

Juva Life Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the six months ended June 30, 2022

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements and notes thereto for the six months ended June 30, 2022 of Juva Life Inc. (the "Company"). Such condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in US dollars unless otherwise indicated.

References to EBITDA in this MD&A refer to net earnings from continuing operations before interest, taxes and tax recoveries, amortization, deferred income tax recovery, unrealized foreign exchange losses, non-cash share-based expenses (Black-Scholes option pricing model) and write-off of assets. References to adjusted gross profit in this MD&A refer to gross profit net of non-cash items allocated to cost of goods sold such as direct and indirect depreciation and fair market value adjustments to inventory.

EBITDA and adjusted gross profit are not an earnings measure recognized by IFRS and do not have a standardized meaning prescribed by IFRS. Management believes that these are alternative measures in evaluating the Company's business performance. Readers are cautioned that these measures should not be construed as an alternative to net income as determined under IFRS; nor as an indicator of financial performance as determined by IFRS; nor a calculation of cash flow from operating activities as determined under IFRS; nor as a measure of liquidity and cash flow under IFRS. The Company's method of calculating these measures may differ from methods used by other issuers and, accordingly, the Company's EBITDA and adjusted gross profit may not be comparable to similar measures used by any other issuer.

DATE

This MD&A is prepared as of August 29, 2022

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information provided in this MD&A, including information incorporated by reference, may contain "forward-looking statements" about the Company. In addition, the Company may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of the Company that are not statements of historical fact and may also constitute forward-looking statements. All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to future financial conditions, results of operations, plans, objectives, performance or business developments. These statements speak only as at the date they are made and are based on information currently available and on the then current expectations of the party making the statement and assumptions concerning future events, which are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements, including, but not limited to, risks and uncertainties related to:

- (a) the regulation of the recreational cannabis industry in the State of California;
- (b) the availability of financing opportunities, risks associated with economic conditions, dependence on management and conflicts of interest; and
- (c) other risks described in this MD&A and described from time to time in documents filed by the Company with Canadian securities regulatory authorities.

With respect to the forward-looking statements contained herein, although the Company believe that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements, because no assurance can be given that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and

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uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. These include, but are not limited to: the availability of sources of income to generate cash flow and revenue; the dependence on management and directors; risks relating to the receipt of the required licenses, risks relating to additional funding requirements; due diligence risks; exchange rate risks; potential transaction and legal risks; risks relating to regulations applicable to the production and sale of marijuana; and other factors beyond the Company's control.

Consequently, all forward-looking statements made in this MD&A and other documents of the Company, as applicable, are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on the Company. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that the Company and/or persons acting on its behalf may issue. The Company does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required under securities legislation.

OVERVIEW AND OUTLOOK

Juva Life Inc. (the "Company") was incorporated under the laws of British Columbia on April 3, 2019. The principal business of the Company is to, own, and operate various cannabis businesses in the state of California. These include in-house research, cultivation, manufacturing, retail, and delivery services. In its research, Juva employs state of the art tools in discovery, development, and data science to identify new molecular profiles for major unmet medical needs. The Company's registered office is 1055 West Georgia Street, 1500 Royal Centre, P.O. Box 11117, Vancouver, BC V6E 4N.

The Company operates in the medical and recreational cannabis sectors in California, USA. While some states in the United States have authorized the use and sale of marijuana, it remains illegal under federal law and the approach to enforcement of U.S. federal laws against marijuana is subject to change. Because the Company will be engaging in the marijuana-related activities in the US, it assumes certain risks due to conflicting state and federal laws. The federal law relating to marijuana could be enforced at any time and this would put the Company at risk of being prosecuted and having its assets seized when the Company starts operations in the cannabis sector.

Highlights

Research and clinical highlights

The Company advanced JUVA-019 from discovery into pre-clinical development. JUVA-019 is a small, non-cannabinoid molecule which has previously demonstrated potent anti-inflammatory properties in phenotypic assays of inflammation. Additional laboratory studies have now been completed verifying these initial findings, and furthermore suggest that JUVA-019 is a potent stand-alone compound, whose anti-inflammatory activity is not dependent on synergism with known cannabinoids.

The Company advanced JUVA-041 into pre-clinical development further substantiating the Company's discovery strategy and technology platform. JUVA-041 is a small molecule isolated from cannabis uniquely identified by the Company. As with JUVA-019, JUVA-041 inhibits key cytokines proven to be of clinical relevance in inflammation but does so with differential selectivity and increased potency. Through the identification of JUVA-041 the company now has demonstrated the efficiency of its discovery approach, in uncovering a second small molecule from cannabis with bona fide anti-inflammatory properties. The Company believes that the observed clinical effects of cannabis are

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coupled to unappreciated small molecules with selective anti-inflammatory properties. The Company has filed provisional patents for JUVA-019 and JUVA-041.

Stockton construction

The Company completed its final phase of construction at its 30,000-square-foot cannabis cultivation facility in Stockton, California. The completion of all construction doubles the number of cannabis flower cultivation rooms from three to six rooms, without increasing costs, and also maximizes the facility's current systems.

Secret Sauce

The Company launched its first in-house branded product, a concentrate line called "Secret Sauce," as part of a strategic effort to diversify wholesale lines into branded products. The concentrate brand launches at an ideal time in the market, with concentrates representing the fastest-growing category for cannabis products, accounting for 26.6% of market share, according to a recent report by ArcView, in partnership with BDS Analytics. Secret Sauce will be available through distributors and through Juva Retail, a division of vertically integrated Juva Life, Inc., which also offers contactless pre-payment options through Paytender, a secure, fee-free online payment service.

Debt financing

On June 14, 2022, the Company issued a note payable for gross proceeds of \$11,827,000. The note payable is secured by the assets of the Company. The note payable bears a variable interest rate of 11.5% plus SOFR (minimum of 1.5%) over the 36-month term of the note payable. It also includes the issuance of 2,500,000 warrants, each convertible into one common share of the Company, exercisable at CAD\$0.18 per share for a period of 3 years post loan maturity. Additional terms include holdbacks for interest, build-out of the Company's facilities, and research and development projects. The Company incurred cash costs of \$731,421. The Company purchased its previously leased Stockton cultivation facility for \$4,000,000. The current appraisal price is \$17,000,000.

COVID-19

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

DESCRIPTION OF BUSINESS

Juva Life is vertically integrated and consists of five divisions: Juva Cultivation, Juva Research, Juva Manufacturing, Juva Distribution, and Juva Retail. Each division plays a crucial role in their overall goal of helping people feel better.

Juva Cultivation focuses on cultivating and distributing high quality cannabis to medical and recreational cannabis users in the State of California via licensed cannabis retailers. Through its subsidiary, Precision Apothecary Inc., Juva has acquired the rights to the Frosted Flowers cannabis brand. Frosted Flowers has an extensive catalogue of proprietary bred genetics and is most well-known for its three signature cannabis strains: Silver Haze, Maple Wreck and Sumatra Kush. The Company is looking to reintroduce its own brand under the Frosted Flower umbrella in 2022. Additionally, the company has 11,000 sf of greenhouse space at its Hayward facility. Both locations are designed to allow for contract cultivation in addition to Juva's in-house use.

Juva Retail is a network of retail cannabis facilities that serves the San Francisco Bay Area and other areas within the State of California where the business is compliant with applicable local laws. Juva Retail intends to operate as a combination of non-storefront retail delivery businesses, and strategic storefront brick and mortar cannabis retail stores. The Company currently has two approved delivery permits in the State of California, one in the City of Stockton and one in the City of Redwood City, California. A retail storefront has recently been approved by the City of Redwood City, CA with the State license currently under review. The Company previously had two microbusiness permit applications pending for adjacent properties in Hayward California (the "Hayward Facilities"). However, Hayward agreed to consider the two separately leased properties as one and approved them jointly under a single permit in

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September 2019. Once approved by the State, Juva will have a second retail storefront as part of its microbusiness permit in Hayward along with another delivery business.

Juva Research will research and develop "precision cannabis" products to deliver the right medicine to the right patient at the right time. The Company is developing intellectual property and securing patent protection for each of its proprietary discoveries. Through Juva Research, the Company is engaging in research that will help with patent formulations in areas of chronic pain, sleeplessness, poor appetite, anxiety, menopausal symptoms, neuropathic pain, and nausea and inflammation; Under a study approved by the WIRB and overseen by a network of doctors and clinics, Juva is conducting a study, the JuLi Registry, where the Company collects real world data from patients seeking relief from the symptoms listed above. The Company currently intends to develop and market products solely in the State of California under applicable state and local laws and regulations. The Company's planned activities do not currently involve interstate commerce, and therefore are not currently subject to prior approval requirements of the United States Food and Drug Administration (the "FDA"). If any of the Company's products and development activities become subject to federal drug approval processes and the Company decides to seek federal approval, the Company may need to comply with the drug research, approval and registration processes and requirements of the FDA and the United States Drug Enforcement Agency (the "DEA") for drugs developed and marketed on a national scale in the United States. If the Company decides to seek FDA and/or DEA approval or registration for any of its future cannabis-based products, there is no guarantee that the Company would be successful in obtaining such approvals or registrations.

Juva Manufacturing will create both Juva branded as well as white-label products for other recreational and medical-related cannabis companies.

Juva Distribution will distribute Juva branded products and products from other licensed cannabis companies.

The Company is limited in how it can market its products, and while the research may be promising in terms of effectiveness and safety in treating these conditions, the Company will need to comply with applicable state and local laws and regulations, and the requirements of the FDA and DEA. The Company intends to leverage its brand development and marketing expertise to select products that will expand its shelf space and customer reach, as permitted under current cannabis regulations in California. Although the Company initially plans to research, develop and market products on an intrastate basis that meet state and local regulatory requirements in California, if the Company's business transitions into interstate commerce in the future, the Juva Manufacturing business may involve development and sale of cannabis-based products that will require FDA and/or DEA approval and/or registration. If the FDA determines that a new drug approval is needed for any of the Company's products, the Company would need to proceed through the New Drug Application ("NDA") process or modify its activities to comply with FDA requirements. Even if the Company were to submit an Investigational New Drug Application ("IND") and NDA for FDA approval, there is no guarantee that the FDA would grant approval for all or event any of the cited indications.

Facilities

The Company currently has three properties under lease in the cities of Hayward and Redwood City, California. Through a newly formed subsidiary, it has formally acquired its Stockton, CA facility which had been previously leased. In addition, the Company is under an option to lease a retail storefront building in Redwood City, California. The properties are summarized below.

Stockton, California

The Company is currently operating its State and locally permitted cannabis production facility on San Juan Drive in Stockton, California, totaling approximately 30,000 square feet (the "San Juan Facility"); The San Juan Facility supports cultivation, manufacturing, retail sales (non-storefront delivery only) and wholesale distribution.

San Juan Facility. The San Juan Facility has been designed as a cultivation, manufacturing, distribution and non-storefront retail delivery facility that will produce high quality flower and pre-rolls for both its branded products as well as white labeled products. This location has been granted all State and Local permits for non-storefront retail delivery, cultivation & distribution. The final phase of construction for this facility was completed in Q1 and includes fully closed and sealed rooms, climate control sensors, special wall treatments, a holding safe to store over 3,000 pounds of cannabis and a packaging room. The facility totals approximately 30,000 square feet, with 9,708 square feet

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of flowering canopy. At full capability, this canopy will result in approximately 6,000 pounds of cannabis flower. Juva Stockton is 100% owned by the Company.

Pursuant to Stockton Municipal Code Section 5.100.040, in order to operate legally in Stockton, the Company has obtained: (1) a proper Use Permit pursuant to Stockton Municipal Code Section 16.80.195 and 16.168; (2) an approved Operators Permit from the Chief of Police pursuant to Stockton Municipal Code Section 5.100.060; (3) a business license issued by the City pursuant to Stockton Municipal Code Section 5.04.040; and (4) State licenses for cultivation, distribution and non-storefront retail.

The Company was building this facility out in phases. The first phase required the build out of the front offices. These were completed, and all local and State authorizations and permits granted, in September 2020. This has allowed Juva to receive partial occupancy of the building and begin fully licensed delivery operations in Stockton.

The next phase was finalizing the construction of the first three of six cultivation rooms, control room, dry rooms, trim rooms, and packaging rooms. These rooms were completed, and local City of Stockton approvals and permits received, in November 2020. The cultivation license from the State of California was granted in January 2021 and the first crops planted in February 2021.

The final phase was the build out of the remaining three cultivation rooms. The Company completed construction of Rooms 4, 5, and 6 and planted its first crop in room 4 in late February. The Company is now on a full growing rotation in all 6 rooms.

Hayward, California

The Company leases two properties adjacent to one another in Hayward. These two properties, the Clawiter Road Facility and the Enterprise Avenue Facility, are collectively referred to as the "Hayward Facilities." Together, they are being designed to be Juva's main corporate and operational campus for all of its divisions and will house Cultivation, Research, Manufacturing, Distribution and Retail operations.

The Hayward Facilities include two buildings, one with an existing Class 5 clean room as part of an 18,000 square foot building with an additional 11,000 square feet of greenhouses for cultivation. The other building (Enterprise) consists of about 6,700 sf of warehouse to be used for delivery, distribution and packaging. The combined facility will also offer "white labeling" opportunities that can provide the means for new and existing out-of-state brands to introduce products in California. "White labeling" refers to entering into license agreements with third parties to manufacture and/or distribute such third parties' products.

The Hayward Facilities' other activities will include cultivation of high-quality greenhouse material for extraction, a flagship retail store, a delivery hub for the entire East San Francisco Bay area, post-process extraction of oil, CO₂ extraction, formulation, isolation and contract product development. This is where research and development, and the manufacturing of capsules, edibles, transdermal patches, topical products, inhalers, and suppository products, will take place. The Hayward campus includes a total of approximately 35,000 square feet.

Clawiter Road Facility. Precision Apothecary occupies the Clawiter Road property under a sublease with a term of 4 years and 5 months commencing August 1, 2018 and pays \$24,040 per month in rent, increasing by approximately 3% annually.

Enterprise Avenue Facility. Precision Apothecary occupies the Enterprise property under a sublease with a term of 4 years and 5 months, commencing August 1, 2018, and pays \$9,117 per month in rent, increasing annually by approximately 3%.

Pursuant to Hayward Municipal Code Chapter 6, Article 14, and Chapter 10, Article 1, in order to operate the Hayward Facilities in Hayward, California, the Company must obtain: (1) an Administrative Use Permit or a Conditional Use Permit, depending on the type of license sought; (2) a Commercial Cannabis Permit; and (3) a State license for a microbusiness facility. The Company received approval of its Conditional Use Permit in October 2020. Demolition at the Hayward Facilities is complete, and the land entitlement are complete.

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Redwood City, California

Convention Way Facility. The Convention Way property is being used for a non-storefront retail (delivery) cannabis facility. Delivery service is available throughout the Bay Area Peninsula from San Francisco down to San Jose. The facility complies with all applicable local and state laws and has adequate controls in place against any diversion, theft, and loss of cannabis products. The Company believes this delivery business has access to approximately 1.67 million potential customers. The Convention Way property is approximately 1,345 square feet of office space. Juva RWC occupies the property under a 5-year lease, commencing December 1, 2018, and pays \$6,421 per month in rent, increasing annually by approximately 3%. Pursuant to Article 59 of the Redwood City Municipal Code, in order to operate in Redwood City, the Company must obtain: (1) a Cannabis Business Permit; (2) a Conditional Use Permit; and (3) a State License. The Company obtained approval of its Cannabis Business Permit on or about April 22, 2019; the Conditional Use Permit was approved on or about May 31, 2019; and the State license was issued in September 2019. The Company has received all local and state licenses necessary to operate and began delivery in January 2020.

Permits

Local Permits:

To Summarize, the Company currently has the following local permits approved:

- One Conditional Use Permit authorizing cultivation, manufacturing, delivery, and distribution at the San Juan Facility in Stockton, California.
- One fully approved non-storefront retail delivery license in Redwood City, California.
- One approved microbusiness permit for the combined operations at the Clawiter Road and Enterprise Avenue facilities in Hayward, California.
- One fully approved retail storefront permit in Redwood City, CA

State Issued Permits:

- The Company has a state license for its delivery operations in Redwood City, California.
- The Company has a state license for its delivery operations at the San Juan facility in Stockton, California.
- The Company has a state license for its cultivation operations at the San Juan facility in Stockton, California.
- The Company has a state license for its distribution operations at the San Juan facility in Stockton, California.

Description of Property

Owned Real Property

- (1) *San Juan Property in Stockton, California.* The San Juan property was designed for high quality flower cultivation, non-storefront retail sales, distribution and manufacturing (including white label production of products through licensing agreements). This location is currently growing at full capacity in all 6 of its cultivation rooms.

Leased Real Property

Juva has three properties under lease and one option to lease in the State of California, which are in various stages of build-out. The leased properties are summarized below.

- (1) *Clawiter Road Property in Hayward, California.* The Clawiter Road property is being designed as Juva's main operational hub, and is being built to encompass the following: house the Company's flagship retail store; act as the delivery hub for the East San Francisco Bay Area; perform post process extraction of oil; CO² extraction, formulation, isolation and contract product development; and medicinal cannabis research and development, and manufacturing of related product formulations and greenhouse cultivation.
- (2) *Enterprise Property in Hayward, California.* The Enterprise property is the building adjacent to the Clawiter Road property, and is being designed for non storefront delivery, distribution and packaging of inhouse manufactured capsules, edibles, transdermal, inhaler & suppository products.
- (3) *Convention Way Property in Redwood City, California.* The Convention Way property is being used for non-storefront retail cannabis delivery throughout the Bay Area.

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In addition, the Company has the option to lease additional space in Redwood City, CA. This space is intended to be combined use for a future retail store and corporate office and administrative operational support for the Company. The Company is exercising this option and is under negotiation for a final lease at this location. Juva expects construction to begin at this location in Q3 2022.

Intellectual Property

As of the date hereof, Juva has registered the following state trademarks in the State of California:

- Frosted Flowers
- www.frostedflowers.com

As of the date hereof, Juva has the following pending applications for federal trademarks:

Trademark	Jurisdiction	App No	App Date	Reg No	Reg Date	Status
FF	USA	86796677	22 Oct 2015	5237714	04 Jul 2017	Registered
FROSTED FLOWERS	USA	86796670	22 Oct 2015	5237713	04 Jul 2017	Registered
FROSTED FLOWERS	California	02019558	07 Apr 2022	02021605	13 Jun 2022	Registered
FROSTED FLOWERS	USA	88923952	19 May 2020			Pending
JUVA	California	02019560		02019560	24 Mar 2022	Registered
JUVA	Canada	A0095732	07 Apr 2020	1532209	07 Apr 2020	Pending
JUVA	EUTM	1532209	17 Nov 2020	1532209	31 Dec 2020	Registered
JUVA	United Kingdom	UK00003704099	29 Sep 2021	UK00003704099		Pending
JUVA	USA	97391549	02 May 2022			Pending
JUVA	USA	97291832	02 Mar 2022			Pending
JUVA	USA	88784312	04 Feb 2020	6604793	04 Jan 2022	Registered
JUVA	USA	88206128	26 Nov 2018	6789869	12 Jul 2022	Registered
JUVA	USA	88206122	26 Nov 2018	6789868	12 Jul 2022	Registered
JUVA	USA	88206119	26 Nov 2018	6789867	12 Jul 2022	Registered
JUVA	USA	88206117	26 Nov 2018	6789866	12 Jul 2022	Registered
JUVA	USA	88206114	26 Nov 2018			Pending
JUVA	USA	97380078	25 Apr 2022			Pending
JUVA	WIPO	A0095732	07 Apr 2020	1532209	07 Apr 2020	Registered
JUVA LIFE	Canada	1568951	23 Sep 2020	1568951	07 Jan 2021	Registered
JUVA LIFE	EUTM	1568951	23 Sep 2020	1568951	07 Jan 2021	Registered
JUVA LIFE	United Kingdom	3704114	29 Sep 2021	3704114	25 Mar 2022	Registered
JUVA LIFE	USA	88923944	19 May 2020	6480035	07 Sep 2021	Registered
KNOWING MORE FEELS	USA	97382725	26 Apr 2022			Pending
KNOWING MORE MAKES	USA	90387271	16 Dec 2020			Pending
THE MORE YOU KNOW	USA	90387248	16 Dec 2020			Pending

SELECTED ANNUAL INFORMATION

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	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2019
	(\$)	(\$)	(\$)
Revenues	3,867,610	967,237	-
Cost of goods sold	(2,616,867)	(538,966)	-
Gross profit before unrealized items	1,250,743	428,271	-
Gross profit	996,829	428,271	-
Expenses including non-cash items	(12,037,400)	(12,075,154)	(6,936,146)
Net loss for the year	(11,358,290)	(16,236,756)	(8,980,603)
Number of common shares outstanding	164,016,223	134,673,018	89,887,379
Loss per share	(0.07)	(0.13)	(0.11)
Cash	2,681,269	2,158,694	1,276,143
Working capital*	1,947,480	68,311	47,139
Total assets	20,686,588	15,590,956	6,616,130
Shareholders' equity (deficit)	14,334,152	6,703,354	(616,962)
Long-term financial liabilities	3,977,032	1,380,968	1,795,109
Dividends paid per share	-	-	-

*Excludes the Company's warrant liability.

RESULTS OF OPERATIONS

Key financial and operational metrics

	For the six months ended June 30, 2022		For the six months ended June 30, 2021	
Financial results				
Sales – delivery	\$	1,941,566	\$	1,314,804
Sales – harvest		998,160		-
Cost of sales		2,374,375		1,020,692
Operating expenses		5,999,869		7,287,392
EBITDA (loss)		(2,817,780)		(5,299,813)
Net loss		(4,990,766)		(8,310,948)
Net cash used in operating activities		(3,751,287)		(6,913,629)
Adjusted gross profit		915,691		300,203
Working capital	\$	4,153,887	\$	6,952,743
Operating results				
Pounds harvested		570		-
Pounds sold		960		-

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During the three months ended June 30, 2022 ("Q2 2022"), the Company reported a net loss of \$1,925,256 compared to a net loss of \$2,815,651 for the three months ended June 30, 2021 ("Q2 2021").

Sales during the period increased to \$1,782,96 compared to \$729,321 for the comparative period. Gross profit increased to \$153,236 during Q2 2022 compared to \$86,148 during the comparative period. Adjusted gross profit increased from \$80,157 to \$535,347 in the current period. The increase is a result of the Company continuing to grow its online delivery business and generating sales from harvests. The increase in gross profit is due to an increase in sales while containing costs associated with harvests. The following table is a reconciliation of gross profit to adjusted gross profit for 2022 and 2021:

	For the three months ended June 30, 2022		For the three months ended June 30, 2021	
Gross profit	\$	153,236	\$	86,148
Depreciation included in cost of goods sold		178,887		-
Fair market value adjustment to inventory		203,224		(6,091)
Adjusted gross profit	\$	535,347	\$	80,157

Total operational expenses were \$2,736,073 in Q2 2022 compared to \$2,986,942 for Q2 2021.

Material expense items include the following:

- Salaries and benefits increased to \$906,559 (Q2 2021 - \$579,232) as a result of new hires.
- Office and administration of \$450,106 (Q2 2021 - \$421,072) was consistent with the comparative quarter.
- Depreciation of \$235,204 (Q2 2021 - \$498,146) due to the removal of certain right-of-use assets.
- Share-based payments decreased to \$230,910 (Q2 2021 - \$586,891) due to fewer stock options granted to officers, consultants, and employees.

EBITDA for Q2 2022 and Q2 2021 has been calculated as follows:

	For the three months ended June 30, 2022		For the three months ended June 30, 2021	
Net loss for the period	\$	(1,925,256)	\$	(2,815,651)
Unrealized fair value change on biological assets		203,224		-
Interest expense on lease liabilities		231,719		63,391
Depreciation		235,204		498,146
Share-based payments		230,910		586,891
Change in fair value of warrant liability		99,124		467,336
Gain in disposition		721,336		-
Foreign exchange loss		(126,082)		(298,943)
Taxes		36,797		-
EBITDA (loss)	\$	(293,024)	\$	(1,498,830)

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During the six months ended June 30, 2022 (“YTD 2022”), the Company reported a net loss of \$4,990,766 compared to a net loss of \$8,310,948 for the six months ended June 30, 2021 (“YTD 2021”).

Sales during the period increased to \$2,939,726 compared to \$1,314,804 for the comparative period. Gross profit increased to \$438,776 during YTD 2022 compared to \$385,925 during the comparative period. Adjusted gross profit increased from \$300,203 to \$915,691 in the current period. The increase is a result of the Company continuing to grow its online delivery business and generating sales from harvests. The increase in gross profit is due to an increase in sales while containing costs associated with harvests. The following table is a reconciliation of gross profit to adjusted gross profit for 2022 and 2021:

	For the six months ended June 30, 2022		For the six months ended June 30, 2021	
Gross profit	\$	438,776	\$	385,925
Depreciation included in cost of goods sold		350,340		-
Fair market value adjustment to inventory		126,575		(85,722)
Adjusted gross profit	\$	915,691	\$	300,203

Total operational expenses were \$5,999,869 in YTD 2022 compared to \$7,287,392 for YTD 2021.

Material expense items include the following:

- Salaries and benefits increased to \$1,796,483 (YTD 2021 - \$1,252,564) as a result of new hires.
- Office and administration of \$848,339 (YTD 2021 - \$791,751) was consistent with the comparative quarter.
- Share-based payments increased to \$1,796,483 (YTD 2021 - \$1,252,564) due to additional stock options granted to officers, consultants, and employees in Q1 2022.
- Professional fees decreased to \$417,773 (YTD 2021 - 736,199) as a financing was closed during the comparative period.

EBITDA for YTD 2022 and YTD 2021 has been calculated as follows:

	For the six months ended June 30, 2022		For the six months ended June 30, 2021	
Net loss for the period	\$	(4,990,766)	\$	(8,310,948)
Unrealized fair value change on biological assets		126,575		-
Interest expense on lease liabilities		398,008		136,182
Depreciation		390,597		974,237
Share-based payments		1,411,357		1,267,001
Change in fair value of warrant liability		(65,134)		1,255,163
Foreign exchange loss		(152,280)		(731,448)
Taxes		63,863		110,000
EBITDA (loss)	\$	(2,817,780)	\$	(5,299,813)

Update on Significant Events, Business Objectives and Milestones from Long Form Prospectus

On October 8, 2020, the Company filed a non-offering long form prospectus in connection with its listing on the CSE. The Company provides an update on the significant events, business objectives and milestones disclosed in that Prospectus.

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<u>Item</u>	<u>Progress</u>	<u>Expected timing</u>
Increase sales volumes at Redwood City delivery operations (estimated cost: \$Nil)	The Company continues to make progress on this front through improved marketing programs.	Ongoing throughout 2022
Increase sales volumes at Stockton delivery operations (estimated cost: \$Nil)	The Company continues to make progress on this front through improved marketing programs.	Ongoing throughout 2022
Obtain State license for San Juan distribution (estimated cost of \$25,000)	State license has been obtained.	Completed
Engage buyers(estimated cost: \$Nil)	The Company is utilizing existing business relationships in the California cannabis market to source buyers. Company has also hired a seasoned VP of Sales	Ongoing throughout 2022
Finalize cultivation rooms at San Juan Facility (estimated cost: \$630,000)	All rooms are complete and functioning. .	Completed
Enroll first 100 patients in the Clinical Study (estimated cost: \$375,000)	Goal is to have first 100 patients enrolled	Completed
Identify first specific compounds for future therapeutic applications (Cannabis research work) (estimated cost: \$500,000)	Research work commenced at the beginning of May and tests continue to be run. The Company announced top-line R&D data and initiated optimization & development of Juva-019 and Juva-41	Completed

Significant events that need to occur for the business objectives to be accomplished:

1. Maintain successful marketing campaigns for Redwood City & Stockton operations;
2. Hayward Facilities improvements require significant construction to be completed on time, and delivery of significant systems to be in place and operating properly;
3. Redwood City Retail Store is under review for State licensing and
4. All operations will require significant new hires.

SUMMARY OF QUARTERLY RESULTS

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The Company financial results of the Company's last 8 quarters are detailed below:

	Quarter Ended June 30, 2022	Quarter Ended March 31, 2022	Quarter Ended December 31, 2021	Quarter Ended September 30, 2021
	(\$)	(\$)	(\$)	(\$)
Sales	1,782,961	1,156,765	1,360,612	1,192,194
Cost of goods sold	1,426,501	947,784	1,106,939	651,083
Gross profit before unrealized items	356,460	208,991	253,673	541,111
Gross profit	153,236	285,540	536,546	513,936
Net expenses including non-cash items	2,736,073	3,263,796	2,640,200	2,549,386
Income (loss) for the quarter	(1,925,256)	(3,065,510)	(1,532,640)	(1,514,701)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)	(0.01)
Common shares outstanding	164,016,223	164,016,223	164,016,223	163,877,587
	Quarter Ended June 30, 2021	Quarter Ended March 31, 2021	Quarter Ended December 31, 2020	Quarter Ended September 30, 2020
	(\$)	(\$)	(\$)	(\$)
Sales	729,321	585,483	456,113	281,909
Cost of goods sold	1,088,842	371,428	263,850	144,385
Gross profit before unrealized items	(359,521)	214,055	192,263	137,524
Gross profit	(353,430)	299,777	192,263	137,524
Net expenses including non-cash items	2,547,364	4,300,450	4,454,838	3,361,650
Loss for the quarter	(2,815,651)	(5,495,297)	(8,515,882)	(2,898,478)
Basic and diluted loss per share	(0.02)	(0.04)	(0.06)	(0.02)
Common shares outstanding	163,865,087	153,752,253	134,673,018	126,086,181

Sales have increased steadily over the past four quarters which is within the Company's expectations.

The net loss by quarter has seen a steady downward trend, with the exception of Q1 2022, as management continues to stream-line operations. There was an increase in the net loss for Q1 2022 due to the recognition of higher-than-normal share-based compensation.

LIQUIDITY & CAPITAL RESOURCES

The Company does not generate sufficient cash from operations. The Company finances its activities by raising equity and debt capital from private placements. The Company may encounter difficulty sourcing future financing.

The Company had cash of \$5,194,524 at June 30, 2022 (2021 - \$2,681,269) and the Company had working capital of \$4,153,887 at June 30, 2022 (2021 - \$1,789,480) (excluding warrant liability). The Company defines the capital that it manages as its shareholders' equity.

The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit. The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements.

OFF-BALANCE SHEET ARRANGEMENTS

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The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Relationships	Nature of the relationship
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, Doug Chloupek, Chief Financial Officer, Mathew Lee, Chief Operating Officer, Neil Ruditsky, and VP Finance, Kari Gothie. Directors are also included in key management.

During the period ended June 30, 2022, key management compensation included the following:

Name	Title	Salary	Share-based payments	Total
Douglas Chloupek	CEO, director	155,000	-	155,000
Mathew Lee	CFO	35,714	-	35,714
Kari Gothie	VP Finance, director	150,000	328,307	478,307
Neil Ruditsky	COO	92,500	-	92,500
Thomas Leschak	VP Cultivation	75,000	-	75,000
		508,214	328,307	836,521

During the six months ended June 30, 2022, the Company had the following related party transactions:

- a) The Company paid \$421,854 (June 30, 2021 - \$415,137) in lease payments to Best Leasing Services, Inc., a company 100% owned by the CEO and a shareholder of the Company; and
- b) The Company paid \$59,000 (June 30, 2021 - \$43,000) to a company minority owned by a former director of the Company.

Included in accounts payable and accrued liabilities as at June 30, 2022 is \$410,754 (2021 - \$212,769) owed to officers of the Company.

Included in deposits as at June 30, 2022 and December 31, 2021 is \$24,000 with Best Leasing Services, Inc.

PROPOSED TRANSACTIONS

There are no proposed transactions at this time.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes to the Company's accounting policies during the period.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, the lease liabilities, and note payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

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DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company’s authorized share capital consists of an unlimited of number common shares without par value. As of August 29, 2022, the Company had 164,016,223 common shares issued and outstanding, 5,431,288 warrants outstanding, and 17,220,000 stock options outstanding.

OVERVIEW OF UNITED STATES REGULATION OF CANNABIS

On February 8, 2018 the Canadian Standards Association (“CSA”) published a staff notice setting out the CSA’s disclosure expectations for specific risks facing issuers with cannabis-related activities in the United States (“Staff Notice 51-352”). Staff Notice 51-352 confirms that a disclosure-based approach remains appropriate for issuers with U.S. cannabis-related activities. Staff Notice 51-352 includes additional disclosure expectations that apply to all issuers with U.S. cannabis-related activities, including those with direct and indirect involvement in the cultivation and distribution of cannabis, as well as issuers that provide goods and services to third parties involved in the U.S. cannabis industry. The Company views Staff Notice 51-352 favourably, as it provides increased transparency and greater certainty regarding the views of its exchange and its regulator of existing operations and strategic business plan as well as the Company’s ability to pursue further investment and opportunities in the United States.

As of June 30, 2022, \$24,112,556 of the Company’s assets are exposed to U.S. marijuana related activities. In this respect, all of the Company’s assets and operations are currently related to U.S. marijuana related activities. The following chart is a summary of the Company’s material assets and investments. References to “Direct”, “Indirect” or “Ancillary” classifications of each asset or investment have the meanings ascribed thereto in the Staff Notice 51-352. All of the Company’s investments that give the Company “Direct”, “Indirect” and “Ancillary” involvement in the U.S. marijuana industry are included in the chart:

Asset Name	Description	Type of Relationship	Jurisdiction	Classification
Precision Apothecary Inc. (“Precision”)	Precision obtained its Conditional Use Permit for its Microbusiness from the city of Hayward that will allow it to cultivate, manufacture distribute and deliver cannabis.	Wholly owned subsidiary	California	Direct
Juva RWC, Inc (“RWC”)	RWC has local and State approval to provide retail non-storefront delivery in the State of California.	Wholly owned subsidiary	California	Direct

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Juva Stockton, Inc ("Stockton")	Stockton has a CUP and holds 4 local licenses from the city of Stockton, CA that allows it to cultivate, distribute, deliver, and perform non-volatile manufacturing of cannabis in the state of California for the medical and recreational markets. It also has State licenses for Delivery, Cultivation & Distribution.	Wholly owned subsidiary	California	Direct
Juva Retail RWC, Inc ("RWC Retail")	RWC Retail has a locally approved permit for a retail store from the city of Redwood City, CA. The State application is under review	Wholly owned subsidiary	California	Direct
San Juan Building LLC ("San Juan")	San Juan is a Real Estate Holding Company. It holds the recently purchased building and all leasehold improvements.	Wholly owned subsidiary	California	Direct

Compliance of United States Operations

The Company, directly and via its subsidiaries, is compliant with all applicable licensing tenets and the regulatory framework that is in place within California. The Company is currently licensed as a cultivator and product manufacturer at its production facilities in California. The Company has not experienced any compliance issues or instances of non-compliance on any of the above-mentioned licenses. The Company has likewise not been served any notices of non-compliance by any state regulatory body. The Company maintains multiple banking relationships in California. These relationships provide the Company the ability to safely and lawfully pay for any and all expenses that should arise from the day to day operations of its licenses, including maintaining underlying permits and approvals to keep the licenses compliant.

The Company intends to implement a Compliance Department at its operating headquarters in California. The Compliance Department will be responsible for monitoring all licensed activities and performing local site visits in order to validate compliance with local statutes. This monitoring will include but is not limited to: seed-to-sale records and accuracy, standard operating procedures, required signage and public health warnings, local permitting and zoning, license approvals and renewals, and all communication with regulatory bodies. The Compliance Department will conduct random audits of all licensed activities, as well as conducting training, process validation, and problem resolution when compliance questions arise.

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Each employee will be instructed on the most recent standard operating procedures. All sites where cannabis will be cultivated, produced, stored or sold will have 24-hour video surveillance of every square inch. This footage will be maintained for a minimum of 90 days. The Company also plans to utilize the state mandated seed-to-sale system in all jurisdictions that it operates within.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Regulation of Marijuana in the United States

Unlike in Canada which has proposed to have federal legislation uniformly governing the cultivation, distribution, sale and possession of medical cannabis under the Access to Cannabis for Medical Purposes Regulations (Canada), investors are cautioned that in the United States, cannabis is largely regulated at the State level. To the Company's knowledge, there are to date a total of 33 States, plus the District of Columbia, that have legalized cannabis in some form. The State of California is among those States.

Notwithstanding the permissive regulatory environment of cannabis at the State level, cannabis continues to be categorized as a controlled substance under the Controlled Substances Act (the "CSA") in the United States and as such, remains illegal under federal law in the United States.

Violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture.

As a result of the conflicting views between State legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in August 2013 when then Deputy Attorney General, James Cole, authored a memorandum (the "**Cole Memorandum**") addressed to all United States district attorney acknowledging that, notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several US States had enacted laws relating to cannabis for medical purposes.

The Cole Memorandum outlined the priorities for the Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the Department of Justice never provided specific guidelines for what regulatory and enforcement systems it deemed sufficient under the Cole Memorandum standard. In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority.

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In March 2017, the newly appointed Attorney General Jeff Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit. However, on January 4, 2018, Mr. Sessions issued a new memorandum that rescinded and superseded the Cole Memorandum effective immediately (the "**Sessions Memorandum**"). The Sessions Memorandum stated, in part, that current law reflects "Congress' determination that cannabis is a dangerous drug and cannabis activity is a serious crime", and Mr. Sessions directed all U.S. Attorneys to enforce the laws enacted by Congress and to follow well-established principles when pursuing prosecutions related to marijuana activities. The inconsistency between federal and state laws and regulations is a major risk factor.

Federal law pre-empts state law in these circumstances, so that the federal government can assert criminal violations of federal law despite state law. The level of prosecutions of state-legal cannabis operations is entirely unknown, nonetheless the stated position of the current administration is hostile to legal cannabis, and furthermore may be changed at any time by the Department of Justice, to become even more aggressive. The Sessions Memorandum lays the groundwork for United States Attorneys to take their cues on enforcement priority directly from Attorney General Jeff Sessions by referencing federal law enforcement priorities set by the Attorney General Jeff Sessions. If the Department of Justice policy under Attorney General Jeff Sessions was to aggressively pursue financiers or equity owners of cannabis-related business, and United States Attorneys followed such Department of Justice policies through pursuing prosecutions, then the Company could face (i) seizure of its cash and other assets used to support or derived from its cannabis subsidiaries, (ii) the arrest of its employees, officers, managers and investors, and charges of ancillary criminal violations of the CSA for aiding and abetting and conspiring to violate the CSA by virtue of providing financial support to cannabis companies that service or provide goods to state-licensed or permitted cultivators, processors, distributors, and/or retailers of cannabis.

Notably, current federal law (in the form of budget bills) prevents the Department of Justice from expending funds to intervene with states' rights to legalize cannabis for medical purposes. The Ninth Circuit Court of Appeals, which governs California federal courts, has ruled that this federal law means that the Department of Justice cannot spend any federal funds to shut down state-law compliant medical cannabis operators. In the event Congress fails to renew this federal law in its next budget bill, the foregoing protection for medical cannabis operators will be void.

Now that the Cole Memorandum has been repealed by Attorney General Jeff Session, the Department of Justice under the current administration or an aggressive federal prosecutor could allege that the Company and its Board and, potentially its shareholders, "aided and abetted" violations of federal law by providing finances and services to its portfolio cannabis companies. Under these circumstances, it is possible that the federal prosecutor would seek to seize the assets of the Company, and to recover the "illicit profits" previously distributed to shareholders resulting from any of the foregoing financing or services. In these circumstances, the Company's operations would cease, shareholders may lose their entire investment and directors, officers and/or shareholders may be left to defend any criminal charges against them at their own expense and, if convicted, be sent to federal prison.

Proceeds of Crime Statutes

The Company will be subject to a variety of laws and regulations domestically and in the United States that involve money laundering, financial recordkeeping and proceeds of crime, including the Currency and Foreign Transactions Reporting Act of 1970 (commonly known as the Bank Secrecy Act), as amended by Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (USA PATRIOT Act), the Proceeds of Crime (Money Laundering) and Terrorist Financing Act (Canada), as amended and the rules and regulations thereunder, the Criminal Code (Canada) and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the United States and Canada.

In the event that any of the Company's license agreements, or any proceeds thereof, in the United States were found to be in violation of money laundering legislation or otherwise, such transactions may be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could be materially adverse to the Company and, among other things, could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada.

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Regulatory Scrutiny of the Company's Interests in the United States

For the reasons set forth above, the Company's interests in the United States cannabis market, and future licensing arrangements, may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to carry on its business in the United States.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. It has been reported by certain publications in Canada that The Canadian Depository for Securities Limited is considering a policy shift that would see its subsidiary, CDS Clearing and Depository Services Inc. ("**CDS**"), refuse to settle trades for cannabis issuers that have investments in the United States. CDS is Canada's central securities depository, clearing and settlement hub settling trades in the Canadian equity, fixed income and money markets. CDS or its parent company has not issued any public statement in regard to these reports. However, if CDS were to proceed in the manner suggested by these publications, and apply such a policy to the Company, it would have a material adverse effect on the ability of holders of Common Shares to make trades. In particular, the Common Shares would become highly illiquid as investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange.

Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere. A negative shift in the public's perception of medical or recreational cannabis in the United States or any other applicable jurisdiction could affect future legislation or regulation. Among other things, such a shift could cause state jurisdictions to abandon initiatives or proposals to legalize medical and/or recreational cannabis, thereby limiting the number of new state jurisdictions into which the Company could expand. Any inability to fully implement the Company's expansion strategy may have a material adverse effect on the Company's business, financial condition and results of operations.

Our business is dependent on laws pertaining to the marijuana industry

Continued development of the marijuana industry is dependent upon continued legislative authorization of the use and cultivation of marijuana at the State level. Any number of factors could slow or halt progress in this area. Further, progress, while encouraging, is not assured. While there may be ample public support for legislative action, numerous factors impact the legislative process. Any one of these factors could slow or halt use of marijuana, which would negatively impact our proposed business.

Currently, twenty-nine states and the District of Columbia allow its citizens to use medical marijuana. Additionally, nine states have legalized cannabis for adult use, including the State of California. The state laws are in conflict with the federal CSA, which makes marijuana use and possession illegal on the federal level. The Obama administration, pursuant to the Cole Memorandum, previously effectively stated that it is not an efficient use of resources to direct law federal law enforcement agencies to prosecute those lawfully abiding by state-designated laws allowing the use and distribution of medical marijuana. However, the Sessions Memorandum under the Trump administration has reversed this position which creates a risk of prosecution by a number of federal agencies. Additionally, there can be no assurance as to the position any new administration may take on cannabis and could decide to enforce the federal laws strongly. Any enforcement of current federal laws could cause significant financial damage to the Company and its shareholders.

Marijuana remains illegal under Federal law

Marijuana is a Schedule I controlled substance and is illegal under federal U.S. law. Even in those states in which the use of marijuana has been legalized, its use remains a violation of federal law. Since federal law criminalizing the use of marijuana pre-empts state laws that legalize its use, strict enforcement of federal law regarding marijuana would harm the Company's business, prospects, results of operation, and financial condition.

Unfavorable Tax Treatment of Cannabis Businesses

Under Section 280E of the U.S. Internal Revenue Code ("**Section 280E**"), "no deduction or credit shall be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the

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meaning of schedule I and II of the Controlled Substances Act) which is prohibited by Federal law or the law of any State in which such trade or business is conducted." This provision has been applied by the IRS to cannabis operations, prohibiting them from deducting expenses directly associated with the sale of cannabis. Section 280E therefore has a significant impact on the retail side of cannabis, but a lesser impact on cultivation and manufacturing operations. A result of Section 280E is that an otherwise profitable business may, in fact, operate at a loss, after taking into account its income tax expenses.

State Regulatory Uncertainty

The rulemaking process for cannabis operators at the state level in any state will be ongoing and result in frequent changes. As a result, a compliance program is essential to manage regulatory risk. The Company's legal team will provide guidance in regards to any rulemaking processes and resulting regulatory changes. All operating policies and procedures implemented in the operation will be compliance-based and derived from the state regulatory structure governing ancillary cannabis businesses and their relationships to state-licensed or permitted cannabis operators, if any. Notwithstanding the Company's efforts, regulatory compliance and the process of obtaining regulatory approvals can be costly and time-consuming. No assurance can be given that the Company will receive the requisite licenses, permits or cards to operate its businesses.

In addition, local laws and ordinances could restrict the Company's business activity. Although legal under California state law, local governments have the ability to limit, restrict, and ban cannabis businesses from operating within their jurisdiction. Land use, zoning, local ordinances, and similar laws could be adopted or changed, and have a material adverse effect on the Company's business.

Restricted Access to Banking

In February 2014, the Financial Crimes Enforcement Network ("FinCEN") bureau of the U.S. Treasury Department issued guidance (which is not law) with respect to financial institutions providing banking services to cannabis business, including burdensome due diligence expectations and reporting requirements. This guidance does not provide any safe harbors or legal defenses from examination or regulatory or criminal enforcement actions by the Department of Justice, FinCEN or other federal regulators. Thus, most banks and other financial institutions in the United States do not appear to be comfortable providing banking services to cannabis-related businesses, or relying on this guidance, which can be amended or revoked at any time by the Trump Administration. In addition to the foregoing, banks may refuse to process debit card payments and credit card companies generally refuse to process credit card payments for cannabis-related businesses. As a result, the Company may have limited or no access to banking or other financial services in the United States. In addition, federal money laundering statutes and Bank Secrecy Act regulations discourage financial institutions from working with any organization that sells a controlled substance, regardless of whether the state it resides in permits cannabis sales. The inability or limitation in the Company's ability to open or maintain bank accounts, obtain other banking services and/or accept credit card and debit card payments may make it difficult for the Company to operate and conduct its business as planned or to operate efficiently.

Limited Trademark Protection

The Company will not be able to register any United States federal trademarks for its cannabis products. Because producing, manufacturing, processing, possessing, distributing, selling, and using cannabis is a crime under the CSA, the United States Patent and Trademark Office will not permit the registration of any trademark that identifies cannabis products. As a result, the Company likely will be unable to protect its cannabis product trademarks beyond the geographic areas in which it conducts business. The use of its trademarks outside the State of California by one or more other persons could have a material adverse effect on the value of such trademarks.

Potential FDA Regulation

Should the federal government legalize cannabis, it is possible that the U.S. Food and Drug Administration (the "FDA"), would seek to regulate it under the Food, Drug and Cosmetics Act of 1938. Additionally, the FDA may issue rules and regulations including certified good manufacturing practices, related to the growth, cultivation, harvesting and processing of medical cannabis. Clinical trials may be needed to verify efficacy and safety. It is also possible that the FDA would require that facilities where medical-use cannabis is grown register with the FDA and comply with certain federally prescribed regulations. In the event that some or all of these regulations are imposed, the impact would be on the cannabis industry is unknown, including what costs, requirements and possible prohibitions may be

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enforced. If Company is unable to comply with the regulations or registration as prescribed by the FDA it may have an adverse effect on the Company's business, operating results and financial condition.

Legality of Contracts

Because the Company's contracts involve cannabis and other activities that are not legal under U.S. federal law and in some jurisdictions, the Company may face difficulties in enforcing its contracts in U.S. federal and certain state courts.

The Company has limited operating history

The Company has limited operating history and may not succeed. The Company is subject to all risks inherent in a developing business enterprise. The Company's likelihood of continued success must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the competitive and regulatory environment in which it operates. For example, the adult use marijuana industry is a relatively new industry which, as a whole may not succeed, particularly should the federal government of the United States decide to prosecute various parties under federal law.

The Company's products

As a relatively new industry, there are not many established players in the recreational cannabis industry whose business model the Company can follow or build on the success of. Similarly, there is no information about comparable companies available for potential investors to review in making a decision about whether to invest in the Company.

Shareholders and investors should further consider, among other factors, the Company's prospects for success in light of the risks and uncertainties encountered by companies that, like the Company, are in their early stages. For example, unanticipated expenses and problems or technical difficulties may occur, and they may result in material delays in the operation of The Company's business. The Company may not successfully address these risks and uncertainties or successfully implement its operating strategies. If the Company fails to do so, it could materially harm the Company's business to the point of having to cease operations and could impair the value of the Company Shares to the point investors may lose their entire investment.

The Company has committed, and expects to continue to commit, significant resources and capital to develop and market existing products and new products and services. These products are relatively untested, and the Company cannot assure shareholders and investors that it will achieve market acceptance for these products, or other new products and services that the Company may offer in the future. Moreover, these and other new products and services may be subject to significant competition with offerings by new and existing competitors in the business. In addition, new products and services may pose a variety of challenges and require the Company to attract additional qualified employees. The failure to successfully develop and market these new products and services could seriously harm the Company's business, financial condition and results of operations.

Unfavourable Publicity or Consumer Perception

Proposed management of the Company believes the recreational cannabis industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the recreational cannabis produced. Consumer perception of the Company's proposed products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of recreational cannabis products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the recreational cannabis market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's proposed products and the business, results of operations, financial condition and cash flows of the Company. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's proposed products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of recreational cannabis in general, or the Company's proposed products specifically, or associating the

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consumption of recreational cannabis with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.