BEVCANNA ENTERPRISES INC.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the three months ended March 31, 2020 and 2019

Prepared as of June 11, 2020

INTRODUCTION

The following interim management's discussion and analysis ("**MD&A**") is a review of operations, current financial position and outlook for Bevcanna Enterprises Inc. (the "**Company**") and should be read in conjunction with the Company's audited consolidated financial statements for the three months ended March 31, 2020 and notes thereto. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**").

As used in this MD&A and unless otherwise indicated, the terms "we", "us", "our", and "Company" refer to BevCanna Enterprises Inc. Unless otherwise specified, all dollar amounts are expressed in Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from such statements. The words "aim," "anticipate," "believe," "continue," "could," "expect," "intend," "likely", "may," "optimistic," "plan," "potential", "predict", "should," "would," and other similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on material factors and assumptions made by our Company in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate in the circumstances, including but not limited to:

- the Company's expectations regarding its consolidated revenue, expenses and operations;
- the Company's anticipated cash needs, its needs for additional financing;
- the Company's intention to develop its business and its operations;
- expectations with respect to future production costs and capacity;
- the grant and impact of any licence or supplemental licence to conduct activities with cannabis or any amendments thereof;
- expectations with respect to the future growth of its medical and/or adult-use recreational cannabis products;
- the Company's competitive position and the regulatory environment in which the Company operates;
- expectations with respect to the approval of the Company's licences; and
- expectations with respect to the Company's intended operations in California and the United States.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those indicated in these statements, including, but not limited to:

- the Company not being issued licences to cultivate and sell cannabis in a timely manner, or at all;
- uncertainty with respect to the legalization of cannabis-infused edibles and beverages in Canada;
- uncertainty with respect to the conflict between United States federal and state laws;
- uncertainty over whether a market will develop for the Company's products;
- the Company's limited operating history;
- potential or actual conflicts of interest;
- the risk the Company is unable to obtain additional financing to achieve its business objectives and execute its strategy on satisfactory terms, or at all;
- uncertainty about the Company's ability to continue as a going concern; and
- changes in general economic or political conditions.

The forward-looking statements contained in this MD&A reflect our views and assumptions only as of the date of this MD&A. The Company undertakes no obligation to update or revise any forward-looking statements after the date on which the statement is made, except as required by applicable laws, including the securities laws of Canada.

DESCRIPTION OF BUSINESS

The Company was incorporated under the BC *Business Corporations Act* on July 13, 2017 as Nutrivida Biotech Investments Inc. During the year ended December 31, 2019, the Company did not conduct any material commercial operations. Its principal business was the development and expansion of the business carried on by its wholly-owned subsidiary BevCanna Operating Corp. ("**BevCanna Opco**"). BevCanna Opco has applied for licences (the "**Licences**") in respect of its Production Facility (as defined below) for the cultivation and sale of cannabis from Health Canada pursuant to the *Cannabis Act* (Canada), and is currently at the Review and Security Clearance Stage of the licensing process. The Company is also positioning itself for future growth now that Health Canada has expanded legalization of cannabis into derivative products and beverages. The Company has secured a long-term lease for 295 acres of land and a 40,000 sq. ft. turn-key bottling facility with access to an underground aquifer located in Bridesville, British Columbia (the "**Production Facility**").

The Company has also entered into a joint development agreement (the "**JD Agreement**") with a California-based company to develop cannabis-based beverage formulations in California, where such products are permitted under state law. The agreement includes an option for the Company to acquire all of intellectual property owned by the California company related to water-soluble cannabis powders and all of the intellectual property developed under the agreement. The Company has incorporated a subsidiary under the laws of the State of California to carry out the Company's operations in California and has a commitment to inject $1 million into this subsidiary following the exercise of its option.

The Company has applied for licences for processing and research under the Cannabis Act and a hemp cultivation licence under the Industrial Hemp Regulations in addition to the originally applied for Production Licence and Sales Licence. In May 2019, Health Canada issued the hemp cultivation licence to the Company. In August 2019, Health Canada issued the cannabis research licence to the Company.

The Company is currently focusing on the development of its product branding, the identification and evaluation of potential joint venture and business opportunities, and formalizing agreements in respect of such opportunities where the Company believes it to be appropriate. Once the Company has been granted the Licences, it will begin the business of growing, cultivating and processing cannabis, and when permitted in accordance with applicable laws and regulations, it intends to position itself as a vertically integrated white label manufacturing partner and supplier of premium alkaline spring water for infused cannabis beverages. The Company will formulate, develop and launch infused beverage brands through licensing agreements and joint ventures with other licensed producers of cannabis and entities with expertise in desired areas. The Company also intends to launch its own house brands infused with cannabidiol which have a health and wellness focus. In the event that the Company is not granted the Licences as expected, or the grant of the Licences is delayed, the Company will focus on expanding its operations in the United States, as permitted by applicable state laws.

On June 28, 2019, the common shares of the Company were approved for listing on the Canadian Securities Exchange (“CSE”).

On July 2, 2019, the Company’s common shares commenced trading on the CSE under the symbol “BEV”.

OVERALL PERFORMANCE

The Company has not yet achieved profitable operations.

The Company is at an early stage in its development. The Company’s future performance depends on, among other things, its ability to: (i) complete the planned expansion of the Production Facility using the funds available; (ii) obtain the Licences, and (iii) achieve the milestones set out in the JD Agreement.

On February 15, 2019, the Company entered into an exclusive supply agreement with Nextleaf Solutions Ltd. (CSE: OILS, OTCQB: OILFF, FSE: L0MA) (“Nextleaf”), which owns a portfolio of 5 issued and 24 pending patents pertaining to the production of high-purity, cannabinoid rich distillate, a key ingredient used in the manufacturing of standardized THC and CBD infused products. Nextleaf has granted exclusive license to the Company for the use of IP related to water-soluble cannabinoids for the development, manufacturing and sale of the Company’s products. This includes the Company’s portfolio of house brands, and white-label products developed by the Company for third parties. Performance milestones include commercialization within 12 months of the legalization of infused products and edibles in Canada (October 2019). The initial term of the agreement extends for three years after the legalization of infused products, and the agreement extends for a subsequent five-year renewal period, unless terminated earlier.

On April 1, 2019, the Company entered into the JD Agreement to develop cannabis infused beverages in California. The Company is committed to provide funding of up to US$500,000. As of December 31, 2019, US$507,330 has been funded. The Company has an irrevocable and exclusive right and option to purchase and acquire any or all of the right title and interest in and to other party of the JD Agreement and/or its assets and the other party’s intellectual property (“Option”). The option is exercisable through the issuance of common shares and released on performance milestones being met as follows:

- US$1,000,000 on launch of a powdered drink line within 3 months;
- US$1,000,000 on launch of a line of water drinks within 9 months;
- US$1,400,000 on attainment of US$7,500,000 in revenues;
- US$1,400,000 on attainment of US$16,500,000 in revenue.

Upon exercise of the option, the Company will commit to inject an additional US$1,000,000 to support the working capital needs of the JD Agreement.

On May 1, 2019, the Company entered into a brand management services agreement with an arm’s length party pursuant to which the Company issued 100,000 common shares to at a deemed price of $1.00 per common share and agreed to pay $8,000 per month for a term of twelve months for brand management services, which may be payable in cash, common shares or a combination of cash and common shares.

On May 1, 2019, the Company entered into a marketing services agreement with an arm’s length party pursuant to which the Company issued 300,000 common shares at a deemed price $1.00 per common share and agreed to pay $35,000 per month for a term of twelve months for marketing services.

On September 16, 2019, the Company entered into a definitive agreement with Clearwater CannGrow Inc. (“Clearwater”) to grow certified organic sun-grown cannabis on an aggregate 130-acre plot of land on the Company’s allocated property (the “Property”) near Osoyoos, BC. The agreement sees the Company combining its extensive beverage, bottling and branding expertise with Clearwater’s industry-leading cannabis cultivation and operational skills, on the Company’s prime outdoor cultivation site. Clearwater’s expert agricultural consultant, Joey Bedard-Brunet has agreed to plan and operate the cultivation using Good Agricultural Practices. As co-owner of a large-scale hemp farm, an outdoor cannabis farm and other agricultural businesses, Mr. Bedard-Brunet is a farm start-up expert. With formal training in both farming and horticulture, he has also designed and executed one of the largest organic industrial hemp farms in western Canada. For the full details of this agreement, please refer to the Company’s news release dated September 17, 2019.

On October 3, 2019, the Company announced the signing of a definitive agreement with Higharchy Ventures Ltd., a private company incorporated under the laws of the Province of British Columbia (“Higharchy”), to develop, manufacture and launch a portfolio of cannabis beverage brands for distribution in Canada through Higharchy’s growing retail cannabis network.

On January 15, 2020, the Company announced the acquisition of Carmanah Craft Corp. (“Carmanah”). The acquisition provided the Company access to an extensive library of cannabis genetics, including 50 premium cannabis strains and over 25 types of cannabis seeds, including six auto flower seed varieties, dramatically increasing the overall cannabis yield projections. For the full details of this acquisition, please refer to the Company’s news release dated January 15, 2020.

On February 12, 2020, the Company amended the consultant agreement with Clearwater and issued 1,000,000 common shares at a price of $0.50 to the contractor for the service in respect of outdoor cultivation of Cannabis plants exclusively to the Company. The exclusive agreement with Clearwater will assist the Company to more than double its potential cannabis biomass output. For the full details of this agreement, please refer to the Company’s news release dated February 13, 2020.

On February 14, 2020, the Company entered into an amended second lease agreement with Naturo allowing the Company an increased area of the premises for permitted use from 5,500 sq. ft. to 12,289 sq. ft. for the remaining term of the lease. The Company agreed to pay $1,253,400 for the additional space and displacement fee to Naturo. $600,000 was paid in cash in the year ended December 31, 2019. On March 6, 2020, the Company issued 1,537,411 common shares at a price of $0.425 per share for the balance of the displacement fee. For the full details of this agreement, please refer to the Company’s news release dated February 18, 2020.

On Feb 17, 2020, the Company announced the signing of a definitive joint venture agreement with Mota Ventures Corp. (CSE:MOTA, FSE:1WZ:GR, OTC:PEMTF) (“Mota”), an established eCommerce, direct to consumer provider of a wide range of CBD products in the United States and Europe, to exclusively distribute the Company’s hemp-derived CBD products in the European market.

On February 25, 2020, the Company announced the strategic objectives for the remaining of 2020:

- the Company will become Canada’s largest organic outdoor cannabis cultivator
- the Company will commence white-label beverage production in Canada by Q3-2020
- the Company will commercialize its house brands, Anarchist Mountain and Gruv Beverages, selling these product lines in Canadian licensed retailers by Q4-2020
- the Company will finalize its previously announced joint venture with Bloom, and commercialize Bloom branded cannabis concentrates and extracts, selling these product lines in Canadian licensed retailers by Q4-2020
- the Company will commercialize our proprietary THC water-soluble powder technology in California
- the Company will commercialize the Anarchist Mountain and Gruv Beverages brands’ ready-to-drink formats in California licensed retailers by Q3-2020
- the Company will introduce our Hemp-Derived CBD powder and ready-to-drink beverage lines into Europe.

On April 3, 2020, the Company entered into a marketing and investor relations agreement with Aktiencheck.de ("Aktiencheck"), to provide corporate branding, marketing, online corporate communications and investor relations services for a term of one month for total cash consideration of €50,000 upon entry into the agreement.

On May 7, 2020, the Company announced the signing of an agreement with Argentia Gold Corp. ("Argentia"), a Maritime-based licensed cannabis producer, to exclusively represent the Company's line of cannabis-infused beverages in Newfoundland, PEI and New Brunswick.

On May 12, 2020, the Company announced the signing of a definitive agreement with Capna Intellectual, Inc. ("Capna"), a corporation based in Los Angeles, specializes in developing consumer packaged goods for the cannabis market and created the best known Bloom brand now sold in five States: California, Nevada, Washington, New Mexico, and Oklahoma, to manufacture and sell the leading multi-state cannabis vape brand, Bloom, to Canada. The Company will manufacture and sell Bloom branded products, including cannabis concentrates and extracts, in Canada.

Management Changes

On January 27, 2020, the Company's board of directors appointed John Campbell as the new Chief Financial Officer and corporate secretary of the company, filled the vacancy left by Oleg Scherbina, who resigned on January 31, 2020. Mr. Campbell has been with the Company since November 2018 as Chief Strategy Officer and director.

On February 24, 2020, Camilo Lyon resigned as a director due to a conflict of interest with his new position with investment banking firm, BTIG.

OUTLOOK

The Company's business objectives for the upcoming six months include:

- Submission of its final evidence package to Health Canada for approval of its standard processing license.
- completion of testing of water-soluble, powder-based beverages in the United States;
- entry into multiple LOIs with Canadian Licensed Producers for white-label manufacturing of cannabis infused beverages for initial clients for the Canadian market;
- refinement and roll-out of the Company's in-house brand concepts for both the Canadian and United States markets, including Anarchist Mountain Beverages, the Company's first brand, which is inspired by the site of the Company's bottling operations; and

As disclosed in the Company's prospectus dated June 20, 2019, available under the Company's SEDAR profile at www.sedar.com, the Company also announces that it has entered into an exclusive master lease and services agreement with a beverage manufacturer - Naturo Springs. The agreement includes exclusive access to Naturo Springs's alkaline spring water aquifer, from which the Company will source water to infuse with CBD and THC for its cannabis infused beverage products. The partnership also enables the Company to cultivate its own sun-grown cannabis biomass, through the lease of 295 acres from Naturo Springs. BevCanna was recently awarded a hemp cultivation license from Health Canada, and is subsequently pursuing a Cannabis Cultivation License for the 2021 crop season. The biomass and pristine spring water will form the basis of the Company's range of innovative infused beverages, for both house brands and white-label clients.

In addition to providing access to these on-site resources, Naturo Springs has agreed to allocate their 40,000-square foot HACCP-approved bottling facility and warehouse for the Company's exclusive use. A Standard Processing License has already been applied for on the existing facility and the Company is in the final evidence submission stage.

Naturo Springs has also obtained pre-approval from the Agricultural Land Commission to expand the facility up to 170,000 square feet, to be used for the Company's future growth strategy. The bottling plant's current capacity is 72 million bottles per shift/per annum.

SELECTED FINANCIAL INFORMATION

	Three months ended March 31, 2020 (Unaudited) ($)	Year ended December 31, 2019 (Audited) ($)
Total revenues	-	-
Loss for the period	(2,217,674)	(10,191,987)
Total Assets	21,169,019	16,236,677
Total Liabilities	4,280,480	2,729,984
Shareholder's Equity	16,888,539	13,506,693
Loss per share (basic and diluted)	0.04	0.22

Statements of Financial Position	Three months ended March 31, 2020 (Unaudited) ($)	Year ended December 31, 2019 (Audited) ($)
Assets		
Current assets	1,294,181	1,195,471
Total Assets	21,169,019	16,236,677
Liabilities		
Current liabilities	3,650,480	2,099,984
Total liabilities	4,280,480	2,729,984
Total Shareholders' Equity	16,888,539	13,506,693
Total Liabilities and Shareholders' Equity	21,169,019	16,236,677

DISCUSSION OF OPERATIONS

Three months ended March 31, 2020

Revenue

For the three months ended March 31, 2020, the Company did not generate any revenue.

Net Loss

For the three months ended March 31, 2020, the Company recorded expenses of $1,950,346, loss on acquisition of $207,353, realized and unrealized loss on marketable securities of $91,967, gain on debt settlement of $88,624 and foreign exchange loss of $56,632, which resulted in a net loss of $2,217,674 during the three months ended March 31, 2020. The main factors that contributed to the loss in the period were share-based compensation of $515,184, professional and consulting fees of $475,502, wage expenses of $115,825, amortization expenses of $314,277, research and development expenses of $160,776, legal expenses $117,074, marketing expenses of $67,010 and management fees of $75,500. Management anticipates that the Company will incur expenses in subsequent periods as a result of expenses associated with being a reporting issuer listed on a stock exchange, and expenses anticipated to be incurred in connection with the expansion of the Production Facility and announced definitive agreements.

Assets

The Company's assets as at March 31, 2020 were $21,169,019, consisting primarily of lease and manufacturing agreements with a related party valued at $10,164,223, property and equipment at $6,775,615, intangible assets acquired from acquisition of $2,935,000, GST receivable of $636,013 and prepaid expenses and deposits of $642,219.

Liabilities

The Company's current liabilities as at March 31, 2020 were $3,650,480 comprised of $3,033,803 in trade payables and accrued liabilities and $616,677 due to related parties. As at March 31, 2020, the Company has long-term liabilities of $630,000 comprised of an obligation to issue debentures.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital

As at March 31, 2020, the Company had working capital of deficit of $2,356,299. For 2020, management intends to continue to diligently monitor and adjust the capital budget based on expected cash flow from capital raising and debt issuance, and as such management believes the Company has sufficient resources to fund its 2020 operations and expansion plan.

Cash used in Operating Activities

During the three months ended March 31, 2020, the Company had cash used in Operating Activities of $46,041.

Cash used in Investing Activities

During the three months ended March 31, 2020, the Company had cash used in Investing Activities of $257,420 comprised of $599,693 for the purchase of property and equipment, reduced by the proceeds from the sale of marketable securities of $42,273 and cash acquired from acquisition of Carmanah of $300,000.

Cash provided by Financing Activities

During the three months ended March 31, 2020, the Company received a net of $215,207 in cash from Financing Activities comprised of $225,000 from the proceeds from share subscriptions received, less share issuance cost of $9,793.

Future Capital Requirements

The Company will need to continue to raise capital, as the Company expects its costs will increase due to the expansion of the Production Facility and the start of production, as well as the initiation of the Company's operations in California under the JD Agreement. The Company's future capital requirements will depend upon many factors including, without limitation, the granting of the Licences by Health Canada. The Company has limited capital resources and has to rely upon the sale of equity securities for cash required for expansion and production purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity and debt securities to raise capital, which would result in further dilution to the shareholders. There is no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company or at all.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not enter into any off-balance sheet arrangements as at March 31, 2020 or as of the date of this report.

TRANSACTIONS BETWEEN RELATED PARTIES

During the three months ended March 31, 2020, the Company incurred management fees of $67,500 from certain directors and officers of the Company.

As at March 31, 2020, the following is owed to related parties, which are non-interest bearing, unsecured and due on demand:

- $62,250 (December 31, 2019 - $22,331) for services provided by the Chief Strategy Officer of the Company ("CSO").
- $616,677 (December 31, 2019 - $66,728) from amounts owing for products and services provided by a company owned by the President and the Chief Executive Officer ("CEO") of the Company.
- $7,500 (December 31, 2019 - $nil) for services provided by the President of the Company.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Accounting Policies Adopted by the Company

IFRS 16 Leases

IFRS 16 "Leases" ("IFRS 16") was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 replaces IAS 17 "Leases" ("IAS 17"), International Financial Reporting Interpretations Committee ("IFRIC") 4 "Determining Whether an Arrangement Contains a Lease" ("IFRIC 4"), Standards Interpretation Committee ("SIC") 15 "Operating Leases - Incentives", and SIC 27 "Evaluating the Substance of Transactions Involving the Legal Form of a Lease".

IFRS 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases which requires lessees to account for operating leases under a single on-balance sheet model in a manner similar to the previous accounting for finance leases under IAS 17. At the commencement date of a lease, a lessee recognizes a liability to make lease payments and a right-of-use asset ("ROU asset") representing the right to use the underlying asset during the lease term.

The adoption of the IFRS 16 has had no material impact on the Company's consolidated financial statements, as the Company currently has limited exposure to leases.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, accounts payables and accrued liabilities. The fair value of the Company's amounts receivable and accounts payable and accrued liabilities approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short terms to maturity. The Company's cash is measured at fair value, under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk as the receivable balance is from the receiver general.

Liquidity risk

The Company's approach to managing liquidity risk is to raise capital as required to meet liabilities when due. As at March 31, 2020, the Company had a cash balance of $729 to settle current liabilities of $3,033,803. Subsequent to the three months ended March 31, 2020, the Company received GST refund from the Receiver General for $563,453. Subsequent to the three months ended March 31, 2020, the Company has completed share for debt transactions to settle debt for a total of $1,010,570 with various vendors, consultants and related parties. Subsequent to the three months ended March 31, 2020, the Company was also able to close a non-brokered private placement of $300,000 proceeds and acquired a demand loan from related parties for $226,000 with zero interest rate and payable on demand. Subsequent to the three months ended March 31, 2020, the Company received proceeds of $149,900 from options exercised from related parties. The Company believes it can continue to raise capital as required to fund its operations and expansion.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, equity prices, input costs and product prices. Cannabis is part of a developing market, likely subject to volatile and possibly declining prices year over year, as a result of increased competition. Because cannabis is a newly commercialized and regulated industry, historical price data is either not available or not predictive of future price levels.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not yet exposed to interest rate as it does not have any interest-bearing borrowings.

DISCLOSURE OF OUTSTANDING SECURITY DATA

The Company has one class of shares outstanding, being common shares. As of the date of this report, 64,476,025 common shares were issued and 63,809,025 were outstanding as fully paid and non-assessable shares.

As of the date of this report, the Company had 5,099,000 options to acquire common shares issued and outstanding exercisable at a price of $0.47 per common share.

As of the date of this report, the Company had 4,000,000 common share purchase warrants outstanding exercisable at a price of $0.50 per common share.

SUBSEQUENT EVENTS

Subsequent to the period ended March 31, 2020, the Company has acquired a demand loan from Naturo for $226,000. The loan bears zero interest rate and payable on demand with no maturity date.

On April 14, 2020, the Company completed a non-brokered financing of $630,000 by way of issuance of convertible debentures (the "2020 Debentures"). The 2020 Debentures carry an interest rate of 8.0% per annum payable semi-annually, with a maturity date of April 14, 2023. The 2020 debentures are convertible to common shares of the Company at $0.75 per share.

On April 14, 2020, the Company completed shares for debt settlement transactions with various consultants and vendors in the amount of $758,500 by issuing 1,896,250 common shares, of the total $329,500 of the settled amount is with related parties.

On April 14, 2020, the Company completed a non-brokered private placement of $300,000 for 705,879 common shares.

On April 28, 2020, the Company completed shares for debt settlement transactions with various consultants and vendors in the amount of $217,100 by transferring 542,750 common shares held in treasury of the Company, of the total $197,100 of the settled amount is with related parties.

On April 30, 2020, the Company entered into an exclusive license agreement with CanCore Concepts Inc., ("Licensor"), a Colorado corporation whereby granting exclusive rights to the Company using the intellectual property of the Licensor including name, logo and artwork. The Company will also obtain the license to use the intellectual property to manufacture and sell Licensed products in Canada. The initial term of the agreement is three years and the Company will pay the Licensor through an exclusive purchase of Goods under the Sale of Goods Agreement. As part of the contract, the Company is also committed to invest $150,000 USD in Serovita Holding Corp. ("Serovita") pursuant to convertible debentures as follows:

- $25,000 USD by April 30, 2020
- $25,000 USD by May 15, 2020
- $50,000 USD by May 31, 2020
- $50,000 USD by June 30, 2020

On April 30, 2020, the Company paid $25,000 USD to secure the contract. Subsequent to the period ended March 31, 2020, the Company invested $50,000 USD to-date. The convertible promissory note matures on June 30, 2024 and bears a 10% interest per annum, compounded monthly, exercisable immediately to January 31, 2022 at $0.70 per common share. The Company can exercise the warrant to convert the loan into common shares prior to June 30, 2022. Interest is payable on conversion date or on maturity date.

On May 8, 2020, the Company entered into an intellectual property and trademark license agreement with Capna Intellectual, Inc. ("Capna"), a California company whereby granting rights to use Capna's Licensed IP to manufacture, advertise, distribute and sell certain products. The initial term of the agreement is five years with automatic extension of additional five years unless terminated. The Company will pay Capna a fixed percentage of royalty of net profits.

On May 28, 2020, the Company completed shares for debt settlement transactions with various consultants and vendors in the amount of $34,970 by issuing 87,423 common shares at a price of $0.40.

On May 28, 2020, the Company completed a non-brokered private placement of $37,500 for 88,235 common shares at a price of $0.425.

Subsequent to the period ended March 31, 2020, a total of 453,000 stock options were exercised for gross proceeds of $149,990 in exchange for the issuance of 453,000 common shares of the Company. All of the stock options exercised are related parties.

Subsequent to the period ended March 31, 2020, the Company received GST refund of $563,453.

Since December 31, 2019, the outbreak of the coronavirus, also known as "COVID-19," has spread across the globe and is impacting worldwide economic activity. Conditions surrounding the coronavirus continue to rapidly evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions as well as on the Company's business activities. The extent to which the coronavirus may impact the Company's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of the outbreak, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. The effect that these events will have such as the ability for the Company to raise capital, the Company cannot determine their financial impact at this time.

OTHER MD&A REQUIREMENTS

Additional information related to the Company can be found on SEDAR at www.sedar.com.