



GLOBAL CANNABIS APPLICATIONS CORP.

MANAGEMENT DISCUSSION AND ANALYSIS
For the nine months ended March 31, 2022

1.1 Date of Report: May 30, 2022

The following Management Discussion and Analysis (“MD&A”) of Global Cannabis Applications Corp. (the “Company” or “Global Cannabis” or “GCAC”) has been prepared by management in accordance with the requirements of National Instrument 51-102 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and notes thereto for the nine months ended March 31, 2022.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the consolidated financial statements and MD&A, is complete and reliable. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Forward-Looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable Canadian and US securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company’s strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Company’s plans to acquire users for its products;
- the Company’s future cash requirements;
- general business and economic conditions;
- the Company’s ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations; and
- the timing, pricing, completion, and regulatory approvals of proposed financings if applicable.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward-looking statements are risks and uncertainties beyond the Company’s ability to predict or control, including, but not limited to, risks related to the Company’s ability to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under “Risk Factors”.

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions, which may prove incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technology companies specifically;
- the Company’s ability to roll out its business plan which includes new product launches and associated planning in production, sales, distribution and marketing; and,
- the Company’s ability to secure and retain employees and contractors to carry out its business plans.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

1.2 Overall Performance

Nature of Business and Overall Performance

The Company was incorporated on July 14, 2014, under the *Business Corporation Act* (British Columbia) under the name of Kluster Technologies Inc. On August 1, 2014, the Company changed its name to Antisocial Holdings Ltd. and later changed its name to Fundamental Applications Corp. (“Fundamental”) on September 2, 2014. On April 10, 2017, the Company changed its name to Global Cannabis Applications Corp.

On September 18, 2014, the Company commenced trading on the Canadian Securities Exchange (“CSE”) under the trading symbol “FUN”. On April 18, 2017, in connection with the Company’s change of name, the Company commenced trading on the CSE under the trading symbol “APP”.

The head office of the Company is Suite 830, 1100 Melville Street, Vancouver, BC V6E 4A6. The registered and records office of the Company is Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

Global Cannabis is a global leader in designing, developing, marketing and acquiring innovative data technologies for the medical cannabis industry. The Citizen Green platform is the world’s first end-to-end – from patient to regulator – medical cannabis data solution. It uses six core technologies: mobile applications, artificial intelligence, RegTech, smart databases, blockchain and GCAC smart rewards to qualify candidates for clinical studies. These technologies facilitate the proliferation of digital conversations by like-minded people in the medical cannabis community. Driven by digital and cannabis industry experts, GCAC is focused on viral global expansion by providing the best digital experience in the cannabis market.

Since June 2017, GCAC has developed proprietary software and acquired 3rd party solutions to complete the Citizen Green platform which is now complete and in its commercialization stage. Sales and marketing efforts have commenced in relation to expanding users of the platform and to join with strategic partners within the cannabis industry to contribute key data to the underlying databases while providing a valuable industry specific tool for their customers.

The Citizen Green platform consists of the following solutions:

Efixii (for Cannabis)

Efixii is a blockchain-secured data acquisition front-end that GCAC helped re-engineer to align with the medical cannabis industry. Global Cannabis’ 3T immutably records every step in a plants life cycle prior to being administered as a treatment. It is this level of traceability that growers, practitioners and consumers require in order to accurately measure efficacy and to ensure product consistency.

GCAC licenses Citizen Green to medical cannabis & CBD producers & retailers. Citizen Green’s Prescriptii patient care component, and its efficacy-driven algorithms, are also integrated with Efixii’s blockchain platform, thus creating what Company believes to be the world’s first complete efficacy-driven, seed-to-shop-to-seed, cannabis solution.

Prescriptii Patient-Care Solution

Prescriptii is an integrated desktop and mobile solution for medical cannabis business optimization with the following benefits:

Better Patient Outcomes

The retail application is used to register patients and collect information about their specific ailment and treatment journey. Using a proprietary Pain to Strain machine learning engine, Prescriptii can make suitable product recommendations for the patient.

Optimized Business Operations

By tracking each patient’s medical cannabis journey, Prescriptii allows retailers to provide individually tailored treatment plans. The system tracks the amount and type of product used providing for inventory management and pricing optimization for the retailer.

Medical Cannabis Data Growth

As Prescriptii captures each patient’s experience through a customer mobile application on an ongoing basis, the information is added to GCAC’s growing repository of medical cannabis data insights. The database includes medical cannabis study data, clinical trial data, and anecdotal insights captured from many different and highly regarded sources. As more and more patient information is included in the repository, it becomes smarter and is able to make improved product recommendations for each patient.

1.3 Selected Annual Information

N/A – annual requirement

1.4 Results of Operations

Nine months ended March 31, 2022, compared to 2021

The Company incurred a net and comprehensive loss of \$1,225,959 for the nine months ended March 31, 2022, (the “Current Period”) compared to a net and comprehensive loss of \$799,876 for the nine months ended March 31, 2021 (the “Comparative Period”).

The difference in net and comprehensive loss incurred during the Current Period, compared to that incurred during the Comparative Period was largely a result of the following:

- The Company recorded a gain on debt settlement of \$Nil during the Current Period compared to a loss of \$1,960,031 in the Comparative Period.
- Consulting Fees increased by \$129,009 to \$629,683 (Comparative Period: \$500,674) as the Company has increased its use of consultants during the current period for advising and product-related services.
- Marketing decreased by \$803,191 to \$143,078 (Comparative Period: \$946,269) due to a continued marketing push between June 2021 and March 31, 2021. There was no comparative marketing in the current period.
- Share based compensation during the Current Period was \$86,660 (Comparative Period: \$379,500) due to the grant of stock options.
- The Company recorded a gain in the fair value of the loan receivable of \$3,136,364 during the Comparative Period. There was no comparative entry for the Current Period. See Note 7 of the accompanying financial statements for more information.
- The Company recorded amortization of \$73,288 in the Current Period (Comparative Period: \$6,682) in relation to the amortization of the Tracelocker intangible asset.

Three months ended March 31, 2022, compared to 2021

During the three months ended March 31, 2022 (the “Current Quarter”), the Company incurred a loss of \$377,327 compared to a gain of \$49,468 for the three months ended March 31, 2021 (the “Comparative Quarter”). Significant variances between the Current Quarter and the Comparative Quarter are shown in the table below:

Expenses	Increase / Decrease in Expenses	Explanation for Change
Amortization of intangible asset	Increase of \$20,433	Amortization commenced in the Comparative Quarter
Consulting fees	Decrease of \$54,279	Decrease in advisors and Cannabis-related consultants
Legal Fees	Decrease of \$11,466	Increased in relation to patent applications and transaction costs
Share-based compensation	Decrease of \$19,642	Decreased due to fewer option grants during the Current Quarter
Change in fair value of loan receivable	Decrease of \$1,772,727	Decreased due to no comparable entry in Comparative Quarter (see Note 7 of the accompanying financial statements)

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters.

<u>Three Months Ended</u>	<u>Total Revenues</u>	<u>Net (Loss) gain</u>	<u>Loss Per Share (basic and diluted)</u>
March 31, 2022	\$1,840	(377,327)	\$0.00
December 31, 2021	\$1,840	(455,104)	\$0.00
September 30, 2021	\$1,840	(393,528)	\$0.00
June 30, 2021	\$3,360	1,665,458	\$0.02
March 31, 2021	Nil	(37,889)	\$0.00
December 31, 2020	Nil	(277,654)	\$0.00
September 30, 2020	Nil	(1,028,062)	\$0.01
June 30, 2020	Nil	(86,051)	\$0.00

During the quarter ended March 31, 2020, the Company continued its marketing its digital platforms to potential partners in the cannabis industry and continued developing its monetization strategies while significantly decreasing its development and consulting costs. During the quarters ended June 30, 2020, September 31, 2020, and December 31, 2020, the Company continued working towards partnerships with strategic industry participants. The quarter ended March 31, 2021, saw client engagements and the commencement of revenue from clients in connection with an ongoing sales effort which continued through the quarter ended June 30, 2021. The quarter ended June 30, 2021, included a gain in fair value of loan receivable of \$3,068,183 in connection with the return to treasury of shares held as security for a loan receivable (see Note 7 in the accompanying financial statements). The quarters ended December 31, 2021, and March 31, 2021, saw continued marketing of the Company's product and development expenditures for the digital applications.

1.6 Liquidity

As at March 31, 2022, the Company had a working capital deficit of \$1,444,091 (\$125,011 in cash, \$17,260 in prepaid expenses, \$21,867 in GST and other receivables, \$466,756 in loan payable, \$750,124 in accounts payable and \$381,016 of accruals, \$16,120 of deferred revenue) compared to a working capital deficit of \$474,979 (\$1,016,931 in cash, \$45,100 in prepaid expenses, \$29,985 in GST and other receivables, \$442,965 in loan payable, \$719,329 in accounts payable and \$383,061 of accruals, 21,640 of deferred revenue) at June 30, 2021.

The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants. Based on current information, the Company anticipates that its working capital is insufficient to meet its expected ongoing obligations for the coming year.

The Company has financed its operations to date primarily through the issuance of common shares and the exercise of stock options or warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances and through short-term borrowing. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

1.7 Capital Resources

As at March 31, 2022, the capital of the Company consists of cash in the bank, loan receivable, and GST/HST and other receivables totaling \$164,138. The Company will have to generate additional cash from either debt or equity raised through the Canadian public markets to meet its commitments.

As at March 31, 2022, the Company had 13,615,000 stock options with exercise prices between \$0.10 and \$0.64, and 64,497,719 warrants with exercise prices between \$0.05 and \$0.26 which, if all exercised, would generate cash proceeds of \$9,013,737. There is no assurance that these exercises will occur.

1.8 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

Related party transactions are comprised of services rendered by directors and/or officers of the Company or a company with a director in common. Related party transactions are in the ordinary course of business and are measured at the exchange amount.

Key management compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. During the nine months ended March 31, 2022, the Company entered into the following transactions with key management personnel:

	Nine months ended	
	March 31, 2022	March 31, 2021
Fees paid or accrued to the CEO (B. Moore)	\$ 205,362	\$ 100,500
Fees paid or accrued to companies controlled by the CFO (A. Helmelt)	67,500	46,500
Fees paid or accrued to the CMO (Hanan Gelbendorf) *	54,215	63,000
Stock-based compensation to the Company's CEO (B. Moore)	-	100,279
Stock-based compensation to the Company's CFO (A. Helmelt)	-	98,274
Stock-based compensation to the Company's CMO (H. Gelbendorf)	-	60,168
Stock-based compensation to a Company's Director (J. Hayzlett)	-	40,112

* Hanan Gelbendorf resigned as CMO on January 5, 2022

The transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

As at March 31, 2022, a balance of \$23,550 (June 30, 2021: \$75,243) was owing to related parties and included in accounts payable and accrued liabilities. This amount is unsecured, non-interest bearing and due on demand.

1.10 Highlights (Third Quarter)

The Company continued to identify new technologies to enhance the Citizen Green offering, finalizing data pricing models, completion of market evaluations, engaging in marketing programs, and identifying key strategic relationships.

Highlights from the third quarter include:

- On January 11, 2022, the Company announced that it has further developed its Efixii software-as-a-service solution to help cannabis companies share their environmental, social and governance (“ESG”) metrics with customers, the community and investors.
- On January 25, 2022, the Company announced that it has signed a letter of intent to acquire 33% of a South African cell captive (CC) insurance company focused on cannabis grow operations in Southern Africa from Blue Anchor Risk Solutions. As part of the transaction, Global Cannabis will grant Blue Anchor exclusive sublicense rights for Efixii software in South Africa, Lesotho and Zimbabwe, and Blue Anchor will pay Global Cannabis royalties fees based on the usage. The LOI is expected to become a definitive agreement no later than February 15, 2022. Cultivators using Efixii will be offered preferred insurance rates by Blue Anchor due to Efixii's superior compliance and transparency, which reduces certain underwriters' risks.
- On February 1, 2022, the Company announced that it has been approved as a sale for medical purposes (without possession) licence holder by Health Canada under the Cannabis Act. Global Cannabis will operate Canada's first

medical cannabis on-line retail store that uses blockchain technology on a per batch basis to safely and reliably deliver medical cannabis treatments.

- On February 8, 2022, the Company announced that it has entered into a \$1.8-million two-year unsecured promissory note dated February 1, 2022.

- On March 10, 2022, the Company announced that it has signed a software license agreement with Emtri Corp. to distribute Global's Efixii software to Californian cultivators to track life cycle data for a minimum of 10 million grams of cannabis in year one at a price of USD \$0.15 per gram of cannabis managed under the agreement. As at March 31, 2022, the Company had not yet completed development of the smartphone app nor had it invoiced the customer. Therefore, the Company has no contract assets or liabilities to recognize at March 31, 2022.

1.11 Proposed Transactions

There are no proposed transactions that will materially affect the performance of the Company other than those which have been disclosed in the Company's news releases.

1.12 Critical Accounting Estimates

Significant Estimates and Assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments, impairment of intangible assets, expected life of intangible assets, and estimating the fair value for share-based payment transactions. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 11 of the accompanying financial statements.

Significant Judgements

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial policies in the accompanying financial statements were:

- Evaluating whether or not costs incurred by the Company in developing its data technologies and applications meet the criteria for capitalizing as intangible assets. Management determined that as at March 31, 2022 and June 30, 2021, it was not able to demonstrate with sufficient certainty that it is probable the economic benefits will flow to the Company. Accordingly, all research and development costs incurred to date have been expensed.
- Evaluating whether or not there are indicators of impairment relating to the costs capitalized as intangibles by the Company for its data technologies and applications are assessed for indicators of impairment.
- Judgement and estimation is involved with respect to the assessment of whether digital currencies that are not traded in active markets are impaired. Management uses all possible evidence in determining if the digital currencies are impaired. Judgement is also required in determining if a digital currency is traded in an active market.
- Management applies judgment in assessing revenue recognition related to software licenses, subscriptions, support and maintenance, and other services and involves an assessment of whether the deliverable is a distinct performance obligation that provides a benefit to the customer that is not dependent upon other components of the arrangement.

Other significant judgments in applying the Company's accounting policies relate to the assessment of the Company's ability to continue as a going concern (Note 1) and the classification of its financial instruments.

1.13 Changes in Accounting Policies

There are no changes in accounting policies during this period other than those disclosed within the accompanying financial statements.

1.14 Financial Instruments and Risk Management

As at March 31, 2022, the Company's financial instruments consist of cash, loan receivable, accounts payable and accrued liabilities.

Fair value

The carrying value of cash, loan receivable, accounts payable, accrued liabilities, and loan payable approximate their fair value due to the relatively short-term nature of these instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company is exposed to varying degrees to a variety of risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk was on its cash. Management believes that the credit risk with respect to cash is minimal as balances are held with a high-credit quality financial institution.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Management does not believe the Company is exposed to significant interest rate risk as cash is non-interest bearing and liabilities bear interest at a fixed rate as at March 31, 2022.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to significant foreign exchange risk.

Fair value

The carrying value of cash, accounts payable and loan payable approximate their fair value due to the relatively short-term nature of these instruments.

Capital Risk Management

The Company defines its capital as shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to continue the development of mobile applications. As the Company is in the preliminary stages of operations, its principal source of funds is from the issuance of common shares.

COVID-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This ongoing contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The Company has been affected as this and it may impact future funding.

1.15 Other MD&A Requirements

This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the nine months ended March 31, 2022. This MD&A is intended to assist the reader's understanding of the Company and its operations, business, strategies, performance and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at www.sedar.com.

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee is free to meet with the independent auditors throughout the year.

Summary of Outstanding Share Data

The following table outlines common shares, stock options, and warrants issued and outstanding as at March 31, 2022, and the date of this report:

	March 31, 2022	Date of this report
Common shares	180,952,483	199,402,483
Stock Options	14,365,000	15,700,000
Warrants	64,497,719	78,065,719
Fully Diluted	259,815,202	293,168,202

Directors and Officers

As of the date of this report, the Company's directors and officers are Bradley Moore (Director and Chief Executive Officer), Jeffrey Hayzlett (Director), and Alexander Helmelt (Director and Chief Financial Officer).

1.16 Subsequent Events

Subsequent to March 31, 2022:

- On April 6, 2022, the Company closed the first tranche of a non-brokered private placement. Pursuant to the first tranche, the Company issued 3,400,000 units at a price of \$0.05 per unit to investors for gross proceeds of \$170,000 and 2,400,000 common shares in its capital at a deemed price of \$0.05 per share to certain creditors to settle an aggregate of \$120,000 in debt. Each unit consists of share and one share purchase warrant, whereby each warrant entitles the holder to purchase one additional share for a period of one year from closing at an exercise price of \$0.06 per share. In connection with the first tranche, the company has paid finders' fees of \$7,200 and issued 144,000 finders' warrants. Each finder warrant bears the same terms as the warrants.
- On May 2, 2022, the Company closed the second and final tranche of a non-brokered private placement. Pursuant to the final tranche, the Company issued 9,400,000 units at a price of \$0.05 per unit to investors for gross proceeds of \$470,000 and 3,250,000 common shares in its capital at a deemed price of \$0.05 per share to certain creditors to settle an aggregate of \$162,500 in debt. Each unit consists of one share and one share purchase warrant,

whereby each warrant entitles the holder to purchase one additional share for a period of one year from closing at an exercise price of \$0.06 per share. In connection with the final tranche, the company has paid finders' fees of \$31,200 and issued 624,000 finders' warrants. Each finder's warrant bears the same terms as the warrants.

- On May 2, 2022, the Company granted an aggregate of 1,335,000 stock options to consultants of the Company. Each stock option is exercisable at a price of \$0.05 into a share of the Company for a term of five years.