

CANNABIS STRATEGIES ACQUISITION CORP.
(A SPECIAL PURPOSE ACQUISITION CORPORATION)
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE MONTHS ENDED MARCH 31, 2019
(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Cannabis Strategies Acquisition Corp. ("CSAC", the "Corporation", "we", "our" or "us") constitutes management's review of the factors that affected the Corporation's financial and operating performance for the three months ended March 31, 2019. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited financial statements for the Corporation for the period ended December 31, 2018, and the related notes thereto, the audited financial statements of the Corporation as at September 30, 2018 and for the year ended September 30, 2018, and the related notes thereto, and the unaudited condensed interim consolidated financial statements as at March 31, 2019 and for the three months ended March 31, 2019, and the related notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the three months ended March 31, 2019, are not necessarily indicative of the results that may be expected for any future period. The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Further information about the Corporation and its operations can be obtained on www.sedar.com.

The Corporation changed its financial year-end to December 31 to better synchronize its financial reporting with that of its proposed target businesses in connection with its proposed Qualifying Transaction (as defined below).

Please refer to the Corporation's final prospectus dated December 14, 2017 (the "IPO Prospectus") for further details of the Corporation.

Please refer to the Corporation's final non-offering prospectus dated February 15, 2019 (the "QT Prospectus") and the Corporation's management information circular dated February 19, 2019 (the "QT Circular") for further information on the proposed Transaction and the Target Businesses.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

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Forward-looking statements	Assumptions	Risk factors
The Corporation expects to complete a Qualifying Transaction (defined below).	The Corporation expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Corporation.	The Corporation’s inability to find a target to complete a Qualifying Transaction, within the Permitted Timeline (defined below). If we are unable to consummate our Qualifying Transaction within the Permitted Timeline, we will be required to redeem 100% of the outstanding Class A Restricted Voting Shares, as described herein.
The Corporation’s ability to meet its working capital needs at the current level for the twelve-month period ending March 31, 2020.	The operating activities of the Corporation for the twelve-month period ending March 31, 2020, and the costs associated therewith, will be consistent with the Corporation’s current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Corporation.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; timing of a qualifying transaction.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Corporation’s ability to predict or control. Please also make reference to those risk factors referenced in the “Risk Factors” section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Corporation’s actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Corporation does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

CSAC is a special purpose acquisition corporation which was incorporated for the purpose of effecting an acquisition of one or more businesses or assets, by way of a merger, amalgamation, arrangement, share exchange, asset acquisition, share purchase, reorganization, or any other similar business combination involving the Corporation (a “Qualifying Transaction”). The Corporation’s business activities are carried out in a single business segment.

The Corporation was incorporated on July 31, 2017 under the Business Corporations Act (Ontario) and is domiciled in Canada. The registered office of the Corporation is located at 199 Bay Street, Suite 5300,

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Commerce Court West, Toronto, Ontario, M5L 1B9. The head office of the Corporation is located at 590 Madison Avenue, 26th Floor, New York, New York, 10022.

On September 12, 2018, the Corporation incorporated a wholly owned subsidiary in Nevada, USA, CSAC Holdings Inc., to facilitate the proposed Qualifying Transaction. On September 17, 2018, CSAC Holdings Inc. incorporated a wholly owned subsidiary in Nevada, USA, CSAC Acquisition Inc.

On December 21, 2017, the Corporation completed its initial public offering (the "Offering") of 12,500,000 Class A Restricted Voting units (the "Class A Restricted Voting Units") at \$10.00 per Class A Restricted Voting Unit. Each Class A Restricted Voting Unit consisted of one Class A restricted voting share of the Corporation (each, a "Class A Restricted Voting Share"), one share purchase warrant of the Corporation (each, a "Warrant") and one right of the Corporation (each, a "Right"). Each Class A Restricted Voting Share, unless previously redeemed, will be automatically converted into one Class B share of the Corporation (each, a "Class B Share") following the closing of a Qualifying Transaction. All Warrants will become exercisable at a price of \$11.50 per share, commencing 65 days after the completion of a Qualifying Transaction and will expire on the day that is five years after the completion of a Qualifying Transaction or may expire earlier if a Qualifying Transaction does not occur within the permitted timeline of 18 months ("Permitted Timeline") (subject to extension, as further described herein) from the closing of the Offering or if the expiry date is accelerated. Each Warrant is exercisable to purchase one Class A Restricted Voting Share (which, following the closing of the Qualifying Transaction, will become one Class B Share) and each Right would represent the entitlement to automatically receive, for no additional consideration, one-tenth (1/10) of one Class A Restricted Voting Share (following the closing of a Qualifying Transaction, which at such time will be one-tenth (1/10) of a Class B Share). At the option of the warrant holder, the Warrants may be exercised through cashless exercise.

In connection with the Offering, the Corporation granted the underwriter a 30-day non-transferable option to purchase up to an additional 1,875,000 Class A Restricted Voting Units, at a price of \$10.00 per Class A Restricted Voting Unit, to cover over-allotments, if any, and for market stabilization purposes.

Concurrent with the completion of the Offering, Mercer Park CB, L.P. (the "Sponsor"), a limited partnership formed under the laws of the State of Delaware, indirectly controlled by Mercer Park, L.P., a privately-held family office based in New York, New York, and Kamaldeep Thindal and Charles Miles (or persons or companies controlled by them) (collectively with the Sponsor, the "Founders") purchased an aggregate of 3,662,109 Class B Shares ("Founders' Shares"), consisting of 3,642,109 Class B Shares purchased by the Sponsor, 10,000 Class B Shares purchased by Kamaldeep Thindal, and 10,000 Class B Shares purchased by Charles Miles, in each case assuming that the over-allotment option was exercised for total proceeds of \$25,000. In addition, the Sponsor purchased an aggregate of 250,000 Class B Units of the Corporation (the "Class B Units") at \$10.00 per Class B Unit and 2,500,000 Warrants ("Founders' Warrants") at \$1.00 per Founders' Warrant. Each Class B Unit consists of one Class B Share, one Warrant and one Right. The Founders' Warrants will be subject to the same terms and conditions as the Warrants underlying the Class A Restricted Voting Units and Class B Units. The Rights underlying the Class B Units will be subject to the same terms and conditions as the Rights underlying the Class A Restricted Voting Units.

On January 19, 2018, the underwriter exercised its over-allotment option to purchase an additional 975,000 Class A Restricted Voting Units for aggregate proceeds of \$9,750,000. As a result of the exercise of the over-allotment option, an aggregate of 13,475,000 Class A Restricted Voting Units of the Corporation were issued for aggregate proceeds of \$134,750,000.

Concurrent with the exercise of the over-allotment option, the Sponsor purchased an additional 121,870 Founders' Warrants (for an aggregate purchase price of \$121,870) and 12,188 Class B Units (for an aggregate purchase price of \$121,880) for aggregate proceeds of \$243,750.

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Due to the partial exercise of the over-allotment option, an aggregate of 227,812 Class B Shares (also known as Founders' Shares) were forfeited without compensation by the Founders on January 19, 2018. As a result, following the exercise of the over-allotment option and forfeiture of the 227,812 Founders' Shares, the Founders own an aggregate of 3,434,297 Class B Shares, 262,188 Class B Units and 2,621,870 Founders' Warrants.

Each Class A Restricted Voting Unit commenced trading on December 21, 2017 on the Neo Exchange Inc., formerly the Aequitas NEO Exchange Inc. (the "Exchange") under the symbol "CSA.UN", and separated into Class A Restricted Voting Shares, Warrants and Rights following the close of business on January 30, 2018, being 40 days following the closing of the Offering, which trade under the symbols "CSA.A", "CSA.WT" and "CSA.RT", respectively. The Class B Shares issued to the Founders and the Class B Units issued to the Sponsor are not listed.

The proceeds of \$134,750,000 from the Offering and over-allotment are held by Odyssey Trust Company, as escrow agent, in an escrow account (the "Escrow Account") at a Canadian chartered bank or subsidiary thereof, in accordance with the escrow agreement. Subject to applicable law and payment of certain taxes, permitted redemptions and certain expenses, as further described herein, none of the funds held in the Escrow Account will be released to the Corporation prior to the closing of a Qualifying Transaction. The escrowed funds will be held to enable the Corporation to (i) satisfy redemptions made by holders of Class A Restricted Voting Shares (including in the event of a Qualifying Transaction or an extension to the Permitted Timeline of up to 36 months with shareholder approval from the holders of Class A Restricted Shares and the Corporation's board of directors, or in the event a Qualifying Transaction does not occur within the Permitted Timeline), (ii) fund a Qualifying Transaction with the net proceeds following payment of any such redemptions and deferred underwriting commissions, and/or (iii) pay taxes on amounts earned on the escrowed funds and certain permitted expenses. Such escrowed funds and all amounts earned, subject to such obligations and applicable law, will be assets of the Corporation. These escrowed funds will also be used to pay the deferred underwriting commissions in the amount of \$4,716,250, 50% of which will be payable to the Underwriter and the remaining 50% will be payable by the Corporation at its discretion.

In connection with consummating a Qualifying Transaction, the Corporation will require, among other things, (i) approval by a majority of the directors unrelated to the Qualifying Transaction, and (ii) approval by a majority of the holders of the Class A Restricted Voting Shares and Class B Shares, voting together as if they were a single class of shares, at a shareholders meeting held to consider the Qualifying Transaction, if required by the Exchange's rules at the time of the Qualifying Transaction. Irrespective of whether they vote for or against, or do not vote on, the proposed Qualifying Transaction, holders of Class A Restricted Voting Shares may elect to redeem all or a portion of their Class A Restricted Voting Shares at a per share price, payable in cash, equal to the pro-rata portion per Class A Restricted Voting Share of: (A) the escrowed funds available in the Escrow Account at the time of the shareholders meeting (if required by the rules of the Exchange at the time of the Qualifying Transaction, or if no such shareholders' meeting is required, at the time immediately prior to the redemption deposit timeline), including interest and other amounts earned thereon; less (B) an amount equal to the total of (i) applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account and (ii) actual and expected direct expenses related to the redemption, each as reasonably determined by the Corporation, subject to certain limitations. Each holder of Class A Restricted Voting Shares, together with any affiliate of such holder or any other person with whom such holder or affiliate is acting jointly or in concert, will be subject to a redemption limitation of an aggregate 15% of the number of Class A Restricted Voting Shares issued and outstanding. Class B Shares will not be redeemable in connection with a Qualifying Transaction or an extension to the Permitted Timeline and holders of Class B Shares shall not be entitled to access the Escrow Account should a Qualifying Transaction not occur within the Permitted Timeline.

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If the Corporation is unable to complete its Qualifying Transaction within the Permitted Timeline (or an extension of the Permitted Timeline), all of the Class A Restricted Voting Shares will be automatically redeemed and each holder of a Class A Restricted Voting Share will receive an amount, payable in cash, equal to the pro-rata portion per Class A Restricted Voting Share of: (A) the Escrow Account, including any interest and other amounts earned; less (B) an amount equal to the total of (i) any applicable taxes payable by the Corporation on such interest and other amounts earned in the Escrow Account, (ii) any taxes of the Corporation arising in connection with the redemption of the Class A Restricted Voting Shares, and (iii) up to a maximum of \$50,000 of interest and other amounts earned to pay actual and expected expenses related to the dissolution and certain other related costs as reasonably determined by the Corporation. The underwriter will have no right to the deferred underwriting commissions held in the Escrow Account in such circumstances.

Overall Performance

The Corporation has not conducted commercial operations and it is focused on the identification and evaluation of businesses or assets to acquire and there were no notable events that occurred during the reporting periods presented.

During the three months ended March 31, 2019, the Corporation earned interest income of \$302,000 and a loss of \$182,237,078 (\$49.30 basic and diluted loss per share) compared to interest income of \$294,076 and income of \$125,234 for the three months ended March 31, 2018 (\$0.03 basic and diluted income per share). The loss for the three months ended March 31, 2019 and for the three months ended March 31, 2018 primary related to transaction costs of \$nil (three months ended March 31, 2018 - \$584,766), general and administrative expenses of \$2,048,311 (three months ended March 31, 2018 - \$200,808), foreign exchange loss of \$22,262 (three months ended March 31, 2018 - \$nil), and net unrealized loss on changes in the fair value of financial liabilities of \$180,513,029 (three months ended March 31, 2018 – gain of \$616,732).

Current liabilities at March 31, 2019 total \$5,697,165 (December 31, 2018 - \$4,127,357). Shareholders' deficiency at March 31, 2019 is comprised of share capital of \$2,287,620 (December 31, 2018 - \$2,287,620) and a deficit of \$288,328,431 (December 31, 2018 - \$106,091,353) for a net deficit of \$286,040,811 (December 31, 2018 – \$103,803,733) in shareholders' deficit.

The working capital deficit, which is current assets less current liabilities, is \$5,628,409 at March 31, 2019 (December 31, 2018 - \$3,602,361). Management believes the Corporation's working capital deficit, if the related party payable of \$818,368 (December 31, 2018 - \$731,732) and select vendors included in accounts payable is deferred, is sufficient for the Corporation to meet its ongoing obligations and meet its objective of completing a Qualifying Transaction.

The weighted average number of Class B Shares outstanding for the three months ended March 31, 2019 was 3,696,486 (three months ended March 31, 2018 – 3,742,007).

Liquidity and Capital Resources

Restricted cash and short-term investments held in escrow	March 31, 2019	December 31, 2018
Restricted cash	\$136,291,243	\$126,155,821
Investment in Flexible Guaranteed Investment Certificate (redeemed on January 21, 2019)	\$nil	\$9,750,000
Accrued interest	\$nil	\$83,423
Total restricted cash and short-term investments held in escrow	\$136,291,243	\$135,989,244

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Per Class A Restricted Voting Shares subject to redemption	\$10.00	\$10.00
Cash held outside the Escrow Account	\$48,584	\$149,996

We intend to use substantially all of the funds held in the Escrow Account, including interest (which interest shall be net of taxes payable and certain expenses) to consummate a Qualifying Transaction. To the extent that, after redemptions, our share capital or debt is used, in whole or in part, as consideration to consummate a Qualifying Transaction, the remaining proceeds held in the Escrow Account may be used as working capital to finance the operations of the target business or businesses, make other acquisitions and/or pursue a growth strategy.

As at March 31, 2019, we had cash held outside of our Escrow Account of \$48,584, which is available to fund our working capital requirements, including any further transaction costs that may be incurred. We expect to generate negative cash flow from operating activities in the future until our Qualifying Transaction is completed and we commence revenue generation.

Management seeks to ensure that our operational and administrative costs are minimal prior to the completion of a Qualifying Transaction, with a view to preserving the Corporation's working capital.

We do not believe that we will need to raise additional funds to meet expenditures required for operating our business until the consummation of our Qualifying Transaction. We believe that we will have sufficient available funds outside of the Escrow Account to operate the business. However, we cannot be assured that this will be the case. To the extent that the Corporation may require additional funding for general ongoing expenses or in connection with sourcing a proposed Qualifying Transaction, we may seek funding by way of unsecured loans from our Sponsor and/or its affiliates, subject to the consent of the Exchange, which loans would, unless approved otherwise by the Exchange, bear interest at no more than the prime rate plus 1%. Our Sponsor will not have recourse under such loans against the amounts in escrow. Such loans will collectively be subject to a maximum principal amount of \$1.0 million in the aggregate and may be repayable in cash following the closing of a Qualifying Transaction.

Discussion of Operations

Three Months Ended March 31, 2019 Compared to three Months Ended March 31, 2018

During the three months ended March 31, 2019, the Corporation earned interest income of \$302,000 and a loss of \$182,237,078 (\$49.30 basic and diluted loss per share) compared to interest income of \$294,076 and income of \$125,234 for the three months ended March 31, 2018 (\$0.03 basic and diluted loss per share). The loss for the three months ended March 31, 2019 and income for the three months ended March 31, 2018 primary related to transaction costs of \$nil (three months ended March 31, 2018 - \$584,766), general and administrative expenses of \$2,048,311 (three months ended March 31, 2018 - \$200,808), foreign exchange loss of \$22,262 (three months ended March 31, 2018 - \$nil), and net unrealized loss on changes in the fair value of financial liabilities of \$180,513,029 (three months ended March 31, 2018 – gain of \$616,732).

Interest Income

Since completion of the Offering, the Corporation's activity has been limited to the evaluation of business acquisition candidates and the consummation of the Transaction, and we do not expect to generate any operating revenues until the closing and completion of the Transaction. In the interim, we expect to generate small amounts of non-operating income in the form of interest income on cash and short-term investments, including restricted cash and short-term investments held in escrow. On March 31, 2019, the

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Corporation's escrowed funds were included in restricted cash of \$136,291,243. Interest income on these investments is not expected to be significant in view of current low interest rates.

During the three months ended December 31, 2018, the Corporation earned interest income of \$302,000 (three months ended March 31, 2018 - \$294,076).

General and Administrative Expenses

The Corporation's general and administrative expenses consist of costs required to maintain its public company status in good standing, and expenses incurred to evaluate and identify companies, businesses, assets or properties for potential acquisition. General and administrative costs were \$2,048,311 during the three months ended March 31, 2019 (three months ended March 31, 2018 – \$294,076).

Net Unrealized Gain on Changes in the Fair Value of Financial Liabilities

Certain financial instruments are recorded in the Corporation's statement of financial position at values that are representative of or approximate their fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price. If the financial instrument does not trade on an active market, the Corporation will use an option-pricing model to measure the fair value of the financial instrument. Application of the option-pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets and the expected life of the financial instrument. Changes in the underlying trading value or estimates may significantly affect the amount of net income or loss for a particular period. Furthermore, the quoted market price or option price of a financial liability may not be equal to the amount that the Corporation may have to pay in settlement of the underlying obligation, should such obligation become immediately payable. The Corporation reviews assumptions relating to financial instruments on an ongoing basis to ensure that the basis for determination of fair value is appropriate. The Corporation recognized a net unrealized loss of \$180,513,029 in its net loss for the three months ended March 31, 2019 (three months ended March 31, 2018 – gain of \$616,732).

Proposed Transaction

The shareholders of the Corporation have approved the concurrent acquisitions of the target businesses of Washoe Wellness, LLC, The Canopy NV, LLC, Sira Naturals, Inc., LivFree Wellness, LLC and CannaPunch of Nevada LLC (the "Transaction") at the special meeting of the Corporation held on March 18, 2019. The Transaction is intended to constitute the Corporation's Qualifying Transaction. In connection with the Transaction, the Corporation intends to grant to the Founders the right, immediately prior to the closing of the Transaction, to have a one-time option to convert their existing Class B Shares on a one-for-one basis into new multiple voting shares of the Corporation (the "Multiple Voting Shares") carrying 25 votes per Multiple Voting Share, the Class B Shares would then have their terms amended and be re-named as subordinate voting shares of the Corporation (the "Subordinated Voting Shares"), and any non-redeemed Class A Restricted Voting Shares would be converted into Subordinate Voting Shares at the closing of the Transaction. The Qualifying Transaction is subject to regulatory approvals.

Please refer to the QT Prospectus and the QT Circular for further information on the Transaction, including risk factors associated thereto.

Related Party Transactions

The Corporation has entered into an administrative services agreement with the Sponsor for an initial term of 18 months, subject to possible extension, for office space, utilities and administrative support, which may include payment for services of related parties, for, but not limited to, various administrative, managerial or operational services or to help effect a Qualifying Transaction. The Corporation has agreed

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to pay \$10,000 per month, plus applicable taxes for such services. As at March 31, 2019 and December 31, 2018, the Corporation accrued \$152,314 and \$122,314, respectively, in respect of these services.

As at March 31, 2019 and December 31, 2018, the amount payable to the Corporation's Chief Executive Officer was \$666,054 and \$609,418, respectively for out-of-pocket expenses paid on behalf of the Corporation with respect to the Qualifying Transaction. The amounts due to the Sponsor and the Corporation's Chief Executive Officer are unsecured, non-interest bearing and are payable no earlier than the date of the consummation of a Qualifying Transaction, with no recourse against the funds held in the Escrow Account. Due to the short-term nature of this arrangement, the fair value of the amounts due to related parties approximates their carrying amount.

The Sponsor has executed a make whole agreement and undertaking in favour of the Corporation, whereby the Sponsor has agreed to indemnify the Corporation in certain limited circumstances where the funds held in the Escrow Account are reduced to below \$10.00 per Class A Restricted Voting Share.

During the three months ended March 31, 2019, the Corporation paid professional fees of \$8,688 (three months ended March 31, 2018 - \$11,624) to Marrelli Support Services Inc. ("Marrelli Support"), an organization of which the Corporation's Chief Financial Officer, is President. These services were incurred in the normal course of operations for general accounting and financial reporting matters. As at March 31, 2019 and December 31, 2018, Marrelli Support was owed \$14,862 and \$5,836, respectively, these amounts are included in accounts payable and accrued liabilities on the Corporation's consolidated statements of financial position.

Share Capital

As of the date of this MD&A, the Corporation had 13,475,000 Class A Restricted Voting Shares of the Corporation issued and outstanding. In addition the Corporation had an aggregate of 3,434,298 Class B Shares, 262,188 Class B Units, 16,359,058 Warrants and 13,737,188 Rights issued and outstanding.

In connection with the Transaction, CSAC intends to grant to the Founders the right, immediately prior to the closing of the Transaction, to have a one-time option to convert their existing Class B Shares on a one-for-one basis into Multiple Voting Shares carrying 25 votes per Multiple Voting Share, the Class B Shares would then have their terms amended and be re-named as Subordinated Voting Shares, and any non-redeemed Class A Restricted Voting Shares would be converted into Subordinate Voting Shares at the closing of the Transaction. The number of Subordinate Voting Shares and Multiple Voting Shares, collectively, expected to be issued and outstanding upon completion of the Transaction will be approximately 17,171,485 (assuming no CSAC shareholders elect to redeem all or a portion of their Class A Restricted Voting Shares). Assuming redemption levels of Class A Restricted Voting Shares of 50%, it is expected that there will be approximately 10,433,985 Subordinate Voting Shares and Multiple Voting Shares collectively outstanding upon completion of the Transaction.

Off-Balance Sheet Arrangements

As of the date of this filing, the Corporation does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Corporation including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Outlook

For the immediate future, the Corporation intends to consummate its proposed Transaction and continue

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to identify and evaluate other potential transactions. The Corporation continues to monitor its spending and will amend its plans based on business opportunities that may arise in the future.

Selected Quarterly Information

A summary of selected information for each of the quarters presented below is as follows:

Three Months Ended	Net Revenues (\$)	Net Loss	
		Total (\$)	Basic and Diluted Loss per Class B Share (\$) ⁽⁷⁾
March 31, 2019	-	(182,237,078) ⁽⁶⁾	(49.30)
December 31, 2018	-	(58,922,537) ⁽⁵⁾	(15.94)
September 30, 2018	-	(32,199,921) ⁽⁴⁾	(10.90)
June 30, 2018	-	(7,186,878) ⁽³⁾	(1.94)
March 31, 2018	-	125,234 ⁽²⁾	0.03
December 31, 2017	-	(7,907,251) ⁽¹⁾	(11.23)
July 31, 2017 to September 30, 2017	-	nil	(0.00)

Notes:

⁽¹⁾ During the three months ended December 31, 2017, the Corporation earned interest income of \$30,822 and reported a loss of \$7,907,251 (\$11.23 basic and diluted loss per Class B Share). The loss in the current period primary related to transaction costs of \$8,546,051, general and administrative expenses of \$17,022 and net unrealized gain on changes in the fair value of financial liabilities of \$625,000.

⁽²⁾ During the three months ended March 31, 2018, the Corporation earned interest income of \$294,076 and reported income of \$125,234 (\$0.03 basic and diluted loss per Class B Share). The income in the current period primary related to transaction costs of \$584,766, general and administrative expenses of \$200,808 and net unrealized gain on changes in the fair value of financial liabilities of \$616,732.

⁽³⁾ During the three months ended June 30, 2018, the Corporation earned interest income of \$306,069 and reported a loss of \$7,186,878 (\$1.94 basic and diluted loss per Class B Share). The loss in the current period primary related to transaction costs of \$nil, general and administrative expenses of \$178,635 and net unrealized loss on changes in the fair value of financial liabilities of \$7,314,312.

⁽⁴⁾ During the three months ended September 30, 2018, the Corporation earned interest income of \$302,597 and reported a loss of \$32,199,921 (\$10.90 basic and diluted loss per Class B Share). The loss in the current period primary related to transaction costs of \$nil, general and administrative expenses of \$779,551 and net unrealized loss on changes in the fair value of financial liabilities of \$31,722,967.

⁽⁵⁾ During the three months ended December 31, 2018, the Corporation earned interest income of \$305,680 and reported a loss of \$58,922,537 (\$15.94 basic and diluted loss per Class B Share). The loss in the current period primary related to transaction costs of \$nil, general and administrative expenses of \$3,091,226 and net unrealized loss on changes in the fair value of financial liabilities of \$56,110,308.

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⁽⁶⁾ During the three months ended March 31, 2019, the Corporation earned interest income of \$302,000 and reported a loss of \$182,237,078 (\$49.30 basic and diluted loss per Class B Share). The loss in the current period primary related to transaction costs of \$nil, general and administrative expenses of \$2,048,311 and net unrealized loss on changes in the fair value of financial liabilities of \$180,513,029.

⁽⁷⁾ Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts.

Accounting Policies and Critical Accounting Estimates

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and items in net income or loss and the related disclosure of contingent assets and liabilities. Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain. The Corporation evaluates its estimates on an ongoing basis. Such estimates are based on assumptions that the Corporation believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of items in net income or loss that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Corporation has made in the preparation of its March 31, 2019 Financial Statements.

Fair Value of Financial Instruments

Certain financial instruments are recorded in the Corporation's statements of financial position at values that are representative of or approximate their fair value. The fair value of a financial instrument that is traded in active markets at each reporting date is determined by reference to its quoted market price. If the financial instrument does not trade on an active market, the Corporation will use an option-pricing model to measure the fair value of the financial instrument. Application of the option-pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets and the expected life of the financial instrument. Changes in the underlying trading value or estimates may significantly affect the amount of net income or loss for a particular period. Furthermore, the quoted market price or option price of a financial liability may not be equal to the amount that the Corporation may have to pay in settlement of the underlying obligation, should such obligation become immediately payable. The Corporation reviews assumptions relating to financial instruments on an ongoing basis to ensure that the basis for determination of fair value is appropriate.

Warrant Valuations

Pursuant to the Corporation's Offering of Class A Restricted Voting Units, the Corporation issued Warrants. The Corporation also issued Warrants as part of the Class B Units issued to the Founders and has also issued the Founders Warrants. Estimating the fair value of warrants requires determining the most appropriate valuation model that is dependent on the terms and conditions of the Warrant. To the extent that a quoted market value is not available, the Corporation applies an option-pricing model to measure the fair value of the Warrants issued. Application of the option pricing model requires estimates in expected dividend yields, expected volatility in the underlying assets and the expected life of the Warrant. These estimates may ultimately be different from amounts subsequently realized, resulting in an overstatement or understatement of net income or loss.

Income tax

The determination of the Corporation's income taxes and other tax assets and liabilities requires interpretation of complex laws and regulations. Judgment is required in determining whether deferred income tax assets should be recognized on the statements of financial position. Deferred income tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Corporation will generate taxable income in future periods in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing laws in each applicable jurisdiction. Future taxable income is also significantly dependent upon the Corporation completing a Qualifying Transaction, the underlying structure of a Qualifying Transaction, and the resulting nature of operations. To the extent that future cash flows and/or the probability, structure and timing, and the nature of operations of a future Qualifying Transaction differ significantly from estimates made, the ability of the Corporation to realize a deferred tax asset could be materially impacted.

Controls and Procedures

The Corporation's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting as defined in the Canadian Securities Administrators' National Instrument 52-109, *"Certification of Disclosure in Issuer's Annual and Interim Filings"*.

Under their supervision, the Chief Executive Officer and Chief Financial Officer have implemented disclosure controls and procedures and internal controls over financial reporting appropriate for the nature of operations of the Corporation. Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Corporation in the reports it files or submits under securities legislation is recorded, processed, summarized and reported on a timely basis and that such information is accumulated and reported to management, including the Corporation's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow required disclosures to be made in a timely fashion. Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Corporation's design of its internal controls over financial reporting is based on the principles set out in the *"Internal Control – Integrated Framework (2013)"* issued by *The Committee of Sponsoring Organizations of the Treadway Commission (COSO)*.

The Corporation has filed certificates signed by its Chief Executive Officer and the Chief Financial Officer certifying certain matters with respect to the design of disclosure controls and procedures and the design of internal control over financial reporting as at March 31, 2019.

Risk Factors

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Corporation and its financial position. Please refer to the section entitled "Risk Factors" in the Corporation's December 31, 2018 MD&A, available on SEDAR at www.sedar.com.

Cannabis Strategies Acquisition Corp.
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Financial Instruments

Fair value measurements

The following table summarizes those assets and liabilities that are included at their fair values in the Corporation's statement of financial position as at March 31, 2019, or those assets and liabilities for which fair value is otherwise disclosed in the accompanying notes to the March 31, 2019 Financial Statements. These assets and liabilities have been categorized into hierarchal levels, according to the significance of the inputs used in determining fair value measurements.

	Carrying value as at March 31, 2019 (\$)	Level 1 (*) (\$)	Level 2 (*) (\$)	Level 3 (*) (\$)
Financial assets				
Cash	48,584	48,584	nil	nil
Restricted cash and short-term investments in escrow	136,291,243	136,291,243	nil	nil
Financial liabilities				
Class A Restricted Voting Shares subject to redemption	269,500,000	269,500,000	nil	nil
Warrants	142,487,395	142,487,395	nil	nil

(*) Fair values as at March 31, 2019

The Corporation is exposed to financial risks due to the nature of its business and the financial assets and liabilities that it holds. The Corporation's overall risk management strategy seeks to minimize potential adverse effects of the Corporation's financial performance.

Market risk

Fair value risk

Fair value risk is the potential for loss from an adverse movement, excluding movements relating to changes in interest rates and foreign exchange rates, because of changes in market prices. The Corporation is exposed to fair value risk in respect of its Class A Restricted Voting Shares subject to redemption and warrant liability, which are carried in the Corporation's financial statements at their fair value. A 1% increase in the fair value of Class A Restricted Voting Shares and warrant liability would result in an increase in net loss for the three months ended March 31, 2019 of \$4,119,874. A 1% decrease in the fair value of Class A Restricted Voting Shares and warrant liability would result in a decrease in net loss for the three months ended March 31, 2019 of \$4,119,874.

Interest rate risk

Interest rate risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Due to the fixed interest rate on the Corporation's restricted cash and short-term balance held in escrow, its exposure to interest rate risk is nominal.

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Currency risk

Currency risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates relative to the Corporation's presentation currency of the Canadian dollar. The Corporation does not have any significant exposure to currency risk given the majority of transactions are in Canadian dollars.

Capital Management

(a) The Corporation defines the capital that it manages as its shareholders' deficiency, net of its Class A Restricted Voting Shares subject to redemption and Warrants. The following table summarizes the carrying value of the Corporation's capital as at March 31, 2019 and December 31, 2018:

	\$
Shareholders' deficiency	(286,040,811)
Class A Restricted Voting Shares subject to redemption	269,500,000
Warrant liability	142,487,395
Balance, March 31, 2019	125,946,584

	\$
Shareholders' deficiency	(103,803,733)
Class A Restricted Voting Shares subject to redemption	198,756,250
Warrant liability	32,718,116
Balance, December 31, 2018	127,670,633

The Corporation's primary objective in managing capital is to ensure capital preservation in order to benefit from acquisition opportunities as they arise.

(b) Liquidity

As at March 31, 2019, the Corporation had \$48,584 (December 31, 2018 - \$149,996) in cash. The Corporation expects to incur significant costs in pursuit of its acquisition plans.

To the extent that the Corporation may require additional funding for general ongoing expenses or in connection with sourcing its proposed Transaction, the Corporation may obtain such funding by way of unsecured loans from the Sponsor and/or its affiliates, subject to consent of the Exchange, which loans would, unless approved otherwise by the Exchange, bear interest at no more than the prime rate plus 1%. The Sponsor would not have recourse under such loans against the Escrow Account, and thus the loans would not reduce the value of such Escrow Account. Such loans would collectively be subject to a maximum principal amount of \$1,000,000 in the aggregate, and may be repayable in cash following the closing of a Qualifying Transaction and may only be convertible into Class B Shares and/or Warrants in connection with the closing of a Qualifying Transaction, subject to Exchange consent.

Otherwise, and subject to any relief granted by the Exchange, the Corporation may seek to raise additional funds through a rights offering in respect of shares available to its shareholders, in accordance with the requirements of applicable securities legislation, and subject to placing the required funds raised in the Escrow Account in accordance with applicable Exchange rules.