CABBAY HOLDINGS CORP.

MANAGMENTS'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three Months Ended March 31, 2020

Overview

This MD&A has been prepared as of July 14, 2020 and the following information should be read in conjunction with the Issuer's un-audited financial statements for the three months ended March 31, 2020 and the audited consolidated financial statement and accompanying notes for the year ended December 31, 2019, together with the notes thereto. The Issuer's financial statements for the.. period have been prepared in accordance with International Financial Reporting Standards (IFRS).

This discussion contains forward-looking statements that involve certain risks and uncertainties. Statements regarding future events, expectations and beliefs of management and other statements that do not express historical facts are forward-looking statements. In this discussion, the words "believe", "may", "will", "estimate", "continue", "anticipate", "intend", "expect", "plan", "predict", "potential" and similar expressions, as they relate to the Issuer, its business and management, are intended to identify forward looking statements. The Issuer has based these forward-looking statements largely on its current expectations and projections about future events and financial trends affecting the financial condition of the business. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward looking statements are based on information available at the time those statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

Except as may be required by applicable law or regulation, the Issuer undertakes no obligation to update publicly or release any revisions to these forward looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements. If the Issuer updates one or more forward-looking statements, no inference should be drawn that additional updates will be made with respect to those or other forward-looking statements. Additional information relating to the Issuer, is available by accessing the SEDAR website at www.sedar.com.

Business Overview and Strategy

Cabbay Holdings Corp. (the "**Issuer"** or **"Company"** or **"Cabbay**") was incorporated as a wholly owned subsidiary of Tower One Wireless Corp. ("**Tower One**") in order to facilitate a plan of arrangement with Tower One, a public company whose common shares trade on the CSE. As part of the Plan of Arrangement which closed on October 3, 2016, Tower One transferred its interest in the ForwoRx Agreement and $1,000 to the Issuer. As a result of the Plan of Arrangement, the Issuer became a reporting issuer in British Columbia. In connection with the Plan of Arrangement, $435,360 of indebtedness was assigned to and assumed by the Issuer. The Issuer recorded a financing fee of $435,359 as a result of the transaction. Also, in connection with the Arrangement during the fiscal year ended December 31, 2017 $5,929 of indebtedness was assigned to and assumed by the Issuer and fiscal year ended December 31, 2018 $4,179 of indebtedness was assigned to and assumed by the Issuer.

On closing of the Plan of Arrangement, the Issuer was a holding company with its major holding being an asset purchase agreement with ForwoRx Therapeutics Inc. (the **"ForwoRx Agreement"**) regarding the purchase of therapies to treat fibrosis, erectile dysfunction and pulmonary arterial hypertension. The ForwoRx Agreement covers the lead compound for Fibrosis, PTL-202, a combination of already approved drugs which have well established safety profiles. PTL-202 has completed a phase 1 drug/ drug interaction clinical trial. In addition, the agreement covers the purchase of a sublingual formulation of sildenafil citrate for use as a treatment for erectile dysfunction and pulmonary arterial hypertension. Neither of these programs is currently being funded.

The ForwoRx Agreement was originally entered into between Tower One (formerly Pacific Therapeutics Ltd.) and ForwoRx (formerly Forge Therapeutics Inc.) on July 23, 2015 pursuant to which Tower One agreed to sell certain of its technology assets (the "**Assets**") to ForwoRx. In consideration, ForwoRx agreed to issue to Tower One 15,000,000 of ForwoRx shares (the "**ForwoRx Shares**"). Pursuant to the terms of the ForwoRx Agreement, subject to certain conditions, between the closing of the asset sale, which occurred on September 18, 2015, and the issuance of the ForwoRx Shares, ForwoRx is to pay to Tower One an annual maintenance fee of $50,000 until the ForwoRx Shares have been issued. Currently ForwoRx is in arrears $200,000 of these maintenance fees. If the ForwoRx Shares are not issued before September 18, 2018, Tower One may at any time prior to September 18, 2020 [the fifth anniversary of the Closing Date], provide notice to ForwoRx of its election to trigger the issuance of the ForwoRx Shares (in whole and not in part), in which case ForwoRx will issue the ForwoRx Shares to the Vendor within 10 business days of receipt of such notice. If ForwoRx has not issued the ForwoRx Shares to Tower One on or before September 18, 2020 [the fifth anniversary of the Closing Date], and Tower One has not earlier provided notice of its election to receive the ForwoRx Shares, ForwoRx is required to promptly transfer and assign the Assets back to Tower One, free and clear of all encumbrances other than permitted encumbrances. As at the date of this MD&A, the Issuer has not received any ForwoRx Shares or Maintenance Payments.

From the completion of the Plan of Arrangement the Issuer has been engaged in improving its balance sheet and seeking additional business opportunities, primarily related to transitioning into a vertically integrated corporation cultivating cannabis, manufacturing concentrates and manufacturing cannabis infused edibles and other products for medical and recreational use. Given the current state of financial markets with respect to cannabis, Cabbay has expanded its search for a viable business to additional industries.

On March 26, 2018, the Issuer incorporated a British Columbia corporation Alta-Sun Samson Holdings Corp. (Alta-Sun). Alta-Sun was established to pursue the licensing, construction and operation of a cannabis growing facility on Enoch First Nations lands. The lease at the Enoch lands has been terminated due to the lessor not meetings its obligations.

Overall Performance

The Issuer has focused on Cannabis production in Alberta, Canada in partnership with First Nations leaders and communities and the development of cannabis infused products. These partnerships were to develop cannabis facilities and utilize low cost inputs into cannabis cultivation with the goal of being a low-cost producer in the cannabis industry.

The issuer had plans to build a 5 acre outdoor cannabis cultivation facility on land it has leased on the Enoch First Nation lands and had prepared a license submission to Health Canada. This application may be used for an alternative site with limited modification.

Corporate Highlights

During the three-month period ended, March 31, 2020 the Issuers activities were limited to searching out additional business opportunities.

Selected Financial Information

The financial information reported here has been prepared in accordance with IFRS. The Issuer uses the Canadian dollar (CDN) as its reporting currency. Selected un-audited financial data for interim operations of the Issuer for the three months ended March 31, 2020, March 31, 2019 and March 31, 2018 are presented:

Selected Statement of Operations Data

Period ended	**Three Months Ended March 31, 2020**	**Three Months Ended March 31, 2019**	**Three Months Ended March 31, 2018**
Total revenues	$Nil	$Nil	$Nil
Net Income / (Loss)	$(67,428)	$(183,233)	$(83,193)
Basic Income/(loss) per share	$(0.01)	$(0.02)	$(0.01)
Diluted loss per share (Unaudited)	$(0.01)	$(0.02)	$(0.01)
Weighted average shares	12,779,340	11,083,340	7,854,624

Selected Balance Sheet Data

As At	**March 31, 2020**	**December 31, 2019**	**March 31, 2019**
Cash & Equivalents	$20	$53	$6,999
Current Assets	$39,866	$96,657	$54,224
Total Assets	$277,766	$334,557	$367,833
Current liabilities	$131,966	$123,190	$212,424
Non-Current liabilities	$114,009	$112,148	$Nil
Total liabilities	$245,975	$235,338	$212,424
Working Capital / (deficit)	$(92,100)	$(73,749)	$(158,180)

Comparison of the Quarters ending March 31, 2020, March 31, 2019 and March 31, 2018

Revenues

The Issuer is a holding company. Its major holding is an agreement with ForwoRx Therapeutics Inc. ("ForwoRx") *(see Business Overview and Strategy*). Under this agreement ForwoRx is to pay to the Issuer $50,000 per year in maintenance fees. This fee for 2019, 2018, 2017 and 2016 has not been paid and the company will not recognize it as revenue until such time that management is confident of its payment. As at March 31, 2019 $200,000 is due from ForwoRx.

Research & Development Expense

As at March 31, 2020 the company has capitalized $237,899 (December 31, 2019 - $237,899, December 31, 2018 - $259,050) of development expenses related to the license application to grow cannabis at the Enoch lands, the license application can be modified for another site with minimal changes.

General and Administrative Expenses

General and administrative costs consist primarily of accounting costs and other professional and administrative costs associated with general corporate activities.

The general and administrative costs for the 3 month period ended March 31, 2020 was $48,018 (March 31, 2019 - $183,233, March 31, 2018 - $83,193). The decrease in general and administrative costs between the period ended March 31, 2020 compared to the period ended March 31, 2019 was due to the finance fee of $125,000. The finance fee was due to lenders, who supplied the company with lines of credit totaling $1,200,000.The increase in general and administrative costs between the period ended March 31, 2019 compared to the period ended March 31, 2018 was due to the finance fee of $125,000. The finance fee was due to lenders, who have supplied the company with lines of credit totaling $1,200,000. None of this line of credit has been accessed.

On March 15, 2019 the Company entered into agreements to access lines of credit of up to $1.2 million with a maturity date of March 31, 2022. Any amount borrowed on the lines of credit is subject to interest at 12% annually. Interest is payable quarterly beginning 365 days from the date the Company receives a standard cultivation license from Health Canada to grow Cannabis. Interest may be paid in cash or shares at the Lender's discretion. Any amount in default will be subject to interest at 18% annually. Advances are available to the Company until March 31, 2022.

An administrative fee of 500,000 common shares valued at $125,000 was paid to the lenders. Of this amount $31,250 was paid to a director of the Company. At March 31, 2019 the balance is included in subscriptions received as the shares have not been issued.

As of March 31, 2020 the Company has borrowed $NIL on the lines of credit (March 31, 2019 - $Nil).

Consulting fees increased for the period ended March 31, 2020 as compared to the period ended March 31, 2019, due to the amortization of an annual consulting contract that was put into force after March 31, 2019. Management fees decreased to $NIL for the period ended March 31, 2020 vs $24,000 for the period ended March 31, 2019 due to the Issuer's officers cutting their fees to $Nil. Office and administration fees decreased in 2020 due to the general decreased activity of the Issuer in locating a suitable site and consulting fees for the standard cultivation license compared to the first quarter of 2018. Travel expenses decreased in the first quarter of 2020 due to the Issuers decreased activity in Alberta.

Accounting and audit fees decreased for the period ended March 31, 219 when compared to the period ended March 31, 2018 as the annual audit was not completed by the end of the quarter. Consulting fees decreased due to decreased activity in acquiring land in Alberta. Interest charges decreased from $4,700 to $2,175 due to a decrease in long-term debt. Legal fees decreased by $1,057 to $Nil additional legal fees are anticipated thru the year. Management fees increased slightly from $22,850 to $24,000 due to an increase compensation paid the Issuer's President and CFO. Office and administration fees decreased in 2019 due to the general decreased activity of the Issuer in locating a suitable site and consulting fees for the standard cultivation license for the first quarter of 2019 compared to the first quarter of 2018. Travel expenses decreased due to the decreased land search activity in Alberta.

Intellectual Property and Intangible Assets

The company has no costs associated with the maintenance of patents or intellectual property under the asset purchase agreement with ForwoRx Therapeutics Inc. ForwoRx did not pay the fees to the United States Patent and Trademark Office in 2019, resulting in the patent for PTL-202 lapsing.

The balance of intangible assets decreased to $237,899 at March 31, 2020 from $237,899 at December 31, 2019. In 2019, the Company wrote-down license costs of $74,390 on termination of the Enoch Cree Nation Lands lease as these costs are not transferrable to another property. The Company recorded a loss of $9,500 on termination of the lease of land resulting from derecognition of the right-of-use asset and lease liability.

The balance of intangible assets increased to $303,015 at March 31, 2019 from $259,050 December 31, 2018 due to payments to consultants related to the Cannabis Act standard cultivation license. On June 4, 2018 the Company entered into a binding agreement with Cannabis Compliance Inc. ("CCI"). CCI will provide the Company with consulting services related to an Access to Cannabis for Medical Purposes ("ACMPR") / Cannabis Act license application and construction of a cannabis cultivation facility. The costs incurred to complete the license application have been capitalized as an intangible asset. The Company also classified certain consulting charges associated with obtaining the standard cultivation license.

Costs incurred to obtain the standard cultivation license are listed below:

		March 31, 2020		December 31, 2019
Application costs	$	128,125	$	128,125
Other capitalized charges		109,774		109,774
Total	**$**	**237,899**	**$**	**237,899**

Interest Expense/(Income)

The interest expense in the 3 month period ended March 31, 2020 was $3,773 (March 31, 2019 - $2,175, March 31, 2018 - $4,700). This increase was due to the increase in long term debt.

Profits

At this time, the Issuer is not anticipating profit from operations. The Issuer will report an annual deficit and quarterly deficit and will rely on its ability to obtain equity/or debt financing and maintenance fees from the Asset Purchase Agreement to fund on-going operations. For information concerning the business of the Issuer, please see "*Business Overview and Strategy*".

Stock Based Compensation

For the 3 month period ended March 31, 2020 stock based compensation was $Nil (March 31, 2019 - $Nil, March 31, 2018 - $Nil).

Selected Quarterly Information

	Three Months Ended March 31, 2020	Three Months Ended December 31, 2019	Three Months Ended September 30, 2019	Three Months Ended June 30, 2019	Three Months Ended March 31, 2019	Three Months Ended December 31, 2018	Three Months Ended September 30, 2018	Three Months Ended June 30, 2018
	$	**$**	**$**	**$**	**$**	**$**		**$**
Total Revenues	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Net Income (Loss)	**(48,018)**	**(152,085)**	**(119,,390)**	**(103,922)**	**(183,233)**	**(138,160)**	**(106,306)**	**(164,588)**
Income (Loss) per Share basic and diluted	**(0.01)**	**(0.01)**	**(0.01)**	**(0.01)**	**(0.02)**	**(0.01)**	**(0.01)**	**(0.02)**
Cash	**20**	**53**	**9,414**	**14,056**	**6,999**	**40,250**	**234,471**	**383,172**
Total Assets	**277,766**	**334,557**	**482,629**	**521,099**	**367,833**	**364,074**	**456,384**	**503,290**
Non-Current Liabilities	**114,009**	**112,148**	**109,476**	**Nil**	**Nil**	**Nil**	**Nil**	**56,000**

Liquidity and Capital Resources

At March 31, 2020, the Issuer had cash and cash equivalents of $20 (March 31, 2019 - $6,999, March 31, 2018 - $119,806,) and a working capital deficit of $92,100 (March 31, 2019 – deficit of $158,180, March 31, 2018 - $70,097). Working capital increased by $228,277 mostly due to the transfer of short term debts to long term debts.. Working capital is defined as current assets less current liabilities.

The Issuer's Cash flows from financing activities for the three months ended March 31, 2020 consisted of an increase of amounts owed to related parties of $5,925. The Issuer's Cash flows from financing activities for the three months ended March 31, 2019 consisted of share subscriptions received of $5,000 and an increase of amounts owed to related parties of $21,613. During the period ended March 31, 2018 the Company received share subscriptions of $163,000 which added substantially to the Issuers working capital.

Cash utilized in operating activities during the three months ended March 31, 2020 was $5,958 (March 31, 2019 - $16,967 March 31, 2018 - $94,014). The majority of the decrease was due to a decrease in the cash operating activities for the period from $82,926 for the period ended March 31, 2018 to $57,966 for the period ended March 31, 2019.

At March 31, 2020 share capital was $1,608,675 (March 31, 2019 - $1,184,675, March 31, 2018 - $442,04) comprised of 12,799,340 (March 31, 2019 – 11,083,340, March 31, 2018 - 7,854,624, March 31, 2017 - 1,463,904) issued and outstanding Common Shares.

Warrant and Option Reserves at March 31, 2020 was $180,250 (March 31, 2019 - $154,116, March 31, 2018 - $54,918). The increase in Warrant and Option Reserves at March 31, 2020 when compared to March

31, 2019 was due to the issuance of 120,000 options to Directors and Officers in the year ended December 31, 2019. The increase from March 31, 2018 to March 31, 2019 was due to the issuance of an additional 320,000 options and 1,614,358 warrants during the year ended December 31, 2018 and a change to the Black Scholes estimate inputs. No options or warrants were issued during the three-month period ended March 31, 2020.

As a result of the net loss for the three months ended March 31, 2020 of $49,018 (March 31, 2019 - $183,233, March 31, 2018 - $83,193) the deficit at March 31, 2020 increased to $1,769,706 from $1,702,278 for the year ended December 31, 2019.

At present, the Issuer's operations do not generate cash inflows and its financial success after March 31, 2020 is dependent on the asset purchase agreement with ForwoRx Therapeutics Inc. The research and development process for drug candidates can take many years and is subject to factors that are beyond the Issuer's control. The research and development of the drug candidates are currently not being funded.

In order to finance the Issuer's future administrative, development and overhead expenses in the coming years the Issuer may raise money through equity sales. Many factors influence the Issuer's ability to raise funds, including the Issuer's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control. Should those risks fully materialize, it may not be able to raise adequate funds to continue its operations.

Off Balance Sheet Arrangements

There are currently no off -balance sheet arrangements which could have an effect on current or future results or operations or the financial condition of the Company.

Transactions with Related Parties

		March 31, 2020		March 31, 2019
Accounting fees to a Company controlled by a director	$	2,500	$	3,500
Consulting fees to a Company controlled by a director		-		3,000
Consulting fees to a director		3,000		-
Consulting fees to a Company controlled by a former director		-		15,000
Management fees to the CEO and director		-		24,000
Wages to the CEO and director		-		7,500
Finance fee to a director (Note 11)		-		31,250
	$	5,500	$	84,250

Additional Disclosure for Venture Issuers Without Significant Revenue

The following table sets forth material cost for the Issuer, which has been derived from the Issuer's financial statements for the three month period ended March 31, 2020, and March 31, 2019. This summary should be read in conjunction with the Issuer's unaudited financial statements for the periods ended March 31, 2020 and March 31, 2019:

Material Costs	Quarter ended March 31, 2020	Quarter ended March 31, 2019	Quarter ended March 31, 2018
Consulting fees	$38,714	$18,000	$27,750
Legal fees	$221	Nil	1,057
Management fees	$Nil	24,000	22,850
Share-based compensation	$Nil	Nil	Nil
Total Expenses	$48,018	183,233	83,193
Financing Fee	$Nil	125,000	Nil
Net loss and comprehensive loss for the year	$67,428	$(183,233)	$(83,193)

Subsequent Events

Subject to regulatory approval, the Company has amended the terms of its 1,614,358 warrants by extending by 3 years the expiry date to April 12, 2023 and the exercise price from $0.35 per share to $0.10 per share.

The Company has agreed to convert a debt of $10,000 into 40,000 shares at $0.25 per share.

Proposed Transactions

As at the date of this Management Discussion and Analysis there are no transactions currently contemplated by the Issuer.

Financial Instruments and Other Instruments

The Issuer's financial instruments consist of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and amounts due to shareholders. Unless otherwise noted, it is management's opinion that the Issuer is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximates their carrying value due to their short-term maturity or capacity for prompt liquidation.

Disclosure of Outstanding Share Data

As at March 31, 2020, the Issuer had an unlimited number of authorized common shares with 12,799,340 common shares issued and outstanding.

As at March 31, 2020 the issuer had 995,000 options outstanding. The options have an exercise price ranging from $0.10 to $0.25.

As at March 31, 2020 the Issuer had 1,614,358 warrants outstanding. Each warrant has an exercise price of $0.10.

The following table shows the details for the outstanding warrants and options:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Warrants 1 whole warrant exercisable at $0.10 up until April 12, 2023	1,614,358	1,614,358
Options expiring October 31, 2021 with an exercise price of $0.10	100,000	100,000
Options expiring January 18, 2022 with an exercise price of $0.10	25,000	25,000
Options expiring July 10, 2022 with an exercise price of $0.10	280,000	280,000
Options expiring September 21, 2022 with an exercise price of $0.10	170,000	170,000
Options expiring October 18, 2023 with an exercise price of $0.25	300,000	300,000
Options expiring August 23, 2024 with an exercise price of $0.25	20,000	20,000
Options expiring September 16, 2024 with an exercise price of $0.25	100,000	100,000