

True Leaf Brands Inc.
Condensed Interim Consolidated Financial Statements
For the Three Months ended June 30, 2019 and 2018
(Unaudited – Prepared by Management)
(Expressed in Canadian dollars)

TRUE LEAF BRANDS INC.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited)
(Expressed in Canadian dollars)

	Notes	June 30, 2019	March 31, 2019
Assets			
Current			
Cash and cash equivalents		\$2,556,037	\$4,391,072
Short-term investments		103,500	57,500
Trade and other receivables	5	638,250	632,223
Inventories	6	390,207	332,088
Prepaid expenses and deposits	7	402,300	417,243
		4,090,294	5,830,126
Land	8	3,380,387	3,380,387
Property, plant and equipment	8	7,835,243	7,730,894
Intangible assets	9	166,180	155,508
Other assets	10	250,000	250,000
Total assets		\$15,722,104	\$17,346,915
Liabilities			
Current			
Accounts payable and accrued liabilities		\$723,227	\$1,635,337
Construction holdback payable	8	-	24,492
Current portion convertible note payable	10	2,000,000	2,000,000
Total current liabilities		2,723,227	3,659,829
Convertible note payable	10	2,084,527	1,808,056
Total liabilities		4,807,754	5,467,885
Shareholders' equity			
Share capital	12	23,628,963	22,689,173
Reserves		3,754,058	3,660,877
Accumulated other comprehensive income		10,369	-
Deficit		(16,479,040)	(14,471,020)
Total shareholders' equity		10,914,350	11,879,030
Total liabilities and shareholders' equity		\$15,722,104	\$17,346,915
Nature of operations and going concern (Note 1)			
Commitments (Note 16)			
Subsequent events (Note 18)			

Approved on behalf of the Board of Directors on August 28, 2019

"Darcy Bomford"

Director

"Michael Harcourt"

Director

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

TRUE LEAF BRANDS INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited)
(Expressed in Canadian dollars)

	Notes	Three Months ended June 30	
		2019	2018
Sales		\$414,657	\$491,334
Cost of sales		(214,889)	(282,430)
Gross profit		199,768	208,904
Operating Expenditures			
Accretion expense	10	276,471	-
Administrative and office	13	1,198,602	747,030
Amortization and depreciation	8, 9	9,252	57,700
Research and development		10,066	21,492
Selling and marketing	14	485,153	343,495
Share-based compensation	12	235,281	50,541
Total operating expenditures		(2,214,825)	(1,220,258)
Loss from operations		(2,015,057)	(1,011,354)
Other income		23,600	24,159
Foreign exchange gain		(16,563)	89,986
Net loss		\$(2,008,020)	\$(897,209)
Other comprehensive income (loss)		10,369	-
Total comprehensive loss		\$(1,997,651)	\$(897,209)
Loss per common share – basic and diluted		\$(0.02)	\$(0.01)
Weighted average number of common shares outstanding – basic and diluted		99,427,778	95,369,059

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

TRUE LEAF BRANDS INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)
(Expressed in Canadian dollars)

	Number of Shares	Share Capital	Reserves	Accumulated other comprehensive income	Deficit	Total Shareholders' Equity
Balance, March 31, 2018	95,369,059	\$ 21,693,918	\$ 2,518,723	-	\$ (8,961,872)	\$ 15,250,769
Share-based compensation	-	-	50,541	-	-	50,541
Loss for the period	-	-	-	-	(897,209)	(897,209)
Balance, June 30, 2018	95,369,059	\$ 21,693,918	\$ 2,569,264	-	\$ (9,859,081)	\$ 14,404,101
Balance, March 31, 2019	97,954,521	\$22,689,173	\$3,660,877	-	\$(14,471,020)	\$11,879,030
Shares issued on exercise of stock options	400,000	300,100	(142,100)	-	-	158,000
Shares issued on exercise of warrants	1,507,578	521,190	-	-	-	521,190
Stock option exercised, shares not issued	-	118,500	-	-	-	118,500
Share-based compensation	-	-	235,281	-	-	235,281
Foreign operations currency translation differences	-	-	-	10,369	-	10,369
Loss for the period	-	-	-	-	(2,008,020)	(2,008,020)
Balance, June 30, 2019	99,862,099	\$23,628,963	\$3,754,058	\$10,369	\$(16,479,040)	\$10,914,350

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

TRUE LEAF BRANDS INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)
(Expressed in Canadian dollars)

	Three Months ended June 30,	
	2019	2018
Operating activities		
Loss for the period	\$ (2,008,020)	\$ (897,209)
Items not affecting cash:		
Accretion expense	276,471	-
Amortization and depreciation	9,252	57,700
Share-based compensation	235,281	50,541
Changes in non-cash working capital items:		
Prepaid expenses and deposits	137,207	(2,500)
Accounts payable and accrued liabilities	(448,409)	(341,167)
Due to related parties	-	(6,783)
Inventories	3,158	83,221
Trade and other receivables	(4,422)	(113,597)
Net cash used in operating activities	\$ (1,799,482)	\$ (1,169,794)
Investing activities		
Additions to property, plant and equipment	(783,742)	(2,097,416)
Intangible asset costs	(15,206)	(45,015)
Increase in short-term investments	(46,000)	-
Net cash used in investing activities	\$ (844,948)	\$ (2,142,431)
Financing activities		
Proceeds from exercise of options	276,500	-
Proceeds from exercise of warrants	521,190	-
Net cash provided by financing activities	\$797,690	-
Change in cash and cash equivalents for the period	(1,846,740)	(3,312,225)
Effect of foreign exchange	11,705	-
Cash and cash equivalents, beginning of the period	4,391,072	10,812,815
Cash and cash equivalents, end of the period	\$ 2,556,037	\$ 7,500,590

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

TRUE LEAF BRANDS INC.
Notes to Condensed Interim Consolidated Financial Statements
For the Three-Month Period Ended June 30, 2019 and 2018
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

True Leaf Brands Inc. (formerly True Leaf Medicine International Ltd.) (the “Company” or “True Leaf”) 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 Cannabis Inc. (“TL Cannabis”), True Leaf Pet Inc. (“TL Pet”) and True Leaf Pet Europe LLC Sàrl (“TL Pet Europe”). TL Investments, TL Cannabis 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.

On May 21, 2019 the Company changed the name of True Leaf Medicine International Ltd. To True Leaf Brands Inc., and changed the name of its subsidiary, True Leaf Medicine Inc., to True Leaf Cannabis Inc. The legal and organizational structure was not altered as part of these name changes.

The Company’s shares trade on the Canadian Securities Exchange (the “CSE”) under the symbol “MJ”, the OTC Market Group’s OTCQX International Market under the ticker symbol “TRLFF” and the Frankfurt Stock Exchange under the symbol “TLA”. The Company’s head office and registered office is located at 200, 1238 Homer Street, Vancouver, BC, V6B 2Y5.

The Company manufactures and distributes 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.

The Company, through TL Cannabis, is also seeking to become a licensed producer of medicinal cannabis for the Canadian market under the new Cannabis Act (the “Cannabis Act”). The Cannabis Act and related regulations issued pursuant to the Cannabis Act (the “Cannabis Regulations”) were implemented on October 17, 2018. As a result, the Company has migrated its application to the Cannabis Tracking and Licensing System (“CTLS”) under the Cannabis Act. The Company is required to satisfy additional obligations in order to qualify, including the completion of a compliant facility on a parcel of land owned by the Company in Lumby, British Columbia (Note 8). There is some risk that the Company will not receive a license, thus rendering the Company unable to proceed with its cannabis business model. The Company continues to work diligently to comply with the requirements of Health Canada.

Going Concern

These condensed interim consolidated financial statements (the “financial statements”) have been prepared on a 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.

TRUE LEAF BRANDS INC.
Notes to Condensed Interim Consolidated Financial Statements
For the Three-Month Period Ended June 30, 2019 and 2018
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN (CONTINUED)

For the period ended June 30, 2019, the Company incurred a comprehensive loss of \$1,997,651 and, as of that date had a deficit of \$16,479,040. The Company earned revenues of \$414,657 (2018 - \$491,334) from TL Pet and TL Pet Europe, however, these two subsidiaries have not yet achieved profitability. On February 21, 2019, the Company closed a financing which raised gross proceeds of \$4,500,000. After fees and other expenses, the financing provided net proceeds of \$4,242,204 which included \$250,000 to be set aside in a restricted cash reserve account. The net proceeds are being used to execute the Company's business plan, with a focus on growing and expanding the pet business including the introduction of new products, expanding the Company's distribution capabilities and strengthening the brand. Additional financing may be required in the future for management to pursue its strategic objectives and there can be no assurances that the Company will be successful in obtaining additional financing. If the Company is unable to raise the necessary financing and generate sufficient cash flows to meet obligations as they come due, the Company may, at some point, be required to reduce its operations. As such, there are material uncertainties that raise substantial doubt/may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue operations.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim consolidated financial statements are unaudited and have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") ("IFRS") as applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting. These condensed interim consolidated financial statements were approved by the Company's Board of Directors on August 28, 2019.

(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 wholly-owned subsidiaries: TL Investments, TL Cannabis, TL Pet and TL Pet Europe. All intercompany transactions and balances have been eliminated on consolidation.

TRUE LEAF BRANDS INC.
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2. BASIS OF PREPARATION (CONTINUED)

(c) Basis of measurement

These financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value (Note 15). The accounting policies set out below have been applied consistently to all periods presented in these financial statements with the exception of the change in accounting policies noted below.

3. CHANGES IN ACCOUNTING POLICIES

Adoption of New IFRS Pronouncements

IFRS 16 – Leases

IFRS 16 Leases was issued in January 2016 and is effective for periods beginning on or after January 1, 2019. The new standard eliminates the classification of leases as either operating or finance leases. It provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value.

Effective April 1, 2019, the Company has adopted IFRS 16. On transition, the Company has elected to apply the recognition exemptions on short-term leases and low-value leases. The adoption of IFRS 16 did not have a material impact on the Company's consolidated financial statements.

4. USE OF ESTIMATES AND JUDGMENTS

The preparation of these consolidated 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 consolidated 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 consolidated 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.

(a) Estimates

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:

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4. USE OF ESTIMATES AND JUDGMENTS (CONTINUED)

(a) Estimates (continued)

- **Share-based payments and compensation**
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 the fair value for share-based payment transactions and the resulting share-based compensation expense is based on a variety of assumptions, including the expected life, risk-free interest rates, volatility, and forfeiture rates.
- **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.
- **Valuation of convertible note**
At the issue date of the convertible note, the fair value of the liability component was estimated using the prevailing market interest rates for similar non-convertible instruments for the Company. This amount is recorded as a liability on an amortized cost basis using the effective interest rate method until extinguished upon conversion, buyback, or on the instrument's maturity date.

(b) Critical judgements

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:

- **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.

5. RECEIVABLES

	June 30, 2019	March 31, 2019
Trade receivables (a)	\$ 209,234	\$ 217,462
Miscellaneous receivables (b)	155,410	109,832
Goods and services tax receivable	273,606	304,929
	\$ 638,250	\$ 632,223

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5. RECEIVABLES (CONTINUED)

(a) Trade receivables

Trade receivables are non-interest bearing and are due within 30 days. As at June 30, 2019, the Company had \$29,990 trade receivables that were over 90 days (March 31, 2019 - Nil).

During the three months ended June 30, 2019, revenues from three distributors amounted to 40% of total sales (March 31, 2019: 40%). As at June 30, 2019, these top three distributors amounted to 55% of total trade receivables (March 31, 2019: 34%).

(b) Miscellaneous receivables

At June 30, 2019, certain management and a director were indebted to the Company \$68,947 (March 31, 2019: \$72,335) for withholding taxes remitted on their behalf in connection with common shares issued as an employment benefit and director fees paid. The balance is non-interest bearing and will be repaid in full by March 31, 2020. Miscellaneous receivables also included an amount of \$45,600 (March 31, 2019: \$37,497) in connection with rent receivable and an amount of \$12,897 (March 31, 2019: \$nil) in connection with the sale of equipment at the Company's Lumby property.

6. INVENTORY

	June 30, 2019	March 31, 2019
Finished goods	\$383,212	\$173,410
Supplies	6,995	158,678
	\$390,207	\$332,088

The cost of inventories recognized as an expense in the three months ended June 30, 2019 was \$214,889 and is included in cost of sales (2018: \$282,430).

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7. PREPAID EXPENSES AND DEPOSITS

	June 30, 2019	March 31, 2019
Insurance premiums	\$103,380	\$156,636
Property Tax	61,517	-
Other	101,600	124,804
Prepaid expenses	266,497	281,440
Construction deposits	128,077	128,077
Security deposits	7,726	7,726
	135,803	135,803
	\$402,300	\$417,243

As at June 30, 2019, prepaid expenses include a deposit of \$128,077 (March 31, 2019 - \$128,077) paid in connection with construction of the Company's cannabis production facility in Lumby (Note 8). The deposit is refundable subject to approval by the Village of Lumby that the Company has complied with conditions set out in its various permits.

8. PROPERTY, PLANT AND EQUIPMENT

Cost:	Buildings	Tradeshow Assets	Leasehold Improvement	Office furniture	Equipment	Total
Balance, March 31, 2018	\$ 726,955	\$ -	\$ 79,929	\$ 20,165	\$ 49,716	\$ 876,765
Additions	6,779,214	86,765	-	-	59,403	6,925,382
Balance, March 31, 2019	7,506,169	86,765	79,929	20,165	109,119	7,802,147
Additions	88,337	18,242	-	-	2,735	109,314
Balance June 30, 2019	\$ 7,594,506	\$ 105,007	\$ 79,929	\$ 20,165	\$ 111,854	\$ 7,911,461
Accumulated depreciation:						
Balance, March 31, 2018	\$ -	\$ -	\$ 9,101	\$ 2,150	\$ 6,139	\$ 17,390
Depreciation for the year	-	-	31,972	8,066	13,825	53,863
Balance, March 31, 2019	-	-	41,073	10,216	19,964	71,253
Depreciation for the period	-	4,965	-	-	-	4,965
Balance June 30, 2019	\$ -	\$ 4,965	\$ 41,073	\$ 10,216	\$ 19,964	\$ 76,218
Carrying value:						
As at March 31, 2019	\$ 7,506,169	\$ 86,765	\$ 38,856	\$ 9,949	\$ 89,155	\$ 7,730,894
As at June 30, 2019	\$ 7,594,506	\$ 100,042	\$ 38,856	\$ 9,949	\$ 91,890	\$ 7,835,243

During the year ended March 31, 2018, the Company acquired a 40 acre property located in Lumby B.C. for total consideration of \$3,380,387 to build its cannabis cultivation facility, which is classified as land in the statement of financial position.

TRUE LEAF BRANDS INC.
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8. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Construction of the Company's building was completed in March 2019, with total construction costs being capitalized until the building is ready for its intended use as a licensed producer and grower of cannabis under the Cannabis Act. Depreciation will commence when the facility is available for its intended use.

As at June 30, 2019, the Company was awaiting approval of its application to become a licensed producer.

As at June 30, 2019, the Company has a balance of \$51,594 in costs on the Lumby building that were in accounts payable. Construction holdback liability of \$24,492 at March 31, 2019 was released during the three months ended June 30, 2019, as the building was completed.

9. INTANGIBLE ASSETS

Cost:	Website	Trademarks and related costs	Intellectual property	Total
Balance, March 31, 2018	\$10,801	\$117,400	\$55,500	\$183,701
Additions	-	83,108	-	83,108
Balance, March 31, 2019	10,801	200,508	55,500	266,809
Additions	7,012	8,194	-	15,206
Balance, June 30, 2019	\$17,813	\$208,702	\$55,500	\$282,015
Accumulated amortization:				
Balance, March 31, 2018	\$9,956	\$17,180	\$13,875	\$41,011
Amortization for the year	845	47,245	22,200	70,290
Balance, March 31, 2019	10,801	64,425	36,075	111,301
Amortization for the period	-	4,287	-	4,287
Effect of foreign exchange	-	247	-	247
Balance, June 30, 2019	\$10,801	\$68,959	\$36,075	\$115,835
Carrying value:				
As at March 31, 2019	-	\$136,083	\$19,425	\$155,508
As at June 30, 2019	\$7,012	\$139,743	\$19,425	\$166,180

TRUE LEAF BRANDS INC.
Notes to Condensed Interim Consolidated Financial Statements
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10. CONVERTIBLE NOTES

On February 21, 2019, the Company completed a private placement of secured convertible notes for gross proceeds of \$4,500,000, of which \$250,000 is set aside in cash in a restricted bank account, and classified as other asset pursuant to the terms of the Convertible Security Funding Agreement (“CFSA”). The maturity date of the debenture is February 21, 2021. Upon maturity, the Company is required to repay \$5,400,000, consisting of the principal amount of \$4,500,000 (the Principal) plus interest costs of \$900,000. The Company has the right to buy-back the convertible note at any time. If the Company repays the note prior to February 21, 2020, the repayment amount is reduced to \$4,950,000, consisting of the Principal of \$4,500,000 plus \$450,000 of interest costs. The Company is required to repay the principal amount in 18 equal monthly installments commencing August 21, 2019, with the interest payment of \$900,000 due upon maturity, subject to the reduction of interest described above.

The note is convertible, at a fixed conversion price of \$0.40 per common share (the “conversion price”), at the option of the holder, into common shares of the Company at any time over the term of the note or if a change of control occurs. Should the Company elect to buy-back all or a portion of the convertible note, the investor has the right to convert to common shares 25% of the principal amount of the note that the Company is buying back, at the same fixed conversion price. In addition, the investor has the right, on each 90-day period to elect payment of quarterly accrued interest in the form of common shares at the then current share price. Any interest paid via common shares will reduce the cash interest payment obligation required at debenture maturity upon early repayment.

The investor also received 5,625,000 warrants as part of this convertible debenture, entitling the investor to purchase one common share at an exercise price of \$0.5089 for a period of 36 months from the issue date. The warrants are subject to acceleration where 50% of the total warrants outstanding, or 2,812,500 warrants, may be accelerated at the option of the Company if the volume weighted average price (“VWAP”) of the Company’s common shares are at least \$1.0178 for 30 consecutive trading days. The remaining warrants may be accelerated by the Company if the VWAP of the Company’s common shares are at least \$1.5267 for 30 consecutive trading days.

The Company allocated the gross proceeds from the issuance between the estimated fair value of the debt and equity components using the residual method. The Company used an effective annualized discount rate of 17.2%, which resulted in valuation of the debt component at \$4,303,813 and the equity component at \$196,187 before issue costs. The debt component is measured at amortized cost.

Allocation of gross proceeds and balance of debt component:	June 30, 2019
Gross proceeds of issued debentures - maturing February 21, 2021	\$ 4,500,000
Less: allocation to equity for debt to share conversion option	(196,187)
Less: allocation to equity for fair value of warrants	(399,998)
Less: transaction costs	(257,796)
Accretion of debenture discount	402,521
Issue costs allocated to equity	35,987
Total	\$ 4,084,527
Less: current portion of debentures	(2,000,000)
Long-term portion	\$ 2,084,527

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10. CONVERTIBLE NOTES (CONTINUED)

During the three months ended June 30, 2019, the Company recorded accretion expense of \$276,471 (2018: \$nil) relating to this convertible debt.

11. RELATED PARTY BALANCES AND TRANSACTIONS

a) Goods and services

The Company had the following transactions with related parties during the three months ended June 30, 2019 and 2018 which were recognized at the amounts that were agreed upon between the two parties:

	Three Months Ended June 30,	
	2019	2018
Paid to the Chief Executive Officer for office space rental	\$7,500	\$7,500
Paid to a company controlled by its Chief Executive Officer for costs associated with packaging inventory	\$28,958	\$36,656

b) Compensation of key management personnel

The Company considers its key management personnel to be its Directors, Chief Executive Officer and its Chief Financial Officer.

	Three Months Ended June 30,	
	2019	2018
Director compensation (non-Executive):		
Salaries and consulting fees	\$ 28,250	\$ 48,780
Share-based compensation	13,661	37,906
	\$ 41,911	\$86,686
Management compensation:		
Salaries and management fees	\$ 153,699	\$ 54,635
Share-based compensation	99,936	12,635
	\$ 253,635	\$67,270
	\$ 295,546	\$153,956

c) Amounts due from key management and a current director of \$68,947 are included in accounts receivable at June 30, 2019 (March 31, 2019: \$72,335) and are unsecured, non-interest bearing and will be repaid in full by March 31, 2020.

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12. SHARE CAPITAL

a) Authorized

Unlimited Common voting shares with no par value

b) Issued

The Company did not have any share capital transactions during the three-month period ended June 30, 2018.

The Company had the following share capital transactions during the three-month period ended June 30, 2019:

- a. The Company issued 1,507,578 common shares pursuant to the exercise of share purchase warrants for gross proceeds of \$521,190.
- b. The Company issued 400,000 common shares pursuant to the exercise of share options for proceeds of \$158,000. Additional proceeds of \$118,500 were recorded during the period in respect of an option exercise for 300,000 shares, as funds were received but the shares were not issued from treasury as of June 30, 2019.

c) Share purchase warrants

Share purchase warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, March 31, 2018	6,297,380	\$0.49
Warrants exercised	(1,128,317)	0.36
Warrants issued	5,625,000	0.51
Balance, March 31, 2019	10,794,063	\$0.51
Warrants expired	(2,804,342)	0.43
Warrants exercised	(1,507,578)	0.37
Balance, June 30, 2019	6,482,143	\$0.58

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12. SHARE CAPITAL (CONTINUED)

c) Share purchase warrants (continued)

As at June 30, 2019, the following share purchase warrants are outstanding:

Number of Warrants	Exercise Price (\$)	Expiry Date
857,143	1.05	November 21, 2020
5,625,000	0.51	February 21, 2022
6,482,143		

d) 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.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2018	5,907,145	\$0.55
Stock options exercised	(857,145)	0.19
Stock options granted	4,410,000	0.56
Stock options forfeited	(1,635,000)	0.67
Balance, March 31, 2019	7,825,000	\$0.57
Stock options exercised	(700,000)	\$0.40
Stock options expired	(1,550,000)	0.40
Stock options forfeited	(75,000)	0.50
Balance, June 30, 2019	5,500,000	\$0.64

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12. SHARE CAPITAL (CONTINUED)

d) Stock options (continued)

As at June 30, 2019, the following stock options are outstanding and exercisable:

Number of Options		Exercise Price	Expiry Date
Outstanding	Exercisable	(\$)	
100,000	100,000	0.94	February 6, 2020
1,100,000	900,000	0.94	February 6, 2023
825,000	450,000	0.50	July 31, 2023
1,050,000	-	0.56	September 10, 2023
1,675,000	375,000	0.56	March 6, 2024
750,000	-	0.61	March 21, 2024
5,500,000	1,825,000		

During the three months ended June 30, 2019, the Company recorded share-based compensation of \$235,281 (2018: \$50,541) relating to the stock options.

13. ADMINISTRATIVE AND OFFICE EXPENSE

	For the three-months ended	
	June 30, 2019	June 30, 2018
Accounting and legal	\$60,053	\$92,675
Application cost	1,654	15,900
Director fees	15,435	1,875
Filing fees	7,979	240
Insurance	61,283	43,303
Office supplies & technology	132,737	35,183
Property tax expense	14,889	37,658
Rent	29,242	14,284
Transfer agent	7,876	12,128
Travel and meals	171,703	85,633
Utilities	7,097	5,298
Wages	688,654	402,853
	\$1,198,602	\$747,030

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14. SELLING AND MARKETING EXPENSE

	For the three-months ended	
	June 30, 2019	June 30, 2018
Advertising	\$99,847	\$71,442
Branding	67,710	45,000
Digital marketing	5,132	4,000
Investor relations	117,794	70,433
Public relations	15,000	17,360
Trade shows	34,352	15,544
Sales administration costs	12,759	2,453
Travel and meals	34,508	43,749
Wages	98,051	73,514
	\$485,153	\$343,495

15. 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;
- 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 receivables and accounts payable and accrued liabilities approximates their fair value because of the short-term nature of these instruments.

The fair values of cash and cash equivalents and short-term investments 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, 2019:

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15. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (CONTINUED)

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, 2019, the Company's exposure to credit risk consists of the carrying value of cash and cash equivalents, and receivables. The Company limits its credit exposure on cash by holding its deposits with established financial institutions. Accounts receivable consists of trade accounts receivable and miscellaneous receivables. The Company mitigates the risk of default of accounts receivable by assessing the credit worthiness of customers prior to sale and shipment of inventory.

Liquidity risk

Liquidity risk arises from our general and capital financing needs with respect to future growth. Liquidity risk could arise if the Company encounters difficulty in meeting future obligations with financial liabilities. As at June 30, 2019, the Company has cash and cash equivalents of \$2,556,037 (March 31, 2019 - \$4,391,072) to settle current liabilities of \$2,723,227 (March 31, 2019 - \$3,659,829). The Company also has short-term investments of \$103,500 as well as \$250,000 of cash which is set aside as restricted cash (Note 10). The Company has planning, budgeting and forecasting processes to help determine its funding requirements to meet various contractual and other obligations and to manage liquidity risk.

Commitments:	< one-year	1 - 3 Year	3 - 5 Year
Accounts Payable	723,127	-	-
Convertible Note	2,000,000	3,400,000	-
Leases	64,680	129,360	129,360
Purchase Commitments	181,964	172,678	138,928
	2,969,771	3,702,038	268,288

Currency risk

The operating results and financial position of the Company are reported in Canadian dollars. The Company is exposed to currency risk arising from the translation of its European subsidiary's operations and to currency transaction risk as some of the Company's financial instruments are denominated in U.S. dollars. The results of the Company's operations are subject to currency translation and transaction risks.

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15. FINANCIAL INSTRUMENTS, RISK AND CAPITAL MANAGEMENT (CONTINUED)

The Company's main risk is associated with fluctuations in Canadian and U.S. dollars and Euros. Assets and liabilities are translated based on the Company's foreign currency translation policy.

The Company has determined that, with other variables unchanged, the effect of a 10% increase in the Canadian dollar as at June 30, 2019:

- against the Euro on its net European operations, and
- against the U.S. dollar on financial assets and liabilities, including cash, accounts receivable, accounts payables and accrued liabilities denominated in U.S. dollars

would result in a decrease of approximately \$76,000 to the net loss and comprehensive loss for the three months ended June 30, 2019 (2018 – increase of approximately \$446,000). The inverse effect would result if the Canadian dollar weakened by 10% against the Euro and U.S. dollar.

At June 30, 2019, the Company had no hedging agreements in place with respect to foreign exchange rates as the Company's operations provide a natural hedge. Certain operational costs are denominated in U.S. dollars and funded directly from the Company's U.S. funds. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in 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, 2019, 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, cash, the convertible note payable, 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 in 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 months ended June 30, 2019.

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16. COMMITMENTS

The Company had the following commitments as of June 30, 2019:

1. Effective November 1, 2018, the Company entered into an updated agreement with a branding and market positioning expert to provide the Company with consulting services in connection with the Company's brand that has a minimum cost of \$15,000 per month. The agreement has a one-year term ending October 31, 2019 with automatic renewal for two consecutive one-year terms, cancellable with 60 days-notice by either party and payment of the prorated portion of the fees due.
2. The Company has an employment agreement with a senior executive which includes provision for severance pay if the individual is terminated without cause or due to a change in control. The Company incurs the following obligation based on the salary agreed to:
 - a. Terminated prior to September 10, 2020 - \$195,000 plus accrued bonus; or
 - b. Terminated after September 10, 2020 - \$292,500 plus accrued bonus.
3. The Company has an employment agreement with a senior executive which includes provision for severance pay if the individual is terminated without cause or due to a change in control. The Company incurs the following obligation based on the salary agreed to:
 - a. Terminated prior to April 29, 2020 - \$195,000 plus accrued bonus; or
 - b. Terminated after April 29, 2020 - \$292,500 plus accrued bonus.
4. The Company has an employment agreement with a senior executive which includes provision for severance pay if the individual is terminated without cause or due to a change in control. The Company incurs the following obligation based on the salary agreed to:
 - a. Terminated prior to May 24, 2020 - \$195,000 plus accrued bonus; or
 - b. Terminated after May 24, 2020 - \$292,500 plus accrued bonus.
5. Effective February 28, 2019, the Company entered into an agreement for capital market advisory services which commits the Company to three instalment payments of \$33,750 at each of August 28, 2019, February 28, 2020 and August 28, 2020. In addition, the Company must pay a closing fee of 3% of the transaction value of any mergers and acquisition completed during the term of the agreement.

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17. SEGMENTED INFORMATION

Operating segmented information

As at June 30, 2019, the Company had two reportable segments, being the sale of hemp-based nutrition for pets (“Pet”), the planned sale of cannabis under the Cannabis Act, (“Cannabis”) as well as the parent, True Leaf Brands Inc. (“Corporate”). The Company has identified these reporting segments based on the internal reports reviewed and used by the Chief Executive Officer, its chief decision maker, in allocating resources and assessing performance.

Operating segmented information is presented as follows:

As at June 30, 2019	Pet	Cannabis	Corporate	Total
Current assets	\$1,037,591	\$642,318	\$2,410,385	\$4,090,294
Non-current assets	267,610	11,107,188	257,012	11,631,810
Liabilities	(255,208)	(205,476)	(4,347,070)	(4,807,754)
Net assets	\$1,049,993	\$11,544,030	\$(1,679,673)	\$10,914,350

For the three-months ended
June 30, 2019

Revenues	\$414,657	\$ -	\$ -	\$414,657
Gross profit	199,768	-	-	199,768
Operating expenses	(897,622)	(151,734)	(1,165,469)	(2,214,825)
Loss from operations	\$(697,854)	\$(151,734)	\$(1,165,469)	\$(2,015,057)

As at March 31, 2019	Pet	Cannabis	Corporate	Total
Current assets	\$ 856,128	\$ 441,127	\$ 4,532,871	\$5,830,126
Non-current assets	258,867	11,007,922	250,000	11,516,789
Liabilities	(294,082)	(790,595)	(4,383,208)	(5,467,885)
Net assets	\$ 820,913	\$10,658,454	\$ 399,663	\$11,879,030

For the three-months ended
June 30, 2018

	Pet	Cannabis	Corporate	Total
Revenues	\$ 491,334	\$ -	\$ -	\$ 491,334
Gross profit	208,904	-	-	208,904
Operating expenses	(465,131)	(145,754)	(609,373)	(1,220,258)
Loss from operations	\$(255,134)	\$(145,754)	\$(496,321)	\$(897,209)

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17. SEGMENTED INFORMATION (CONTINUED)

Geographic segmented information

The Company operates in two main geographic locations, North America and Europe, selling hemp-based nutrition for pets in North America and Europe, which has accounted for all of the Company's revenues since its inception.

As at June 30, 2019	North America	Europe	Total
Current assets	\$3,873,686	\$216,608	\$4,090,294
Non-current assets	11,594,377	37,433	11,631,810
Liabilities	(4,748,767)	(58,987)	(4,807,654)
Total net assets	\$10,719,296	\$195,054	\$10,914,350

For the three-months ended
June 30, 2019

Revenues	\$339,036	\$75,621	\$414,657
Gross profit	155,509	44,259	199,768
Operating expenses	(2,032,878)	(181,947)	(2,214,825)
Loss from operations	\$(1,877,369)	\$(137,688)	\$(2,015,057)

As at March 31, 2019	North America	Europe	Total
Current assets	\$ 5,663,668	\$166,458	\$5,830,126
Non-current assets	11,474,822	41,967	11,516,789
Liabilities	(5,398,959)	(68,926)	(5,467,885)
Total net assets	\$11,739,531	\$139,499	\$11,879,030

For the three-months ended
June 30, 2018

Revenues	\$342,188	\$149,146	\$491,334
Gross profit	143,124	65,780	208,904
Operating expenses	(1,117,339)	(102,919)	(1,220,258)
Loss from operations	\$(870,865)	\$(26,344)	\$(897,209)

18. SUBSEQUENT EVENTS

The following events occurred subsequent to June 30, 2019:

- a) The Company issued 1,085,000 stock options with an exercise price of \$0.29 per share and an expiry date of July 25, 2024 to consultants and employees of the Company.
- b) The Company issued 250,000 common shares pursuant to an employment agreement with a senior executive.