

True Leaf Medicine International Ltd.
Condensed Consolidated Interim Financial Statements
For the Three Months ended June 30, 2017 and June 30, 2016
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

The accompanying unaudited condensed consolidated interim financial statements of True Leaf Medicine International Ltd. for the three months ended June 30, 2017 and June 30, 2016 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. These condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Consolidated Interim Statements of Financial Position

(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	June 30, 2017	March 31, 2017
Assets		
Current assets		
Cash	\$ 1,926,772	\$ 159,575
Receivables (Note 5)	128,973	66,179
Inventories (Note 5)	591,961	392,908
Prepaid expenses	14,303	15,920
Total current assets	2,662,009	634,582
Non-current assets		
Marketable securities (Note 6)	50	50
Capital assets (Note 7)	15,583	12,356
Intangible assets (Note 8)	129,994	124,635
Total assets	\$ 2,807,637	\$ 771,623
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 443,976	\$ 211,452
Due to related parties (Note 10)	6,875	23,771
Promissory note payable (Note 9)	46,428	46,428
Total current liabilities	497,279	281,651
Non-current liabilities		
Promissory note payable (Note 9)	54,502	63,169
Total liabilities	\$ 551,781	\$ 344,820
Shareholders' equity		
Share capital (Note 11)	7,759,737	5,088,454
Convertible debt – equity (Note 11)	-	-
Reserves	1,003,192	339,802
Deficit	(6,507,073)	(5,001,453)
Total shareholders' equity	2,255,856	426,803
Total liabilities and shareholders' equity	\$ 2,807,637	\$ 771,623

Nature of Operations and Going Concern (Note 1)

Commitments (Note 13)

Events After the Reporting Period (Note 16)

Approved on behalf of the Board of Directors on August 29, 2017

"Kevin Bottomley"

Director

"Darcy Bomford"

Director

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

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Three months ended June 30, 2017		Three months ended June 30, 2016	
Sales	\$	294,244	\$	37,775
Cost of sales		168,030		30,533
	\$	126,215	\$	7,242
Operating expenditures				
Accounting and legal (Note 10)	\$	93,917	\$	52,299
Accretion		2,940		-
Administrative and office		192,328		90,128
Advertising and marketing		461,937		58,128
Amortization – intangible assets (Note 8)		5,304		-
Consulting fees		55,507		137,351
Management fees (Note 10)		17,500		15,000
Depreciation – capital assets (Note 7)		1,467		773
Directors' fees (Note 10)		1,875		1,875
Research		2,411		6,241
Share-based compensation (Notes 10 and 11)		793,020		-
Total operating expenditures		(1,628,206)		(361,795)
Foreign exchange loss		(3,630)		(715)
Loss and comprehensive loss for the period	\$	(1,505,621)	\$	(355,268)
Loss per common share – basic and diluted	\$	(0.03)	\$	(0.01)
Weighted average number of common shares outstanding - basic and diluted		54,039,396		47,998,417

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

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Consolidated Interim Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Convertible Debt - Equity	Reserves	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$	\$
Balance, March 31, 2016	41,971,949	2,436,675	4,373	312,795	(3,283,342)	(529,499)
Shares issued for convertible debt	601,843	63,193	(4,373)	-	-	58,820
Shares issued for debt settlement	2,229,843	234,134	-	-	-	234,134
Private placements, net of share issue costs	7,028,404	726,007	-	-	-	726,007
Shares issued on exercise of warrants	1,223,832	271,187	-	(20,812)	-	250,375
Loss for the period	-	-	-	-	(355,269)	(355,269)
			\$ -	\$	\$	\$
Balance, June 30, 2016	53,055,871	\$ 3,731,196	-	291,983	(3,638,611)	384,568
Balance, March 31, 2017	60,427,383	5,088,454	-	339,802	(5,001,453)	426,803
Private placements, net of share issue costs	7,741,645	2,289,574	-	-	-	2,289,574
Shares issued on exercise of stock options	1,388,759	381,709	-	(129,630)	-	252,079
Share-based compensation	-	-	-	793,020	-	793,020
Loss for the period	-	-	-	-	(1,505,621)	(1,505,621)
		\$	\$ -		\$	\$
Balance, June 30, 2017	69,557,787	7,759,737	-	\$1,003,192	(6,507,073)	2,255,856

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

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Condensed Consolidated Interim Statements of Cash Flows

(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

	Three months ended June 30, 2017	Three months ended June 30, 2016
Operating activities		
Loss for the period	\$ (1,505,621)	\$ (355,269)
Items not affecting cash:		
Depreciation – capital assets	1,467	773
Amortization – intangible assets	5,304	-
Accretion expenses	2,940	404
Transaction costs	-	-
Share-based compensation	793,020	-
Changes in non-cash working capital items:		
Prepaid expenses	1,617	5,459
Accounts payable and accrued liabilities	247,566	(140,746)
Due to related parties	(2,625)	(32,608)
Inventories	(220,334)	(41,137)
Receivables	(62,794)	(15,667)
Net cash used in operating activities	(739,460)	(578,791)
Investing activities		
Purchase of capital assets	(4,694)	(4,580)
Intangible asset costs	(18,695)	(2,936)
Net cash used in investing activities	(23,389)	(7,516)
Financing activities		
Proceeds from private placements	2,322,495	737,982
Proceeds from exercise of warrants	-	250,375
Proceeds from exercise of options	252,079	-
Payment of promissory note	(11,607)	-
Share issue costs	(32,921)	(11,975)
Net cash provided by financing activities	2,530,046	976,382
Change in cash for the period	1,767,197	390,075
Cash, beginning of the period	159,575	3,737
Cash end of the period	\$ 1,926,772	\$ 393,812

Supplemental disclosure with respect to cash flows (Note 14)

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

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Notes to Condensed Consolidated Interim Financial Statements
For the Three Month Period Ended June 30, 2017
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

True Leaf Medicine International Ltd. (the “Company”) was incorporated under the Business Corporations Act of the Province of British Columbia on June 9, 2014 and is the legal parent of True Leaf Investments Corp. (“TL Investments”), True Leaf Medicine Inc. (“TL Medicine”), True Leaf Pet Inc. (“TL Pet”) and True Leaf Pet Europe LLC Sàrl (“TL Pet Europe”). TL Investments, TL Medicine and TL Pet were all incorporated under the Business Corporations Act of the Province of British Columbia on March 26, 2014, July 4, 2013 and November 18, 2015, respectively, and TL Pet Europe was incorporated under the Business Corporation Act in Luxembourg on July 18, 2016. The Company’s registered office is located at 200, 1238 Homer Street, Vancouver, BC, V6B 2Y5.

On May 23, 2014, TL Investments completed a share exchange with TL Medicine and the sole shareholder of TL Medicine in which TL Investments issued 25,000,000 common shares valued at \$1,250,000 to that shareholder in exchange for all of the outstanding common shares of TL Medicine. The share exchange constituted a reverse takeover, with the sole shareholder of TL Medicine acquiring a control position in TL Investments.

On February 2, 2015, the Company completed a plan of arrangement which constituted a reverse takeover, with the shareholders of TL Investments acquiring a control position in the Company (the “Plan of Arrangement”). As a result of the Plan of Arrangement, the consolidated financial statements have been presented as a continuation of TL Medicine. On February 9, 2015, the Company began trading on the Canadian Securities Exchange (the “CSE”) under the symbol “MJ”.

The Company, through TL Medicine, is seeking to become a licensed producer of medical marijuana under Canada’s *Access to Cannabis for Medical Purposes Regulations* (“ACMPR”) program administered by Health Canada. As at June 30, 2017, the Company does not have a license with the ACMPR and no products are in commercial production or use. The Company has not been granted an ACMPR license and will be required to satisfy additional obligations in order to qualify including the completion of a compliant facility on a parcel of leased land in Lumby, British Columbia. There is a significant risk that the Company will not receive an ACMPR license, thus rendering the Company unable to proceed with its business model. The Company continues to work diligently to comply with all of the requirements of Health Canada.

As the Company awaits approval of its license application from Health Canada it is looking at new opportunities with hemp-based nutrition for pets. TL Pet and TL Pet Europe have entered the Canadian, US and European natural pet product market with a product line consisting of hemp functional chews and supplemental products for pets.

Going Concern

These condensed consolidated interim financial statements (these “financial statements”) have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. For the three month period ended June 30, 2017, the Company incurred a loss of \$1,505,621 (June 30, 2016 - \$355,269) and earned \$294,244 (June 30, 2016 - \$37,775) in revenues all of which was associated with the Company’s TL Pet and TL Pet Europe operations. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional funding through private placement financings. Management is of the opinion that it does not have sufficient working capital to fund future operations and will require external financing. There is a risk that financing will not be available on a timely basis or on terms acceptable to the Company. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Notes to Condensed Consolidated Interim Financial Statements
For the Three Month Period Ended June 30, 2017
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN (cont'd...)

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the financial statements.

2. BASIS OF PREPARATION

(a) Statement of compliance

These financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”), including International Accounting Standard 34, Interim Financial Reporting (“IAS 34”).

These financial statements follow the same accounting policies and methods of application as the Company’s most recent annual financial statements and should be read in conjunction with the annual audited consolidated financial statements of the Company for the year ended March 31, 2017.

(b) Principles of consolidation

These financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. These financial statements include the accounts of the Company and its direct wholly-owned subsidiaries: TL Investments, TL Medicine, TL Pet and TL Pet Europe. All significant intercompany transactions and balances have been eliminated on consolidation.

(c) Basis of measurement and use of estimates

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. All amounts on the financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries, with the exception of TL Pet Europe which has a functional currency of the Euro.

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

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Notes to Condensed Consolidated Interim Financial Statements
For the Three Month Period Ended June 30, 2017
(Expressed in Canadian dollars)

2. BASIS OF PREPARATION (cont'd...)

(i) Share-based payments and compensation

The Company has applied estimates with respect to the valuation of shares issued for non-cash consideration and shares determined to have been issued at a discount. Shares are valued at the fair value of the equity instruments granted at the date the Company receives the goods or services.

Prior to listing on the CSE, the Company estimated the fair value of shares issued with reference to private placements with arm's length parties.

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

(ii) Income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the Company's provision for income taxes.

(iii) Accounting for the business combination

The fair value of assets acquired and the resulting bargain purchase option required that management make estimates based on the information provided by the acquiree. Changes to the provisional values of assets acquired, including the associated deferred income taxes and resulting bargain purchase option, may be retrospectively adjusted when the final measurements are determined (within one year of acquisition date). The determination of fair value as of the acquisition date requires management to make certain estimates about future events, including, but not restricted to, profitability of assets acquired, useful lives and discount rates.

(iv) Amortization rates for intangible assets

Amortization expenses are calculated based on assumed intangible asset lives. Should the intangible asset life or amortization rates differ from the initial estimate, an adjustment would be made in the consolidated statement of loss and comprehensive loss.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

(i) Functional currency

The functional currency of each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of the functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

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2. BASIS OF PREPARATION (cont'd...)

(ii) Business combination

Determination of whether the set of assets acquired constitute a business required the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The acquisition of the OregaPet assets (Note 4) was determined to constitute a business acquisition.

(iii) Financial instruments

Financial assets and liabilities are designated upon inception to various classifications. The designation determines the method by which the financial instruments are carried on the consolidated statements of financial position subsequent to inception and how changes in value are recorded. The designation may require the Company to make certain judgments, taking into account management's intention of the use of the financial instruments.

3. NEW AND FUTURE ACCOUNTING STANDARDS

New standards not yet adopted

During the three month period ended June 30, 2017, there were no new IFRS or IAS accounting standards that became effective that had a material impact on the Company's financial statements. There are however a number of new standards and amendments to existing standards effective in future periods.

The following may impact the reporting and disclosures of the Company:

- New standard IFRS 9 "Financial Instruments" This new standard is a partial replacement of IAS 39 Financial Instruments: Recognition and Measurement. This new standard is tentatively effective for annual periods beginning on or after January 1, 2018.
- New standard IFRS 15 "Revenues from contracts with Customers" This new standard establishes principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Service.
- New standard IFRS 16 "Leases" This new standard sets out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model

The Company has not early adopted the amended and new standards and is currently assessing the impact that these standards will have on its consolidated financial statements.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
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4. ACQUISITION OF OREGAPET ASSETS

On December 22, 2016 the Company entered into an Asset Purchase Agreement (the "Agreement") with T.L.M. Developments Ltd., a private British Columbia company ("TLM"), to purchase certain assets which make up the OregaPet pet product line ("OregaPet"). These assets consisted of trademarks, formulas, inventory and a customer list. No physical facilities, employees, market distribution systems or sales force were acquired. The Company acquired OregaPet with the intent to rebrand certain products under its TrueLeaf Pet branding.

On November 3, 2016 the Company made a non-refundable deposit of \$1,000 upon signing a binding term sheet and a further non-refundable deposit on December 9, 2016, of \$99,000 to secure the Agreement. The Company also issued 476,190 common shares with a fair value of \$100,000 and issued a Promissory Note (the "Note") (Note 9) with a face value of \$139,283. The Note is repayable in equal monthly instalments over a term of three years commencing January 31, 2017. The Note does not bear interest, except in the case of a breach of the repayment terms for a period of more than 30 days in which case the entire balance of the Note will be payable immediately and interest at a rate of 12% will be payable on the unpaid balance from the date of such non-payment until the Note is repaid in full.

The acquisition of OregaPet was considered a business combination and was accounted for using the acquisition method. The excess of the aggregate fair value of net assets acquired over the consideration paid was considered a gain on bargain purchase and was recognized to profit and loss.

The purchase price allocation based on the fair value of OregaPet's assets acquired and liabilities assumed is summarized as follows:

	December 31, 2016	
Purchase Price:		
Cash	\$	100,000
Common shares		100,000
Promissory Note – current		43,870
Promissory Note – long term		74,142
Total purchase price	\$	318,012
Purchase Price Allocation:		
Intangible assets	\$	55,500
Inventories		267,850
Net assets acquired		323,350
Gain on bargain purchase	\$	5,338

5. RECEIVABLES AND INVENTORIES

Receivables

	June 30, 2017	March 31, 2017
Trade receivables	\$ 122,648	\$ 62,098
Goods and services tax receivable	6,325	4,081
	\$ 128,973	\$ 66,179

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For the Three Month Period Ended June 30, 2017
(Expressed in Canadian dollars)

5. RECEIVABLES AND INVENTORIES (cont'd...)

Trade receivables are non-interest bearing and are due within 30 days. As at June 30, 2017, the Company did not have any trade receivables that were past due. The Company's allowance for doubtful accounts at June 30, 2017 was \$nil (June 30, 2016 - \$nil).

During the three month period ended June 30, 2017, revenues from the two largest customers amounted to 34.59% (June 30, 2016 - 53.35%) of total sales. As at June 30, 2017, these two customers amounted to 39.85% (March 31, 2017 - 15.53%) of total trade receivables.

Inventories

	June 30, 2017	March 31, 2017
Finished goods	\$ 190,087	\$ 92,207
Supplies	401,874	300,701
	\$ 591,961	\$ 392,908

6. MARKETABLE SECURITIES

In connection with the Plan of Arrangement (Note 1), the Company received 5,000 common shares of Noor Energy Corporation valued at \$0.01 per share.

7. CAPITAL ASSETS

Cost:	Website	Office Equipment	Leasehold Improvements	Total
Balance, March 31, 2016	\$ 10,801	\$ 2,105	\$ -	\$ 12,906
Additions	-	5,537	3,694	9,231
Balance, March 31, 2017	10,801	7,642	3,694	22,137
Additions	-	4,694	-	4,694
Balance, June 30, 2017	\$ 10,801	\$ 12,336	\$ 3,694	\$ 26,831

Accumulated depreciation:

Balance, March 31, 2016	\$ 3,655	\$ 535	\$ -	\$ 4,190
Depreciation for the year	3,601	1,251	739	5,591
Balance, March 31, 2017	7,256	1,786	739	9,781
Depreciation for the period	900	382	185	1,467
Balance, June 30, 2017	\$ 8,156	\$ 2,168	\$ 924	\$ 11,248
Net book values				
As at March 31, 2017	3,545	5,856	2,955	12,356
As at June 30, 2017	\$ 2,645	\$ 10,168	\$ 2,770	\$ 15,583

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Notes to Condensed Consolidated Interim Financial Statements
For the Three Month Period Ended June 30, 2017
(Expressed in Canadian dollars)

8. INTANGIBLE ASSETS

Cost:	Trademarks and related costs		Intellectual property		Total
Balance - March 31, 2016	\$	35,008	\$	-	\$ 35,008
Additions		45,268		55,500	100,768
Balance - March 31, 2017		80,276		55,500	135,776
Additions		10,663		-	10,663
Balance - June 30, 2017	\$	90,939	\$	55,500	\$ 146,439
Accumulated amortization:					
Balance - March 31, 2016	\$	-	\$	-	-
Amortization for the year		5,591		5,550	11,141
Balance - March 31, 2017		5,591		5,550	11,141
Amortization for the period		2,529		2,775	5,304
Balance - June 30, 2017	\$	8,120	\$	8,325	\$ 16,445
Carrying value					
As at March 31, 2017	\$	74,685	\$	49,950	\$ 124,635
As at June 30, 2017	\$	82,819	\$	47,175	\$ 129,994

9. PROMISSORY NOTE

As at June 30, 2017, the Company had an obligation under a Promissory Note (Note 4) totaling \$100,930 (March 31, 2017 - \$109,597).

10. RELATED PARTY BALANCES AND TRANSACTIONS

During the three month period ended June 30, 2017, the Company:

1. Paid or accrued a total of \$17,500 (June 30, 2016 - \$15,000) to its Chief Executive Officer for management fees;
2. Paid or accrued a total of \$7,500 (June 30, 2016 - \$7,500) to a company controlled by its Chief Executive Officer for rent;
3. Paid or accrued a total of \$6,000 (June 30, 2016 - \$6,000) to its Chief Financial Officer for accounting fees; and
4. Paid or accrued a total of \$1,875 (June 30, 2016 - \$1,875) in directors' fees.

As at June 30, 2017, the Company is indebted to its Chief Executive Officer (including companies controlled by its Chief Executive Officer) in the amount of \$nil (March 31, 2017 - \$14,271), its Chief Financial Officer in the amount of \$nil (March 31, 2017 - \$2,000) and \$6,875 (March 31, 2017 - \$7,500) for directors' fees and expense reimbursement to the Company's other directors. The amounts are unsecured, non-interest bearing with no scheduled terms of repayment.

On May 29, 2017, the Company granted a total of 3,900,000 stock options, 1,400,000 of which were to directors and officers of the Company having a fair value of \$284,675.

TRUE LEAF MEDICINE INTERNATIONAL LTD.
Notes to Condensed Consolidated Interim Financial Statements
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(Expressed in Canadian dollars)

11. SHARE CAPITAL

Authorized:

Unlimited Common voting shares with no par value
Unlimited Preferred non-voting shares with no par value

Issued:

The Company had the following share capital transactions during the three month period ended June 30, 2016:

1. The Company issued 2,813,163 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$529,475.
2. On May 11, 2016 the Company completed a private placement of 7,028,404 common shares at a price of \$0.105 per share for gross proceeds of \$737,982. The Company incurred share issue costs of \$13,292 in association with the financing.
3. On May 11, 2016 the Company issued 2,229,843 common shares at a value of \$0.105 per share pursuant to debt settlement agreements with various vendors. The Company settled aggregate debt totaling \$234,134 through issuance of these shares.
4. On May 11, 2016 the Company issued 601,843 common shares and 300,921 share purchase warrants pursuant to the conversion of debt and interest owing on a loan from First Pacific Enterprises Inc., a company controlled by the Company's Chief Executive Officer.

The Company had the following share capital transactions during the three month period ended June 30, 2017:

1. The Company issued 1,388,758 common shares pursuant to the exercise of the exercise of stock options for gross proceeds of \$252,075.
2. On May 29, 2017, the Company completed a private placement by issuing 3,099,829 units at a price of \$0.30 per unit for gross proceeds of \$929,950. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one additional common share at a price of \$0.45 per share for a period of two years. No value was assigned to the warrants issued as part of the unit offering. The Company incurred \$12,474 in share issue costs associated with this financing.
3. On June 12, 2017, the Company completed a private placement by issuing 4,641,816 units at a price of \$0.30 per unit for gross proceeds of \$1,392,545. Each unit is comprised of one common share and one share purchase warrant. Each warrant is exercisable into one additional common share at a price of \$0.45 per share for a period of two years. No value was assigned to the warrants issued as part of the unit offering. The Company incurred \$20,447 in share issue costs associated with this financing.

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Notes to Condensed Consolidated Interim Financial Statements
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11. SHARE CAPITAL (cont'd...)

Share purchase warrants

Share purchase warrant transactions are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance, March 31, 2016	10,215,304	\$	0.19
Warrants expired	(5,886,664)		0.21
Warrants and broker warrants exercised	(2,813,163)		0.19
Warrants issued	300,921		0.15
Balance, March 31, 2017	1,816,398		0.15
Warrants issued	3,099,829		0.45
Warrants issued	4,641,816		0.45
Balance, June 30, 2017	9,558,043	\$	0.39

As at June 30, 2017 the following share purchase warrants are outstanding:

	Number of Warrants	Exercise Price (\$)	Expiry Date
Warrants	525,000	0.15	August 11, 2017
Warrants	990,477	0.15	January 18, 2018
Warrants	300,921	0.15	May 12, 2018
Warrants	3,099,829	0.45	May 29, 2019
Warrants	4,641,816	0.45	June 12, 2019
	9,558,043		

Stock options

The Company has a Stock Option Plan (the "Plan") in place under which it is authorized to grant options to directors, executive officers, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company in any twelve-month period. Under the Plan, the exercise price of each stock option is subject to a minimum of \$0.10 and may not be less than the closing market price of Company's common shares on the trading day immediately preceding the date of grant of the options. The options can be granted for a maximum term of five years and vest at the discretion of the board of directors.

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11. SHARE CAPITAL (cont'd...)

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance March 31, 2016	3,850,000	\$ 0.10
Stock options exercised	(3,090,000)	0.10
Stock options expired	(410,000)	0.10
Stock options granted	2,799,995	0.19
Balance, March 31, 2017	3,149,995	0.18
Stock options exercised	(1,388,759)	0.19
Stock options granted	3,900,000	0.40
Balance, June 30, 2017	5,661,236	\$ 0.33

As at June 30, 2017 the following stock options are outstanding and exercisable:

	Number of Options	Exercise Price (\$)	Expiry Date
Stock options	175,521	0.12	February 17, 2018
Stock options	100,000	0.14	February 19, 2018
Stock options	1,485,715	0.19	December 12, 2018
Stock options	3,900,000	0.40	May 29, 2019
	5,661,236		

On December 12, 2016 the Company granted a total of 2,799,995 stock options to directors, officers, employees and consultants that vested immediately. The stock options were valued at \$265,917 (\$0.095 per option) using the Black-Scholes option pricing model with the following assumptions: term of 2 years, historical volatility of 97.5%, risk-free rate of 0.76% and expected dividends of \$nil.

On May 29, 2017 the Company granted a total of 3,900,000 stock options to directors, officers, employees and consultants that vested immediately. The stock options were valued at \$793,020 (\$0.203 per option) using the Black-Scholes option pricing model with the following assumptions: term of 2 years, historical volatility of 95.8%, risk-free rate of 0.71% and expected dividends of \$nil.

12. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT

Fair Value

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and

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12. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (cont'd...)

- c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The carrying value of accounts payable and accrued liabilities and due to related parties approximates their fair value because of the short-term nature of these instruments.

The fair values of cash and marketable securities are measured based on level 1 inputs of the fair value hierarchy.

Risk

The Company is exposed to various risks through its financial instruments and has a risk management framework to monitor, evaluate and manage these risks. The following analysis provides information about the Company's risk exposure and concentration as of June 30, 2017:

Credit risk

Credit risk refers to the risk that another entity will default on its contractual obligations which will result in a loss for the Company. At June 30, 2017, the Company's maximum exposure to credit risk was the carrying value of cash. The Company limits its credit exposure on cash by holding its deposits mainly with Canadian chartered banks.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting future obligations with financial liabilities. The Company is exposed to this risk mainly in respect to finance future growth. As at June 30, 2017, the Company had cash of \$1,926,772 to settle current liabilities of \$497,279.

Currency risk

The Company was not exposed to any currency risk as of June 30, 2017.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risk from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. As at June 30, 2017, the Company did not have any liabilities that bear interest at rates fluctuating with the prime rate.

Capital Management

The Company's capital includes share capital and the accumulated deficit. The Company's objectives when managing capital are to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may issue new shares in order to meet its financial obligations. The Company has not changed its approach to capital management during the three month ended June 30, 2017.

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13. COMMITMENTS

The Company had the following commitments as of June 30, 2017:

1. On May 1, 2014, the Company entered into a contractual agreement with its Chief Executive Officer whereby the Company will pay or accrue \$5,000 per month for management fees. The agreement has no specified term.
2. On May 20, 2014, the Company entered into a contractual agreement with its Chief Financial Officer whereby the Company will pay or accrue \$2,000 per month for accounting and financial reporting services rendered for an initial term of two years. Subsequent to June 30, 2017, the Company is negotiating the terms of a new agreement with its Chief Financial Officer, and continues to accrue \$2,000 per month in line with the original agreement.
3. On March 27, 2014, the Company entered into an agreement to lease a property located in Lumby, British Columbia for purposes of its future medical marijuana production. The rental agreement has an initial term of one year at a rate of \$2,000 per month commencing April 1, 2014. In August 2016 under a mutual verbal agreement the rent was reduced to \$1,000 per month commencing September 1, 2016 with no expiry date. The owner of the property has the right to cancel the rental agreement within 30 days' notice if no significant progress or feedback is shown in regards to the Company's medical marijuana license application.
4. On January 1, 2016, the Company entered into a verbal consulting agreement with its Controller whereby the Company will pay or accrue a maximum of \$5,000 per month for accounting and financial reporting services rendered. The agreement has no specified term.
5. On February 1, 2016, the Company (through TL Pet) entered into an agreement with Pet Horizons Ltd., UK ("Pet Horizons") whereby Pet Horizons will develop strategic plans to launch the TL Pet products in Europe for an initial term ending June 2019. The sales territory includes the European Union, Switzerland and Norway, as well as central and eastern Europe including Russia, Ukraine and Belarus. Pursuant to the agreement, the Company will pay a fixed amount of \$5,000 per month from February to June 2016 and \$3,500 per month from July 2016 to December 2016. Once distributors for the products have been appointed, remuneration to Pet Horizons will be at the rate of a 7% commission for the year ended June 30, 2017 and for the second and third year of the agreement the commission will be reduced to 5%.

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash investing and financing activities during the period ended June 30, 2016 consisted of the following:

1. The Company issued 2,229,843 common shares to settle debt totaling \$234,134.
2. The Company issued 601,843 common shares on conversion of convertible debt totaling \$63,193.
3. The fair value of \$20,812 relating to 1,223,832 share purchase warrants exercised during the period was recorded as an increase to share capital a reduction from reserve.

The significant non-cash investing and financing activities during the period ended June 30, 2017 consisted of the following:

1. The fair value of \$129,630 related to 1,388,759 stock options exercised during the period was recorded as an increase to share capital and a reduction from reserves.
2. As at June 30, 2017, a total of \$3,287 in tangible asset costs are included in accounts payable and accrued liabilities.

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15. SEGMENTED INFORMATION

As at June 30, 2017, the Company had one operating segment, being the sale of hemp-based nutrition for pets in North America and Europe, which accounted for all of the Company's revenues since inception.

Geographic segment details as at June 30, 2017 is as follows:

	North America		Europe		Total
Cash	\$	1,919,292	\$	7,480	\$ 1,926,772
Capital assets		15,583		-	15,583
Intangible assets		129,994		-	129,994
Total assets	\$	2,064,869	\$	7,480	\$ 2,072,349

As at March 31, 2017, the Company has one operating segment, being the sale of hemp-based nutrition for pets in North America and Europe, which accounts for all of the Company's revenues from inception to date.

Geographic segment details as at March 31, 2017 is as follows:

	North America		Europe		Total
Cash	\$	152,906	\$	6,669	\$ 159,575
Capital assets		12,356		-	12,356
Intangible assets		124,635		-	124,635
Total assets	\$	289,897	\$	6,669	\$ 296,566

16. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the three month period ended June 30, 2017:

1. On July 18, 2017 the Company granted 300,000 stock options to an employee that vested immediately. The stock options are exercisable at a price of \$0.445 per share for a period of two years.
2. On July 12, 2017 the Company issued 100,000 common shares pursuant to the exercise of stock options for gross proceeds of \$18,500.
3. On August 11, 2017 the Company issued 375,000 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$56,250.