



HERBAL DISPATCH INC.

**Management's Discussion and Analysis
For the Three and Six Months Ended June 30, 2023**

(Stated in Canadian Dollars)

Dated August 28, 2023

Herbal Dispatch Inc.

Management's Discussion and Analysis

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This Management's Discussion and Analysis (MD&A) for Herbal Dispatch Inc. ("Herbal Dispatch", the "Company", the "Corporation", "we", "us" or "our") was prepared as of August 28, 2023 to assist readers in understanding our financial performance for the three and six months ended June 30, 2023. This MD&A should be read in conjunction with the accompanying unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2023 and the notes contained therein. In addition, this MD&A should be read in conjunction with our MD&A and audited consolidated financial statements for the year ended December 31, 2022, which were prepared in accordance with International Financial Reporting Standards (IFRS) and presented in Canadian dollars, our functional currency.

This MD&A contains forward-looking statements. Please see "Note Regarding Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions used to develop our forward-looking statements. Accounting principles applied under IFRS require us to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses, and related disclosures. We believe our estimates and assumptions are reasonable based on the information available at the time that these estimates and assumptions are made. Actual results may differ from these estimates.

Our head office is located at Suite 1750 – 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3. The Board of Directors approved the content of this MD&A on August 28, 2023.

Additional information on Herbal Dispatch, including our most recently filed audited consolidated financial statements, is available on the System for Electronic Document Analysis and Retrieval (SEDAR+) website at www.sedarplus.ca.

Business Overview

We own and operate leading cannabis e-commerce platforms and are dedicated to providing top quality cannabis to informed consumers at affordable pricing. Our flagship cannabis marketplace, Herbal Dispatch, is a trusted source for exclusive access to small-batch craft cannabis flower and a wide-array of other product formats.

Our common shares trade on the Canadian Securities Exchange ("CSE") under the symbol "**HERB**".

We were originally incorporated with the name Ascent Industries Corp. under the Business Corporations Act (British Columbia) on May 30, 2013. We completed an amalgamation with Paget Minerals Corp. on August 9, 2018 and subsequently listed our common shares for trading on the CSE. Effective May 15, 2020, we changed our name to Luff Enterprises Ltd. and on January 20, 2023, we changed our name to Herbal Dispatch Inc. The name change to Herbal Dispatch Inc. will allow us to realize the many synergies and benefits that come with aligning our name with the positive brand of Herbal Dispatch and our new flagship e-commerce website, **herbaldispatch.com**.

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Corporate Highlights

- In the second quarter of 2023, we continued to experience significant revenue growth, achieving gross sales of \$1.4 million, representing growth of 260% from the previous quarter ended March 31, 2023.
- In April 2023, we completed the acquisition of certain assets related to the Golden Spruce cannabis brand. We issued 2,250,000 common shares in consideration for the acquisition. An additional 750,000 common shares are issuable contingent on certain future revenue targets be achieved from the sale of Golden Spruce branded cannabis products.
- In April 2023, we launched the Hero Dispatch marketplace, the second portal created under our affiliate platform. Hero Dispatch provides veterans and first responders access to premium craft cannabis, which are typically funded through their healthcare benefits.
- In June 2023, we completed our first export sale to Australia, consisting of 93 kilograms of premium dried cannabis, marking a significant milestone for Herbal Dispatch as we enter the global cannabis market.

Selected Financial Data

The following table displays a summary of our consolidated statements of operations for the three and six months ended June 30, 2023 and 2022 and a summary of select balance sheet data as at June 30, 2023 and December 31, 2022.

\$	Three Months Ended		Six Months Ended	
	June 30	June 30	June 30	June 30
	2023	2022	2023	2022
Revenue - gross	1,384,940	9,339	1,768,041	29,171
Revenue - net	1,158,939	9,339	1,454,257	29,171
Gross profit	268,715	791	297,905	(17,167)
Operating expenses	717,570	384,149	1,409,878	859,953
Other expense (income), net	(47,190)	953,235	(24,541)	1,017,019
Net loss	(401,665)	(1,373,570)	(1,087,432)	(1,931,116)
Loss per share – basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

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As at	June 30 2023	Dec 31 2022
Assets		
Cash and cash equivalents	464,351	1,203,594
Current assets	1,724,702	2,114,098
Total assets	8,003,036	7,942,158
Liabilities		
Current liabilities	1,819,784	1,208,043
Long-term liabilities	959,924	457,033
Total liabilities	2,779,708	1,665,076
Shareholders' equity	5,223,328	6,277,082

Overall Performance and Strategy

We continued to make significant progress towards our strategic growth initiatives in the second quarter of 2023, achieving gross sales of \$1.4 million, reflecting a 260% increase from the previous quarter ended March 31, 2023. Since commencing sales in Canada on the acquired marketplace **herbaldispatch.com** last fall, we have achieved significant quarter-over-quarter revenue growth as we continue to grow our customer base and achieve repeat orders. In addition, in June 2023, we completed our first export sale to Australia, consisting of 93 kilograms of premium dried cannabis, marking a significant milestone for Herbal Dispatch as we enter the global cannabis market.

We believe our online strategy is overcoming many of the challenges that the cannabis industry has been experiencing in recent years in a highly scalable, yet capital efficient manner. Furthermore, our strategy is to utilize our growing online marketplace to identify and purchase best in class cannabis products that can be sold across all of our available product channels: direct to consumer (medical), wholesale to retailers (direct delivery recreational) and bulk sales (domestic & export).

Our vision is to build a customer centric organization that provides the best cannabis to local and international markets. We will achieve this by focusing on four complementary pillars for revenue generation in the years ahead, which will allow us to scale quickly with minimal additional capital required.

Four Pillars for Revenue Growth:

Medical Sales. Medical sales will continue through the **herbaldispatch.com** site and will continue to grow organically, through targeted communications to special groups, such as insured clients and within our growing partnerships with healthcare professionals across Canada. We have also launched affiliate websites in partnership with groups that have a large online following and loyal customer base. We plan to leverage all of our in-house digital backend, product inventory, and licensing to streamline the customer onboarding process with minimal additional cost required.

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In April 2023, we launched the Hero Dispatch marketplace, the second portal created under our affiliate platform. Hero Dispatch provides veterans and first responders access to premium craft cannabis, which are typically funded through their healthcare benefits. In Canada, eligible veterans and first responders receive coverage for medical cannabis through Veterans Affairs Canada ("VAC") as part of their healthcare benefits. The coverage amount varies by person, but most (60%) are eligible to receive three grams per day at \$8.50/g coverage. As of 2021, VAC had reimbursed licensed producers over \$150 million for medical cannabis sold to eligible veterans, growing to over \$200M in 2022.

Recreational Sales. Recreational sales started in December 2022 when we commenced our first direct delivery orders in BC to B-to-B customers. This program allows us to deliver directly to the roughly 450 private retail stores in the Province of BC. This B-to-B wholesale opportunity is very complementary to our existing medical business as we are already prepared to manage member orders proficiently, whether they are buyers for dispensary chains or individual clients. Further to the launch of recreational sales in BC, we are also expanding into other provinces to expand our recreational wholesale offering in dispensaries nationally. In the second quarter, we expanded our direct delivery into the Province of Manitoba.

Export Sales. Export sales represent a significant opportunity for us and one that shows a lot of promise given the expanding list of countries that have approved federal medical cannabis programs. We are pursuing opportunities for export to several countries that are interested in importing premium grade and craft focused medical cannabis from Canada. With the oversupply and depressed wholesale pricing domestically, this presents a compelling opportunity for high volume sales with strong margin potential.

In June 2023, we completed our first export sale to Australia, consisting of 93 kilograms of premium dried cannabis. This sale is part of a new partnership with a leading Australian medical cannabis provider and is expected to result in regular and growing shipments. We plan to work closely with our new partner to expand our premium and craft focused cannabis offering in Australia where the medical cannabis market is still new, but growing rapidly.

We are also optimistic that an increasing number of global markets will refine regulations, allowing for lower-barrier access to high quality cannabis products produced and distributed from Canada via Herbal Dispatch's growing distribution platform.

Manufacturing Services. Manufacturing sales will play a meaningful role for us moving forward. By offering licensed production services to select vendors/brands, we are building alignment with strategic partners that can add value to Herbal Dispatch's marketplaces. The ability to conduct these services enables us to minimize the cost of select products by spot buying bulk flower and then providing subsequent in-house packaging and processing (such as pre-roll manufacturing) for the Company's and our partners' brands. Having control over certain aspects of manufacturing has proven to lower product costs and increase the quality of Herbal Dispatch's product offering.

We expect that our sales revenue will continue to increase through the remainder of 2023 as we execute the above growth strategies.

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Results of Operations

Revenue

Gross revenue increased to \$1.4 million for the quarter ended June 30, 2023, from \$0.4 million in Q1 2023 and \$0.2 million in Q4 2022. Since commencing sales in Canada on the acquired marketplace **herbaldispatch.com**, we have achieved significant quarter-over-quarter revenue growth as we continue to grow our customer base and achieve repeat orders. Since the start of 2023, our direct delivery retailer platform has increased from 38 to over 170 customers and we now have over 1,800 active customers on our medical sales platforms. In addition, in June 2023, we completed our first export sale to Australia, consisting of 93 kilograms of premium dried cannabis, marking a significant milestone for Herbal Dispatch as we enter the global cannabis market.

A breakdown of our net revenue by category is as follows:

\$	Three Months Ended		Six Months Ended	
	June 30 2023	June 30 2022	June 30 2023	June 30 2022
Net revenue				
Canada				
Direct to consumer sales – medical	322,991	-	501,470	-
Direct to retailer sales - recreational	439,291	-	551,345	-
Export sales	364,700	-	364,700	-
Other revenue	31,957	-	36,742	-
	1,158,939	-	1,454,257	-
United States	-	9,339	-	29,171
	1,158,939	9,339	1,454,257	-

Gross profit

\$, except gross margin %	Three Months Ended		Six Months Ended	
	June 30 2023	June 30 2022	June 30 2023	June 30 2022
Revenue - net	1,158,939	9,339	1,454,257	29,171
Costs of sales	890,224	8,548	1,156,352	46,338
Gross profit	268,715	791	297,905	(17,167)
Gross margin %	23.2%	8.5%	20.5%	n/a

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Gross profit was \$0.3 million for the three months ended June 30, 2023, representing a gross margin of 23.2% on net revenue of \$1.2 million. This compares favourably to our year-to-date gross margin of 20.5%. The higher gross margin in the current quarter was achieved from more economies of scale from our direct operating costs as well as from changes in sales mix, including from exports sales, which generally earn a higher gross margin than domestic sales.

As our revenue continues to grow, including higher revenue from export sales, we anticipate that our gross margin will also continue to increase in the future.

In the comparative three and six months ended June 30, 2022, our nominal sales was not sufficient to fully absorb the fixed components of our direct operating costs, resulting in a nominal gross profit for the comparative quarter ended June 30, 2022 and a negative gross profit for the comparative six month period.

Operating expenses

	Three Months Ended		Six Months Ended	
	June 30	June 30	June 30	June 30
	2023	2022	2023	2022
General and Administrative				
Personnel	280,189	111,845	546,407	303,723
Professional fees	131,534	99,579	266,433	225,206
Other operating expenses	65,635	46,656	124,449	92,900
	477,358	258,080	937,289	621,829
Sales and Marketing				
Personnel	42,500	-	85,000	-
Advertising, promotions and selling costs	97,390	87,063	197,994	146,348
	139,890	87,063	282,994	146,348

General and administrative expenses increased for the three and six months ended June 30, 2023 compared to the same periods in 2022. In early 2022, we significantly reduced operating expenditures as we downsized our operations in the United States. However, in the second half of fiscal 2022 our operating expenses began to increase as we worked to launch and then commence sales on our online sales platforms in Canada.

Likewise, sales and marketing expenditures also increased in 2023 from the prior year. Following our acquisitions of the National Green Biomed group of companies ("NG Biomed") and the herbaldispatch.com platform in August 2022, we again began to incur more significant investments in sales and marketing activities as we launched our new cannabis marketplace in Canada. These expenditures are continuing as we work to grow our sales in 2023.

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Share based compensation expense was \$nil for the three and six months ended June 30, 2023 as no new options or restricted share units were granted in 2023 nor in fiscal 2022.

Depreciation and amortization expense increased to \$0.1 million and \$0.2 million, respectively, for the three and six months ended June 30, 2023. This expense primarily relates to the amortization of equipment and intangible assets acquired from business acquisitions in 2022 as well as equipment and other capital assets acquired to support the ramp up of sales activities.

Other expenses (income)

Other expenses (income) for the three and six months ended June 30, 2023 primarily consisted of (i) a gain on settlement of debt, (ii) interest costs and accretion related to loans payable; and (iii) foreign exchange gains and losses on cash and loans receivable denominated in US dollars. The gain on settlement of debt related to the expiration of rescission rights associated with the acquisition of NG Biomed in 2022. The difference between the value of the extinguished liability and the fair value of the common shares issued was recognized as a gain on settlement of debt.

In the comparative three and six months ended June 30, 2022, we incurred an impairment loss of 1.0 million related to assets located in Portland, Oregon. Of the impairment charge reported, \$0.9 million related to equipment and leasehold improvements and \$0.1 million related to inventory.

Net loss

Our net loss for the quarter ended June 30, 2023 improved significantly to \$0.4 million from a loss of \$1.4 million in Q2 2022. The higher net loss in Q2 2022 was primarily due to the \$1.1 million impairment charge reported in the comparative quarter. In addition, our net loss improved due to higher sales and gross profit, which was offset by higher operating expenses. On a year-to-date basis, our net loss also improved to \$1.1 million from \$1.9 million last year for the same reasons.

Summary of Quarterly Data

Quarter ended	June	Mar	Dec	Sept	June	Mar	Dec	Sept
\$ (000's, except per share)	2023	2023	2022	2022	2022	2022	2021	2021
Net revenue	1,159	295	189	101	9	20	30	374
Net (loss) income	(402)	(686)	(1,906)	(778)	(1,374)	(558)	651	(840)
(Loss) income per share ⁽¹⁾	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)

Note 1: Income (loss) per share represents both basic and diluted income (loss) per share. Quarterly income (loss) per share is not additive and may not equal the annual loss per share reported. This is due to the effect of rounding as well as shares issued during the year on the basic weighted average number outstanding.

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The past 8 fiscal quarters represented a transition and rebuilding period for our Company. In Q4 2021 and in the first two quarters of 2022, our revenue fell sharply for several reasons, including: (i) our plan initiated to significantly downsize our Oregon facility and complete the sale of our Nevada operations, (ii) very limited sales initiatives were implemented due to limited cash resources and our change in strategy to focus on our new online marketplace strategy. In Q3, 2022, our revenue once again began to increase as we launched our new online cannabis marketplace in Canada near the end of the quarter. This trend continued in Q4 2022 and in 2023 with net revenue increasing to \$1.2 million in Q2 2023 from \$0.3 million in Q1 2023 and \$0.2 million in Q4 2022.

Due to the relatively low sales generated over the past 8 quarters, our revenue and gross profit was not sufficient to cover our operating expenditures and resulted in net losses being reported in 7 of the past 8 fiscal quarters. We generated net income of \$0.7 million in Q4 2021 due to a \$1.1 million gain on the sale of our Nevada facility, which was sold for proceeds of \$6.5 million in December 2021.

Financial Condition and Liquidity

As at \$	June 30 2023	Dec 31 2022
Current assets	1,724,702	2,114,098
Total assets	8,003,036	7,942,158
Current liabilities	1,819,784	1,208,043
Total liabilities	2,779,708	1,665,076
Shareholders' equity	5,223,328	6,277,082
Working capital ⁽¹⁾	(95,082)	906,055
Six months ended	June 30 2023	June 30 2022
Cash flows used in operating activities	(656,784)	(883,741)
Cash flows used in investing activities	(6,337)	(12,535)
Cash flows used in financing activities	(74,041)	(99,470)

Note: (1) Working capital is defined as current assets less current liabilities.

Working capital

Our working capital position declined to negative \$0.1 million at June 30, 2023 from \$0.9 million at December 31, 2022. The \$1.0 million decrease was primarily due to our net loss year-to-date in 2023, which was \$1.1 million. At June 30, 2023, our cash position was \$0.5 million compared to \$1.2 million at December 31, 2022.

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Our ability to fund our future operating expenses and capital expenditures will continue to depend on our future operating performance, most notably our ability to achieve sales in the future that are sufficient to cover our operating expenses. Future sales levels will be affected by several factors, including general economic, financial, regulatory factors, including factors beyond the Company's control (See "Risks and Uncertainties"). Based on our cash and working capital position at June 30, 2023, we believe we will need to access additional equity and/or debt financing to support our growth objectives and operating expenditures over the coming months. As we successfully execute on our growth objectives, we anticipate that we will begin to achieve positive cash flow from operations in the future.

We previously announced on May 25, 2023 that we intended to complete a non-brokered private placement of approximately 100,000,000 Units of the Company (the "Units") at a price of \$0.01 per Unit for gross proceeds of \$1,000,000 with each Unit consisting of one common share and one common share warrant. Plans for this financing have been postponed for the time being. Monthly revenue has been stronger than budget and we are reviewing non-dilutive financing options for working capital needs.

Cash used in operating activities

Cash used in operating activities during the six months ended June 30, 2023 was \$0.7 million (2022 - \$0.9 million). In both 2023 and 2022, we did not generate sufficient revenue and gross profit to cover our operating expenses.

Cash used in investing activities

During the six months ended June 30, 2023, we incurred a nominal amount of capital expenditures on miscellaneous equipment to support business operations.

Cash used in financing activities

Net cash used in financing activities was \$74 thousand for the six months ended June 30, 2023, which consisted of principal repayments on our right of use lease liability and payments related to consideration payable from the acquisition of NG Biomed in the prior year.

Our loans payable at June 30, 2023 included a convertible debenture with a principal balance of \$438,000. The convertible debenture is owing to a company controlled by a director and shareholder of the Company, bears interest at a coupon rate of 10.0% per annum and matures on May 31, 2024. The convertible debenture is convertible into 43,800,000 common shares at the election of the holder at any time and, at the Company's election, during any period where the 20-day weighted average trading price of our common shares is \$0.05 or greater.

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In addition, we have convertible debentures in the principal amount of \$500,000 that have an annual coupon rate of 10.0% per annum, payable monthly, and mature on December 31, 2024. The debentures are also convertible, at the holder's option, into common shares of the Company at \$0.025 per share, and at the Company's election, during any period where the trading price of the Company's common shares is \$0.05 or greater for a minimum period of 20 consecutive trading days.

Shareholders' Equity

Shareholders' equity decreased to \$5.2 million at June 30, 2023 from \$6.3 million at December 31, 2022. The statements of shareholders' equity included in the accompanying consolidated financial statements for the six months ended June 30, 2023 provide a schedule showing changes to all of the components of shareholders' equity during the period. The decrease of \$1.1 million was attributable to the net loss incurred for the six months ended June 30, 2023.

Related Party Transactions

	Three Months Ended		Six Months Ended	
	June 30 2023	June 30 2022	June 30 2023	June 30 2022
Key management personnel compensation				
Wages and benefits and management fees	85,511	57,392	163,581	133,836
Directors' fees	30,000	24,000	60,000	48,000
Stock based compensation	-	(5,813)	-	-
	115,511	75,579	223,581	181,836

For the three and six months ended June 30, 2023, we defined key management personnel as being the Chief Executive Officer and Chief Financial Officer. During the three and six months ended June 30, 2023, we also incurred interest expense of \$8,759 and \$15,327 (three and six months ended June 30, 2022 - \$6,568 and \$13,136), respectively, related to a convertible debenture owing to a director and shareholder of the Company. Transactions with related parties are in the normal course of operations and are initially recorded at the exchange amount.

Outstanding Share Data

	August 28 2023	June 30 2023
Common Shares outstanding	736,279,091	736,279,091

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As at August 28, 2023, we also had outstanding:

- (i) Warrants to acquire 27,656,000 common shares of the Company at an exercise price of \$0.05 per share and expiring on October 26, 2024;
- (ii) Warrants to acquire 6,172,001 common shares of the Company at an exercise price of \$0.15 per share and expiring on December 31, 2023;
- (iii) Stock options exercisable into 400,000 common shares of the Company at a price of \$0.02 per share and expiring on July 28, 2025;
- (iv) Convertible debentures in the principal amount of \$500,000 that are convertible into 20,000,000 common shares of the Company at a price of \$0.025 per share and maturing on December 31, 2024;
- (v) A convertible debenture in the principal amount of \$438,000 that is convertible into 43,800,000 common shares of the Company at a price of \$0.01 per share and maturing on May 31, 2024; and
- (vi) 750,000 issuable common shares contingent on certain revenue targets be achieved from the sale of Golden Spruce branded cannabis products in the future.

Risks and Uncertainties

Our business is subject to certain risks and uncertainties. Prior to making any investment decisions regarding Herbal Dispatch, investors should carefully consider, among other things, the risks described herein and in the "Risks and Uncertainties" section of our MD&A for the year ended December 31, 2022, which is incorporated by reference herein. These risks and uncertainties are not exhaustive. Additional risks presently known or currently deemed immaterial may also impair our business operations. If any of the events described in our business risks actually occur, our overall business, operating results and financial condition could be materially adversely affected.

Forward Looking Information

Certain statements in this MD&A, including statements or information containing terminology such as "anticipate", "believe", "intend", "expect", "estimate", "may", "could", "will", and similar expressions constitute "forward-looking statements" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical fact, that address activities, events, or developments that we or a third party expect or anticipate will or may occur in the future, including our future growth, results of operations, performance, and business prospects and opportunities are forward-looking statements.

These forward-looking statements reflect our current beliefs and are based on information currently available to us. These statements require us to make assumptions we believe are reasonable and are subject to inherent risks and uncertainties. Actual results and developments may differ materially from the anticipated results and developments discussed in the forward-looking statements as certain of these risks and uncertainties are beyond our control. These risks include several of the factors discussed further under "Risks and Uncertainties" above. These risk factors are interdependent and the impact of any one risk or uncertainty on a particular forward-looking statement is not determinable.

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Examples of forward-looking statements in this MD&A and the key assumptions and risk factors involved in such statements include, but are not limited to, executing our strategic growth initiatives for 2023 and beyond, which includes: (i) growing medical sales from our online e-commerce platforms; (ii) growing recreational sales via direct delivery orders to retailers; (iii) growing revenue from manufacturing services; and (iv) achieving revenue growth from export sales. The successful execution of these initiatives is subject to a number of risks and uncertainties, including industry competition, and future customer demand for our products, among others. Forward-looking statements in this MD&A also includes our expectation that as our revenue continues to grow, our gross margin will also continue to increase in the future. This belief is subject to the assumption that our revenue will increase in the future, including from export sales, which typically earn a higher gross margin than domestic sales.

Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected effects on Luff. These forward-looking statements are made as of the date of this MD&A. Except as required by applicable securities legislation, we assume no obligation to update publicly or revise any forward-looking statements to reflect subsequent information, events, or circumstances.

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Additional information

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.

Corporation information

Registered Office:	Suite 1750 – 1055 West Georgia Street, Vancouver, BC V6E 3P3
Directors:	Jeremy South Philip Campbell Drew Malcolm Herb Dhaliwal
Senior Officers:	Philip Campbell, Chief Executive Officer Jason Vandenberg, Chief Financial Officer
Auditor:	Kingston Ross Pasnak LLP Suite 1500, 9888 Jasper Avenue NW Edmonton, Alberta, T5J 5C6
Transfer Agent:	Endeavor Trust Corporation 702 – 777 Hornby Street Vancouver, BC, V6Z 1S4