448 and 83,350 finder's warrants valued at \$10,070 also using Black-Scholes Option Pricing Model were issued in connection with the private placement.

On January 19, 2021, 733,333 warrants valued at \$106,893 and 52,500 finder's warrants valued at \$7,652 also using Black-Scholes Option Pricing Model were issued in connection with the private placement.

On June 22, 2021, 833,333 warrants valued at \$24,114 using the Black-Scholes Option Pricing Model were issued in connection with the private placement.

On July 9, 2021, 1,041,667 warrants valued at \$47,384 and 91,500 finder's warrants valued at \$4,162 using the Black-Scholes Option Pricing Model were issued in connection with the private placement.

The fair value of the warrants issued were estimated using the Black-Scholes Option Pricing Model with the following assumptions:

	April 22, 2020	April 29, 2020	June 16, 2020	January 15, 2021	January 19, 2021	July 9, 2021
Estimated risk-free rate	0.34%	0.30%	0.26%	0.15%	0.14%	0.47%
Expected volatility	227.58	229.73%	231.27%	184.89%	185.22%	167.67%
Estimated annual dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of warrants	1.5 years	1.5 years	2.0 years	1.0 year	1.0 year	1.0 year
Stock price at issue date	\$1.10	\$0.76	\$0.66	\$0.19	\$0.22	\$0.10
Forfeiture rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

A summary of the Company's issued and outstanding warrants as at June 30, 2021 and during the year is presented below:

	Warrants Outstanding	Weighted Average Exercise Price, \$
<b>Balance, June 30, 2020</b>	<b>4,530,949</b>	<b>2.03</b>
Issued	3,171,274	0.20
Expired	(3,462,500)	0.80
<b>Balance, June 30, 2021</b>	<b>4,239,723</b>	<b>1.62</b>
Issued	1,133,167	0.20
<b>Balance, September 30, 2021</b>	<b>5,372,890</b>	<b>1.32</b>

The weighted average life of warrants outstanding is 0.56 year as at September 30, 2021.

### Stock options:

On April 30, 2020, 175,000 stock options valued at \$111,795 using Black-Scholes Option Pricing Model were granted to the current CEO and a former CEO of the Company at a price of \$1.00 per share, which vested immediately and expire two years from the date of grant.

On June 23, 2021, 1,645,349 stock options valued at \$71,170 using Black-Scholes Option Pricing Model were granted to the CEO and CFO of the Company at a price of \$0.08 per share, which vested immediately and expire one year from the date of grant.

The fair value of the stock options granted were estimated using the Black-Scholes Option Pricing Model with the following assumptions:

	April 30, 2020	June 23, 2021
Estimated risk-free rate	1.60%	0.42%
Expected volatility	207.90%	164.49%
Estimated annual dividend yield	0.00%	0.00%
Expected life of options	2 years	1 year
Stock price at issue date	\$0.76	\$0.08
Forfeiture rate	0.00%	0.00%

A summary of the Company's granted and outstanding options as at June 30, 2021 and during the year is presented below:

	Options Outstanding	Weighted Average Exercise Price, \$
<b>Balance, June 30, 2020</b>	<b>100,000</b>	<b>1.00</b>
Granted	1,645,349	0.08
<b>Balance, June 30, 2021 and September 30, 2021</b>	<b>1,745,349</b>	<b>0.13</b>

The weighted average life of warrants outstanding is 0.72 year as at September 30, 2021.

### **INTERNATIONAL ACCOUNTING STANDARDS (IAS)**

The Company's interim consolidated financial statements for the period ended September 30, 2021 are prepared in accordance and compliance with IAS 34 – Interim Financial Reporting 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 interim consolidated financial statements for the three months ended September 30, 2021 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 not possible 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, including the particular attributes of the consumer, competitors' strategies and market factors. As well, there are risks associated with cyclicity and government regulations, including regulations relating to pharmaceuticals.

### Health Products and Technology Industry

The health products and technology industry involve 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 the development of the Company. 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, including the particular attributes of the industry and whether 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:

- a. 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.
- b. 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.
- c. 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.
- d. Risks in design, development and manufacturing of consumer health products that may have an adverse effect on a person's health.
- e. 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.
- f. 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.
  - g. 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 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 may 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 is doubtful. In July 2019, the Company entered into a mutual termination with Decanex and has an option to acquire Decanex and continue development should the company be able to re-obtain the ISO certification or engage a new service provider with such certification(s).

#### 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 develop 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 may 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. Competitors 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 three months ended September 30, 2021, 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](http://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.