HAVN Life Sciences Inc.

(Formerly 1246780 B.C. Ltd.)

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the year ended April 30, 2021

This Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of HAVN Life Sciences Inc. (formerly 1246780 B.C. Ltd.) (the "Company"), is for the year ended April 30, 2021. It is supplemental to, and should be read in conjunction with, the Company's audited consolidated financial statements and the accompanying notes for the year ended April 30, 2021, as well as the audited financial statements and MD&A for the fiscal period ended April 30, 2020. Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has been prepared by reference to the MD&A disclosure requirements established under National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102") of the Canadian Securities Administrators.

In this MD&A, reference is made to adjusted EBITDA which does not have any standardized meaning under IFRS and is not a measure of financial performance under IFRS, and therefore, may not be comparable to similar measures presented by other companies. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by operations. The Company calculates adjusted EBITDA as follows:

> Net income / (loss), plus (minus) the add-backs or reversals of the following: unrealized foreign exchange (gains) or losses, interest (income) or expense, tax expense or (recovery), amortization expense, share-based payments, finders' performance warrants, impairment, one-time transaction costs and certain one-time non-operating expenses, as determined by management.

All dollar amounts in this MD&A are expressed in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information within the meaning of Canadian securities laws. Refer to "Cautionary Note Regarding Forward-Looking Statements" for cautionary statements regarding forward-looking statements.

DATE

This MD&A is prepared as of August 30, 2021.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about the global economic environment, the market price and demand for products and our ability to manage our operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) the uncertainty of government regulation and politics (3) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, (4) other factors beyond our control, and (5) the risk factors set out in the Company's Annual Information Form ("AIF").

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. We disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below as well as in the Company's Annual Information Form.

DESCRIPTION OF BUSINESS

HAVN Life Sciences Inc. (formerly 1246780 B.C. Ltd.) ("the Company") is a biotechnology company engaged in the scientific research and development of psychopharmacological products, including the formulation of standardized psychoactive compounds derived from fungi, which the Company intends to supply to third parties for use in clinical trials and for production of natural health products ("NHPs"). The Company intends for its compounds to be used to develop innovative therapies to improve mental health and human performance. The Company is also focused on developing methodologies for the standardized, quality-controlled extraction of psychoactive compounds from plants and fungi, including Psilocybe spp. mushrooms and the genera directive compounds, such as psilocybin, psilocin and baeocystin, and the development of natural health care products from non-regulated compounds.

The Company was incorporated under the laws of the Business Corporations Act (British Columbia) on April 8, 2020. The Company's registered office is 2200-885 West Georgia Street, Vancouver, British Columbia V6C 3E8. On September 8, 2020, the Company's shares began trading on the Canadian Securities Exchange ("CSE") under the symbol "HAVN".

On September 4, 2020, the Company acquired all of the issued and outstanding securities of HAVN Research Inc. ("HAVN Research") in exchange for the issuance of 15,233,333 common shares to the HAVN Research shareholders on a pro rata basis (the "Acquisition").

In connection with completion of the Acquisition and acceptance of its final long form prospectus dated September 2, 2020 (the "Prospectus"), the Company successfully began trading its shares on the CSE.

The Company has two principal business divisions: HAVN Labs and HAVN Retail.

HAVN Labs

The Company's HAVN Labs division is engaged in the development of research protocols to cover the production of Psilocybe spp. mushrooms in sterile conditions, the extraction and purification of psilocybin, psilocin, baeocystin and other compounds found in the genus, and quality control and testing necessary for safety and formulation protocols with Psilocybe spp. and/or constituents. The Company plans to develop a compound library designed to support the science of safe, quality-controlled psychoactive compounds for formulation to supply researchers with compounds for clinical trials.

The Company has made an application to Health Canada for a Dealer's Licence under the Food and Drugs Regulations (Part J) to the Food and Drugs Act (Canada) (the "Dealer's Licence") for standardized psychoactive compounds (including the compound Psilocybe spp.) to permit sale of proprietary formulations to third parties for use in research and clinical trials, and eventually for sale to healthcare practitioners once permitted by health authorities. There can be no certainty that the Company will obtain a Dealer's Licence.

On May 4, 2021, the Company entered into a contract with nutraceutical company Hypha Wellness Jamaica Psilocybin (HWJP) towards jointly researching and, subject to compliance with all applicable laws and regulations, producing standardized powdered homogenized psilocybin mushroom active pharmaceutical ingredient (API) products. The arrangement provides the Company with a mycology lab and production facility in Jamaica.

HAVN Retail

The Company's HAVN Retail division formulates and sells NHPs using compounds, the safety and efficacy of which have already been established and approved by Health Canada, and in respect of which Health Canada has published pre-approved data documents entitled the "Compendium of Monographs" (the "Monographs"). To this end, the Company has secured seven product licences under the *Natural Health Products Regulations* for the sale of its products (the “Product Licences”). The Product Licences are focused on four broad categories of human health and performance: immunity support, cognitive support, stress prevention, and energy support. Each of the seven initial products developed by HAVN Retail contains a foundational medicinal mushroom (Chaga, Cordyceps, Lion’s Mane, Reishi, Shiitake, or Turkey Tail), together with other herbs that have been selected for each of the seven products based on an evidence-informed model following the Health Canada regulatory framework. The Company utilizes a combination of contract manufacturing services and in-house manufacturing services through the large-scale manufacturing, packaging and distribution facility operated by the Company’s wholly-owned subsidiary, GCO Packaging and Manufacturing Ltd. The Company markets its proprietary NHPs under the HAVN brand through a direct to consumer market model and through third party point of sale locations of NHPs.

On June 2, 2021, the Company acquired intellectual property (“IP”) from Bolt Therapeutics Limited Partnership (the “IP Acquisition”). With this IP Acquisition, the Company looks to substantiate a patent application after which preclinical work can begin. To complete the IP Acquisition, the Company issued 15,894,040 common shares. Of the purchase price, 10,596,032 common shares will be subject to escrow with 1/6th of the common shares will be released every three months from closing date and 5,298,008 common shares upon satisfaction of milestones tied to the IP.

HIGHLIGHTS FOR THE PERIOD

The Corporation has been active in establishing strategic relationships towards executing the goal of acquiring assets and businesses in the psychopharmacological industry. The Company is still in its start-up phase.

The following highlights occurred during the first quarter ended July 31, 2020:

On May 27, 2020, the Company issued 3,340,000 Units, at a price of $0.25 per Unit for aggregate gross proceeds of $835,000. Each Unit consists of one Common Share and one Warrant entitling the holder thereof to acquire one additional Common Share at an exercise price of $0.50 per common share for a period of two years after the date of issuance, provided that in the event that the Common Shares trade on the CSE, or other recognized stock exchange or market, as applicable, at a price of $0.75 or more for a period of at least ten (10) consecutive trading days, the Corporation shall be entitled to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants (“Third Tranche of the Unit Offering”).

On May 28, 2020, the Company issued a total of 33,906,667 $0.02 Special Warrants pursuant to the $0.02 Special Warrant Offering for aggregate proceeds of $678,133. 21,550,000 of these Special Warrants were issued for cash proceeds of $431,000, and 12,356,667 of these Special Warrants were issued in consideration for consulting fees totalling $247,133.

On June 1, 2020, the Company issued a total of 249,000 $0.10 Special Warrants pursuant to the $0.10 Special Warrant Offering for aggregate proceeds of $24,900.

On June 5, 2020, the Company issued 6,210,000 Units, at a price of $0.25 per Unit for aggregate gross proceeds of $1,552,500. Each Unit consists of one Common Share and one Warrant entitling the holder thereof to acquire one additional Common Share at an exercise price of $0.50 per Common Share for a period of two years after the date of issuance, provided that in the event that the Common Shares trade on the CSE, or other recognized stock exchange or market, as applicable, at a price of $0.75 or more for a period of at least ten (10) consecutive trading days, the Corporation shall be entitled to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants (“Fourth Tranche of the Unit Offering”, and together with the First Tranche of the Unit Offering, the Second Tranche of the Unit Offering and the Third Tranche of the Unit Offering, the “Unit Offering”). In connection with the Unit Offering, the Corporation paid a finder’s fee, to certain finders, comprised of a cash payment of $49,500, the issuance of 198,000 common share purchase warrants having the same terms as the Warrants comprising part of the Units (the “Finder Warrants”) and the issuance of 110,000 finder units having the same terms as the Units (the “Finder Units”). In addition, the Corporation paid a finder’s fee comprised of a cash payment of $142,857 and the issuance of 798,000 Finder Units to certain finders in consideration for identifying potential targets for the purposes of negotiating the Acquisition.

The following highlights occurred during the second quarter ended October 31, 2020:

On September 4, 2020, the Company successfully completed the acquisition of HAVN Research consideration for 100% of the issued and outstanding shares of HAVN Research, the Company issued an aggregate of 15,233,333 common shares of the Company (the "Purchaser Shares"). The Purchaser Shares issued to complete the Acquisition are subject to escrow terms with 1/10th of the Purchaser Shares released on date of successful listing (September 2, 2020), and the remaining shares released every 6 months over a 36-month escrow period.

Following the completion of the Acquisition, the Company's common shares were listed and posted on the Canadian Securities Change and commenced trading at market open on September 8, 2020 under the symbol "HAVN."

On September 10, 2020, the Company was granted Section 56 exemption by Health Canada, pursuant to which it now has the ability to possess certain amounts of pure psilocybin for scientific purpose, specifically for the research and development of quality control methods.

On October 1, 2020, the Company joined the Drug Sciences Medical Psychedelics Working Group consortium team. The working group was launched by Drug Science, the UK's leading independent scientific body on drugs that provides an evidence base that is free from political or commercial influence, which creates a foundation for sensible and effective drug laws, by delivering, reviewing and investigating scientific evidence relating to psychoactive drugs. The Drug Science team includes:

a) Founder Prof. David Nutt, who serves as Chair of the Scientific Committee, and is also the Edmond J. Safra Professor of Neuropsychopharmacology at Imperial College London.

b) Colonel Rakesh Jetly, whose role in the Canadian military has included time as senior psychiatrist and mental health clinical advisor to the CF Surgeon General and who has published numerous articles in professional journals and presents nationally and internationally on such topics as post traumatic stress disorder and operational psychiatry.

c) Prof. Joanna Neil who has served as the Professor of Psychopharmacology in the Manchester Pharmacy School at the University of Manchester since January 2013 and who has authored over 70 peer-reviewed publications in top scientific journals. Neil has been conducting research in psychopharmacology for almost 30 years, specifically in the area of development of preclinical models of psychiatric disorders.

On October 5, 2020, the Company:

a) Appointed Vic Neufeld as the Chairman of the Board. Vic Neufeld brings a wealth of knowledge and experience in the Natural Health Food industry, having served as the Chief Executive Officer of Jamieson Laboratories ("Jamieson"), a significant Canadian manufacturer and distributor of natural vitamins, minerals, concentrated food supplements, herbs and botanical medicines. During Mr. Neufeld's 21-year tenure with Jamieson the company went from $20 million in annual sales to over $250 million and expanded its distribution network to over 40 countries, building Jamieson to a globally recognized brand name. Mr. Neufeld is also the former President and Chief Executive Officer of Aphria Inc., a medical marijuana and cannabis oil company;

b) Appointed Rick Brar as Vice Chair of the Board. Rick Brar is an experienced business leader in the cannabis, nutraceutical, beverage, consumer packaged goods, agriculture, land development and construction sectors. Rick Brar was previously the Chief Executive Officer of Atlas Supply Company Limited, where he led this significant herb company in North America for nine years. Rick Brar was also previously the Chief Executive Officer of Zenabis Global Inc., a large Canadian cultivator of medical and adult-use recreational cannabis and a propagator and cultivator of floral and vegetable products; and

c) Announced the departure of Robert Nygren who served as co-head of corporate development and as a director of the Company.

On October 5, 2020, the acceleration clause on certain warrants was activated, thereby accelerating the expiry date on all of the Company's warrants to November 24, 2020.

On October 13, 2020, the Company submitted its application to Health Canada to obtain a Controlled Drugs and Substances Dealer's Licence ("Licence") for Psilocybin and Psilocin. This Licence, when issued, will permit the Company to sell naturally-derived psilocybe spp compounds, under the Controlled Drug and Substances Act, to universities, researchers and companies.

On October 15, 2020, the Company appointed Dennis Staudt to the Board of Directors. Dennis Staudt has over 35 years experience providing business advice, having spent most of his career with PricewaterhouseCoopers LLP ("PwC"), including 22 years as a partner in PwC's Audit and Assurance Group. Following his retirement from PwC in 2012, Mr. Staudt joined the board of directors of Aphria Inc., where he served from July 2014 to September 2018. Mr. Staudt is currently the Vice-President of Staudt Farms Limited, a family-owned farming operation in Leamington, Ontario.

On October 20, 2020, the Company signed an agreement to supply Revive Therapeutics Ltd. (CSE: RVV, USA: RVVTF) ("Revive Therapeutics") with psychedelic compounds for use in investigational new drug which would lead to future studies and clinical trials pursuant to Food and Drug Administration guidelines.

On October 26, 2020, the Company received approval from Health Canada for six of its natural health product formulations. These formulations are the first of what will be a range of natural health products that the Company is developing for launch in 2021.

The following highlights occurred during the third quarter ended January 31, 2021:

On November 11, 2020, the Company received approval from Health Canada for a seventh product, with all 7 set for launch in 2021. Each product has been thoughtfully formulated with adaptogens and antioxidants to aid in overall health and wellness and support human optimization. The initial product launch includes:

a) Mind Mushroom: A blend of four mushrooms, mind is designed to help balance the immune system, fight cell damage and increase energy.
b) Bacopa Brain: Bacopa is a powerful plant extract that is clinically proven to support cognitive function and the nervous system.
c) Rhodiola Relief: Formulated to support mental focus and mental stamina.
d) Cordyceps Perform: Cordyceps mushrooms help support a healthy immune system.
e) Chaga Immunity: Chaga mushrooms help stimulate the immune system and control inflammation in the body.
f) Reishi Recharge: this multi-purpose mushroom has also been used in Traditional Chinese Medicines to strengthen the heart to reduce fatigue, insomnia and appetite as well as coughs and wheezing.
g) Lion's Mane Memory: Lion's mane helps maintain and balance the immune system.

On November 18, 2020, the Company entered into voluntary escrow agreements with certain shareholders pursuant to which an aggregate 6,300,000 common shares will be subject to a contractual resale restriction until March 8, 2021 (the "Escrowed Shares"). The Escrowed Shares were originally subject to a four-month statutory hold period which were set to expire on January 8, 2021.

On November 24, 2020, the Company received total proceeds of $5,468,928 pursuant to the exercise of 10,937,856 Warrants. The Company is in the process of cancelling 600,000 of warrant exercises and has refunded exercise proceeds totalling $300,000. The Company notes that certain of the warrants were sold by their original holders to third party buyers prior to being exercised. The Company paid a finder's fee totalling $80,000 pursuant to certain exercises of the Warrants. The Warrants had originally been issued by the Company pursuant to a Unit Offering that closed on June 5, 2020 and were subject to an accelerated exercise period as a result of the Company's share price remaining above $0.75 for a period of 10 consecutive trading days on the Canadian Securities Exchange.

On December 1, 2020, the Company become a voting member of the Conservative Drug Policy Reform Group ("CDPRG"). David King, director of research for CDPRG, joined the Company's advisory board. Mr. King has co-authored several CDPRG white papers including 'The UK Review of Medicinal Cannabis: The Needs of a Nation' and 'The Medicinal Use of Psilocybin: A call for reform.' This year, Mr. King received the Dr Abbas Khan Medal by King's College London for 'outstanding humanitarian contributions to the service of society'. He is also a founder of the Breaking Convention, Europe's largest academic conference on psychedelic drug research, and was a founding director of the Breaking Convention charity from 2010 to 2019. The CDPRG is a UK-based organization that assembles evidence from across the fields of medicine, law-enforcement, economics, ethics, criminology and human rights, for the benefit of drug policy-making. This year the CDPRG launched a campaign to reschedule psilocybin in the UK as part of their mission to provide greater access for research and medicinal purposes. The Company intends to commission roughly 250 hours of work from CDPRG's researchers.

On December 3, 2020, the Company entered a partnership with the Westwood Institute (the "Institute"), a veterans mental health-focused non-profit founded by Dr. Marvin Westwood. The Institute's mission is to expand on Dr. Westwood's work with veterans and empower clinicians around the world with evidence-based interventions and clinical training. Group counselling, trauma treatment and emerging therapies are key pillars of the Institute's approach. Dr. Westwood is Professor Emeritus of Counselling Psychology, at the University of British Columbia's (UBC) Faculty of Education. Over his 25-year career at UBC, Dr. Westwood has trained countless psychologists and counsellors from across the world. His major areas of teaching and research focused on the development, teaching and delivery of group-based approaches for counselling clients, and men's psychological health.

On December 3, 2020, the Company entered into investor relations agreements with Media Relations Publishing ("MRP") and Midam Ventures, LLC ("Midam"), respectively, pursuant to which, in exchange for payment by the Company of $500,000 to each of MRP and Midam, respectively. Each of Midam and MRP will provide marketing, advertising, public relations and corporate branding services to the Company.

On December 17, 2020, the Company's retail division, HAVN Retail, began executing its business plan for nutraceutical products and by developing seven natural healthcare products that are launched in Q1 of fiscal 2022. The Company also launched its e-commerce platform providing direct to consumer shipping throughout Canada in Q1 of fiscal 2022. The platform will also serve as an educational portal as consumers become comfortable with the use of alternative therapies, including mushrooms, and HAVN Life's custom formulations. The Company will also provide comprehensive and insightful educational materials, leveraging its science team, to ensure consumers make informed decisions when buying HAVN Life products.

On December 18, 2020, the Company announced that it has filed a preliminary short form prospectus (the "Preliminary Prospectus") with the securities commissions or similar authorities in each province of Canada, other than Québec.

On December 22, 2020, the Company announced a product listing agreement for a range of HAVN Life's natural health products, which will be sold in select Nesters Markets in British Columbia.

On January 7, 2021, the Company announced closing of its previously announced bought deal public offering of 10,747,900 units (the "Units"), including 1,401,900 Units issued pursuant to the Underwriter's (as defined below) over-allotment option which was exercised in full, at a price of $1.07 per Unit (the "Offering Price"), for aggregate gross proceeds of $11,500,253 (the "Offering"). Eight Capital acted as underwriter in respect of the Offering (the "Underwriter").

Each Unit consists of one common share in the capital of the Company (each, a "Share") and one Share purchase warrant (each, a "Warrant"), with each Warrant entitling the holder thereof to purchase one additional Share at an exercise price of $1.34 for a period of 36 months from the date of issuance.

On January 18, 2021, the Company announced that it is supporting the founding of a Canadian counterpart to Heroic Hearts ("Heroic Hearts Canada"). The Company will provide support and funding to help Heroic Hearts Canada promote education and research to support Canadian veterans.

Heroic Hearts is a registered 501(c)(3) non-profit organization operating in the United States that connects military veterans who are struggling with mental health issues resulting from trauma to therapy options such as psychotherapy supported by ayahuasca, psilocybin and ketamine.

On January 22, 2021, the Company announced that it will be included in the first psychedelics Exchange Traded Fund ("ETF") (NEO: PSYK). The ETF will begin trading on the Neo Exchange on January 26, 2021. The ETF will invest in, and indirectly derive revenues from, companies in the psychedelics industry engaged in legal activities involving psychedelic drugs and substances.

On January 22, 2021, the Company announced that it has granted 250,000 incentive stock options (the "Options") at an exercise price of $0.85 per common share for a five year term to a director of the Company.

Further, the Company granted 50,000 restricted share rights (the “RSRs”) with a one-eight (1/8th) of the RSRs to vest every three months beginning April 21, 2021. The Options and RSRs were granted to a director of the Company under the Company’s Equity Incentive Plan.

The Company also announced that it issued an aggregate of 384,896 common shares (the “Common Shares”) at a deemed price of $0.98 per Common Share in the capital of the Company to certain consultants of the Company for past services rendered to the Company.

On January 25, 2021, the Company entered into a definitive agreement (the “Definitive Agreement”) to acquire (the “Acquisition”), on the terms and conditions set forth in the Definitive Agreement, all of the outstanding share capital of GCO Packaging and Manufacturing Ltd. (“GCO”), which operates a large scale manufacturing, packaging and distribution facility (the “Facility”) in British Columbia – in exchange for 6,000,000 common shares.

The following highlights occurred during the fourth quarter ended April 30, 2021:

On March 16, 2021, the Company announced that Jenna Pozar is joining the team as Chief Operating Officer. Mrs. Pozar brings 18 years of experience working in the natural healthcare products space, and will head up the Company’s retail sales, marketing, e-commerce and logistics efforts.

March 25, 2021, the Company entered into a letter of intent (“LOI”) with nutraceutical company Hypha Wellness Jamaica Psilocybin (“HWJP”) towards jointly researching and, subject to compliance with all applicable laws and regulations, producing standardized powdered homogenized psilocybin mushroom active pharmaceutical ingredient (API) products.

Headquartered in Kingston, HWJP is focused on the cultivation, extraction, and manufacturing of nutraceuticals. They are uniquely positioned to explore and optimise the therapeutic and commercial potentials of psilocybin and other fungi for local and international markets.

The Company also announced that it is developing a production facility in Jamaica to produce psychedelic mushroom API and actively engaged in pursuing additional opportunities to collaborate with the scientific and business communities in Jamaica.

The Company believes that setting up operations in Jamaica will advance the Company's ability to optimize standardized quality controlled production methods for naturally-derived psilocybin, accelerating its overall business plan. Collaborating with HWJP also brings local knowledge and insight to the Company’s operation, potentially paving the way towards the development of functional standards across the industry.

On April 7, 2021, the Company completed the acquisition of GCO, acquiring 100% of the outstanding shares of GCO (the “Acquisition”) in exchange for an aggregate of 6,000,000 common shares of HAVN (the “Consideration Shares”). GCO operates a large-scale manufacturing, packaging and distribution facility (“Facility”). The Company intends to utilize the Facility to support formulation and manufacturing processes in-house to ensure the highest standards of quality and efficacy.

The Company notes that 1,214,954 of the Consideration Shares will be issued to a creditor of GCO in connection with the settlement of certain outstanding indebtedness (the “Debt Settlement Shares”). The Debt Settlement Shares are subject to resale restrictions which, in respect of one-half (1/2) of such Debt Settlement Shares, expire in four (4) months, and which, in respect of the remaining Debt Settlement Shares, expire in five (5) months.

Release and delivery of the Consideration Shares to the shareholders of GCO (the “Vendors”) are subject to the terms and conditions contained in the share purchase agreement between the Company and the Vendors, including an escrow arrangement whereby one-sixth (1/6) of such Consideration Shares will be released to the Vendors every three (3) months following closing, commencing three months from the closing date.

The completion of the Acquisition triggered the vesting of an aggregate of 9,000,000 outstanding performance warrants, all of which were exercised, resulting in the issuance of 9,000,000 common shares of the Company to the holders thereof (the “Performance Warrant Shares”). One-half of the Performance Warrant Shares are subject to resale restrictions which, in respect of 50% of such Performance Warrant Shares, expire in 45 days, and which, in respect of the remaining 50% of such Performance Warrant Shares, expire in 90 days.

The following highlights occurred subsequent to the fourth quarter ended April 30, 2021:

On May 4, 2021, the Company announced that it now has access to a fully operational mycology lab and production facility in Jamaica. The Company also announced the initiation of production alongside local partner Hypha Wellness, a Jamaican-based food and psychoactive mushroom producer. The Company expects to be able to deliver naturally-derived psilocybin products to clinical studies and researchers by Q3 of fiscal 2022.

On May 11, 2021, the Company announced that it has completed the analytical work under its Health Canada Section 56 exemption. Specifically, the Company's research team has developed a rapid testing method that enables precise and accurate measurement of psilocybin content in under 5 minutes.

On May 13, 2021, the Company announced it has entered into a supply agreement (the "Supply Agreement") with ATMA Journey Centers Inc. – an Alberta-based company focused on delivering innovative psychedelic-assisted therapies internationally – to be their exclusive supplier of naturally-derived psilocybin.

On May 17, 2021, the Company announced that it has entered into a definitive agreement to acquire clinical stage intellectual property ("IP") from Bolt Therapeutics Limited Partnership (the "Acquisition"). The IP consists of a combination of BOL-148, which has demonstrated potential for treating cluster headaches in a human study, and a neuroprotectant that is believed to act in unison with BOL-148. BOL-148, an unrestricted compound, is an analogue of lysergic acid diethylamide (LSD) that does not produce the same psychotropic effects, making it a promising candidate for a new therapy.

On closing of the Acquisition, the Company paid Bolt Therapeutics Limited Partnership $1,000,000 in cash issued: (i) 10,596,032 common shares, which common shares will be subject to an escrow arrangement whereby one-sixth (1/6) of such common shares will be released from escrow every three (3) months following completion of the Acquisition; and (ii) 5,298,008 common shares upon the satisfaction of certain milestones in respect of the IP.

The closing of the Acquisition occurred on June 2, 2021.

On May 19, 2021, the Company announced a production and supply agreement (the "Agreement") with Lobe Sciences Ltd. (CSE: LOBE) (OTC: GTSIF), an innovative biotech company committed to investigating and developing treatments using psychedelic and non-traditional medicines for better brain health.

On June 3, 2021, the Company announced the launch of its first retail line of natural health products. The seven SKUs: Mind Mushroom, Bacopa Brain, Rhodiola Relief, Cordyceps Perform, Chaga Immunity, Reishi Recharge and Lion's Mane are now available at yourHAVNlife.com and are now rolled out on Amazon and at select Nesters Market stores across British Columbia.

On June 8, 2021, the Company announced it has secured a product listing agreement with Choices Markets for the company's new line of natural health products, which officially launched on June 3, 2021. The locally owned and operated grocery chain will carry the full line of the Company's natural health products at all locations.

On July 2, 2021, the Company announces the appointment of Gordon Clissold as Chief Financial Officer ("CFO") and announces that the Company's outgoing CFO, Eli Dusenbury, will remain on as a consultant providing accounting services as necessary. Mr. Clissold has over 20 years of experience as an operational and financial manager, in both public and private companies, with career experience spanning technology, manufacturing, wholesale distribution and professional services. His management competencies encompass organizational leadership, strategic planning, corporate finance, financial modelling, ERP and financial systems implementation, internal control development, and due diligence for mergers and acquisitions. Mr. Clissold has led the international expansion of companies and has established a reputation for being able to identify the talent necessary to build high-performing teams.

On July 27, 2021, the Company announced a new agreement with P.A. Benjamin Manufacturing Company ("PAB"), a pharmaceutical manufacturing company based in Kingston, Jamaica.

PAB operates a GMP compliant facility and will be contract packing the Company's naturally-derived psilocybin, following the necessary protocols to allow for export from Jamaica and import into Canada, the US and Europe. Along with the Company's collaboration with Hypha Wellness, a Jamaican food and psychoactive mushroom producer, this agreement further reinforces the Company's commitment to collaboration and long-term industry growth in Jamaica. The agreement will also open the door for the Company to seek API designations, as well as secure further supply agreements with companies in the industry.

On July 29, 2021, the Company announced it has received Fulfillment by Amazon ("FBA") designation from Amazon.ca for the Company's new line of natural health products, which launched on June 3, 2021. The ecommerce giant now carries the full line of the Company's natural health products and ships anywhere in Canada.

On August 3, 2021, the Company announced the harvest of its first crop of psilocybin containing mushrooms pursuant to the production facility in Jamaica. Working with its partner, GMP manufacturer P.A. Benjamin in Kingston, the Company intends to export the harvested psilocybin to Canada where it will be tested for safety and quality control through its lab partner, Delic Labs.

OVERALL PERFORMANCE

As of April 30, 2021, the Company had not yet generated revenues from operations as the first launch of its products began in June. The Company continues to look towards building a laboratory for which it will execute research and development activities.

The net assets of the Company increased from $1,901,424 as at April 30, 2020 to $13,199,908 at April 30, 2021, an increase of $11,298,484 The assets at April 30, 2021 consist primarily of cash of $9,401,676 (April 30, 2020 - $1,616,985), amounts receivable $210,225 (April 30, 2020 - $nil), prepaid expenses of $998,119 (April 30, 2020 - $75,000), right-of-use asset of $448,835 (April 30, 2020 - $nil), and intangible assets of $2,930,953 (April 30, 2020 - $nil) arising on the acquisition of HAVN Research and GCO.

Liabilities as of April 30, 2021 consists of accounts payable and accrued liabilities of $584,037 (April 30, 2020 - $41,109), current portion of lease liabilities of $130,946 (April 30, 2020 - $nil), and non-current portion of lease liabilities of $325,386(April 30, 2020 - $nil).

SELECTED ANNUAL INFORMATION

The following information sets out the Company's audited selected annual information for the year ended April 30, 2021 and the period from incorporation on April 8, 2020 to April 30, 2020:

	Year Ended April 30, 2021	**Period Ended April 30, 2020**
	($)	**($)**
Operating Expenses	(30,353,138)	(41,124)
Net Income (Loss)	(30,380,633)	(40,576)
Basic and Diluted Earnings (Loss) Per Share	(0.52)	$(0.01)

	As at April 30, 2021	**As at April 30, 2020**
	($)	**($)**
Cash	9,401,676	1,616,985
Amounts receivable	210,225	-
Promissory note receivable	-	250,548
Prepaid expenses and deposits	998,119	75,000
Right-of-use asset	448,835	-
Intangible assets	2,930,953	-
Total Assets	14,240,277	1,942,533

Prepaid expenses and deposits primarily consist of $510,545 in prepaid investor relations and marketing expense and deposits paid on inventory received in June 2021 of $360,300.

DISCUSSION OF OPERATIONS

The following highlights the key operating expenditures during the year ended April 30, 2021 and the period from incorporation to April 30, 2020.

For the year ended April 30, 2021

During the year ended April 30, 2020, the Company incurred a net and comprehensive loss of $30,380,633. The comprehensive loss for the period consists primarily of the following:

- Amortization expense of $4,604,536 consists primarily of the non-cash intangible asset amortization on the Company's Section 56 Exemption acquired through the acquisition of HAVN Research and amortization of the Company's exclusive supply rights acquired through the acquisition of GCO.

- Investor relations and marketing expense of $5,162,033 consists of strategic marketing, advertising, public relations and corporate branding programs executed pursuant to investor relation agreements with a focus on North American and German markets. The Company issued 498,896 common shares pursuant to investor and marketing services rendered measured at a fair value of $432,918.

- Management and directors' fees of $2,131,908 consists of fees paid to the Company's executive officers and directors for terminations, bonuses, and salaries. Pursuant to successfully completing the go-public transaction and the acquisition of HAVN Research, the Company expanded its management and director team.

- Consulting fees and employee payroll of $1,135,933 consists primarily of fees paid to third party service providers and employee payroll. The Company issued 12,457,667 common shares pursuant to consulting services rendered measured at a fair value of $342,963.

- Professional fees of $946,263 consists primarily of legal fees incurred to complete the acquisitions, successful receipt of its Prospectus from the British Columbia Securities Commission ("BCSC") on September 2, 2020, and ongoing work regarding licensing, terminations, agreements, business structuring and auditor fees.

- Research and development expense of $332,571 consists primarily of costs incurred to develop the Company's current line of natural health products. The company issued 35,212 common shares pursuant to the acquisition of a research-based psychedelic website measured at a fair value of $28,874.

- Share-based payments of $9,139,473 consists of the non-cash fair value as measured by the Black-Scholes option pricing model. The expense recorded consists of:
    - 6,485,000 stock options granted and vesting;
    - 4,679,130 restricted share rewards granted and vesting; and
    - 10,000,000 management performance warrants, of which 3,500,000 began vesting.

- Finders' performance warrants of $6,007,444 is pursuant to the vesting of 9,000,000 performance warrants pursuant to the acquisition transaction with GCO closing April 7, 2021. The non-cash fair value of performance warrants was measured using the Black-Scholes option pricing model.

For the period ended April 30, 2020

During the period ended April 30, 2020, the Company incurred a net and comprehensive loss of $40,576. The net and comprehensive loss for the period consists primarily of professional fees of $41,109.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the most recently completed quarters since inception:

	4th Quarter Ended April 30, 2021 $	3rd Quarter Ended January 31, 2021 $	2nd Quarter Ended October 31, 2020 $	1st Quarter Ended July 31, 2020 $	Period from incorporation on April 8, 2020 to April 30, 2020 $
Revenue	Nil	Nil	Nil	Nil	Nil
Operating expenses	(10,972,767)	(13,156,753)	(5,399,675)	(823,943)	(41,124)
Loss	(10,998,772)	(13,160,261)	(5,404,315)	(817,285)	(40,576)
Loss per share, basic and diluted	(0.12)	(0.17)	(0.11)	(0.05)	(0.01)

On a quarter-by-quarter basis, losses are expected to fluctuate significantly due to a number of factors including timing of operating activities from the date of incorporation due to the nature of a start up company, timing of stock option grants, and acquisition related expenses.

An analysis of the quarterly results from inception is as follows:

- For the quarter ended April 30, 2020, the Company was in its initial start-up phased and had engaged in initial drafts of the business plan and legal fees to close a financing for gross proceeds of $1,922,000 and subscriptions of $20,000 had been received.

- For the first quarter ended July 31, 2020, the Company was still its initial start-up phase closing two financings raising gross proceeds of $2,632,400 in private placements and had submitted its preliminary prospectus.

- For the second quarter ended October 31, 2020, the Company received acceptance of its final prospectus and listed its shares on the CSE, closed the acquisition of HAVN Research for 15,233,333 shares, granted executive, consulting and employee options and RSRs recognizing fair value of $2,128,464 and received subscriptions of $655,400 pursuant to warrant exercises.

- For the third quarter ended January 31, 2021, the Company closed warrant exercises for total gross proceeds of $5,168,928 and closed a bought deal financing for gross proceeds $11,500,253. Additionally, the Company developed 7 Natural Health Products which have been approved by Health Canada which it plans to manufacture pursuant to the acquisition of GCO (acquired April 7, 2021). The Company recognized $5,476,618 in non-cash finders' fees pursuant to performance warrant milestones expected to vest as a result of the pending GCO transaction.

- For the fourth quarter ended April 30, 2021, the Company closed the acquisition of GCO, recognized additional $530,826 in finders' warrant expense pursuant to the vesting of performance warrants, recognized $3,353,179 pursuant to employee performance warrants vesting and recognized $969,283 pursuant to the vesting of RSRs and options. The Company also recognized amortization expense of $2,727,501 primarily to the completion of research and development activities related to the s56 exemption rights which are now complete.

FORTH QUARTER YEAR OVER YEAR

For the period from inception to April 30, 2020, the Company was in its start-up phase primarily focused on financing and building a go public strategy. Very little expenditures were incurred during this time. During the three months ended April 30, 2021, the Company's activities were focused on strategic acquisition of a manufacturing and processing facility, moving steadily though the necessary steps necessary to build a local research lab facility and beginning to perform research and development activities in Jamaica. Operating expenditures were $10,972,767 for the three months ended April 30, 2021 (period ended April 30, 2020 - $41,124) representing an increase of $10,931,643 over the comparative period and consisted primarily of:

	For the three months ended April 30, 2021	**For the period ended April 30, 2020**
Amortization	$ 2,727,501	$ -
Investor relations and marketing	$ 2,016,377	$ -
Management and directors' fees	$ 749,741	$ -
Professional fees	$ 300,193	$ 41,109
Research and development	$ 101,827	$ -
Share-based payments	$ 4,322,462	$ -
Finders' performance warrants	$ 530,826	$ -

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of $9,401,676 as at April 30, 2021 (April 30, 2020 - $1,616,985). The Company had working capital of $9,895,037 as at April 30, 2021 (April 30, 2020 - $1,901,424).

Financing activities

During the year ended April 30, 2021 the company raised net proceeds of $18,636,122 (April 30, 2020 - $1,942,000) through issuances of shares, warrants and special warrants, summarized as follows:

a) Issued 249,000 special warrants at a price of $0.10 per special warrant for total net proceeds of $24,900. Each special warrant automatically converted into a common share of the Company at the earlier of (a) the date that is four months and a day following the closing date and (b) the day on which a receipt for the final prospectus of the Company qualifying the distribution of its common shares underlining the special warrant is received;

b) Issued 9,550,000 units at a price of $0.25 per unit for total net proceeds of $2,387,500. Each unit consists of one common share and one warrant, with each warrant being exercisable at $0.50 per common share for a period of two years, provided that in the event that the common shares trade on the CSE, or other recognized stock exchange or market, as applicable, at a price of $0.75 or more for a period of at least ten (10) consecutive trading days, the Company shall be entitled to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the warrants.

   In connection with completing the aforementioned private placements, the Company paid cash of $192,357 to finders, issued 110,000 finder's units and 198,000 finder's warrants. Each finder's unit consists of one common share and one warrant, with each warrant being exercisable at $0.50 per common share for a period of two years, provided that in the event that the common shares trade on the CSE, or other recognized stock exchange or market, as applicable, at a price of $0.75 or more for a period of at least ten (10) consecutive trading days, the Company shall be entitled to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the warrants. The finder's units were measured at a fair value of $0.25 per finders' unit for a total of $27,500. The finder's warrants have the same terms as those included in the units and were measured at a fair value of $22,900.

c) On December 4, 2020, the Company received total proceeds of $5,468,928 pursuant to the exercise of 10,937,856 warrants. The Company is in the process of cancelling 600,000 of the warrant exercises and refunding exercise proceeds totalling $300,000. The Company notes that certain warrants were sold by their original holders to third party buyers prior to being exercised, in respect of which, the Company paid a finder's fee totalling $80,000.

d) On January 7, 2021, the Company completed a bought deal public financing with Eight Capital for 10,747,900 units at a price of $1.07 per unit for total proceeds of $11,500,253. Each unit consists of a common share and a purchase warrant exercisable into a common share at and exercise price of $1.34 per warrant for a period of three years. In connection with completing the financing, the Company paid commission, advisory and legal fees totalling $891,020 and issued 644,874 finders' options, measured at a fair value of $690,015. Each finders' option is exercisable into one unit for three years for no consideration. Each unit consists of one common share and one purchase warrant at an exercise of $1.34 per warrant for a period of three years.

e) During March and April 2021, the Company received proceeds totalling $497,917 pursuant to the exercise of 9,958,333 performance warrants at $0.05 per performance warrant.

The Company plans to continue raising capital primarily through the private placement of its equity securities or debt on an as needed basis. 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.

Operating Activities

The Company used cash of $10,421,995 (April 30, 2020 - $75,015) in operating activities during the year ended April 30, 2021.

Investing Activities

The Company used cash of $396,699 (April 30, 2020 - $250,000) in investing activities primarily pursuant to the acquisition of HAVN Research and GCO during the year ended April 30, 2021.

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are the officers and directors of the Company. Management and directors fees and share-based payments for the year ended April 30, 2021 and the period from incorporation on April 8, 2020 to April 30, 2020 are summarized as follows:

		April 30, 2021		**April 30, 2020**
Management and directors fees	$	2,131,908	$	-
Share-based payments (fair value)		8,213,444		-
	$	**10,345,352**	**$**	**-**

As at April 30, 2021, $49,285 (April 30, 2020 - $nil) is owed to certain officers and directors of the Company.

During the year ended April 30, 2021, the Company recorded:

Equity incentives granted and fees paid to the following for services rendered:	**Equity incentive**	**Equity incentive**	**Far value**	**Fees paid**
			$	$
Barinder Rasode, the former President and Director (formerly Co-President) pursuant to officer services provided	RSRs Options PWs*	200,000 250,000 4,500,000	174,000 133,505 3,353,179	476,741
Robert Nygren, the former Co-President and Director pursuant to president services rendered pursuant to officer services provided	Options PWs	250,000 4,500,000	133,505 Nil	330,000
Tim Moore, the CEO and Director pursuant to officer services provided	RSRs Options	500,000 750,000	125,001 230,209	174,000
A company controlled by Eli Dusenbury, the CFO pursuant to CFO and former co-CEO, President and Director services provided	RSRs Options	150,000 250,000	37,500 51,397	200,000
Susan Chapelle, the former Co-CEO pursuant to officer services provided	RSRs PWs**	39,130 1,000,000	35,216 Nil	84,000
Dr. Ivan Casselman, the Chief Psychedelics Officer pursuant to officer services provided	Options	1,000,000	167,859	75,500
Alex Samuelsson, the Chief Research Officer pursuant to officer services provided	Options	100,000	16,786	65,000
A company controlled by Gary Leong, the Chief Science Officer pursuant to officer services provided	RSRs Options	100,000 200,000	25,000 71,606	45,000
A company controlled by Jenna Pozar, the Chief Operating Officer pursuant to officer services provided				20,000
A company controlled by Tim Laidler, a Director of the Company pursuant to director services provided	RSRs Options	50,000 250,000	25,473 133,505	140,000
Dennis Staudt, a Director of the Company pursuant to director services provided	RSRs Options	50,000 250,000	15,644 163,971	80,000
Rick Brar, a Director and Vice Chair of the Company pursuant to director services provided	RSRs Options	1,040,000 1,000,000	808,874 408,051	150,000
Vic Neufeld, a Director and Chair of the Company pursuant to director services provided	RSRs Options	2,050,000 1,250,000	1,603,594 499,569	291,667
			$ 8,213,444	**$ 2,131,908**

* Pursuant to a settlement agreement with the former President and Director of the Company, the Company modified these performance conditions such that 3,500,000 performance warrants vested on February 12, 2021, with 1,000,000 of these PWs being reserved for reallocation.

** Pursuant to a settlement agreement with the former Co-CEO of the Company, all 1,000,000 of these PWs are reserved for reallocation.

PROPOSED TRANSACTIONS

On August 5, 2021, the Company filed its preliminary short form base shelf prospectus, to offer and issue the following securities: (i) common shares of the Company (“Common Shares”); (ii) debt securities of the Company (“Debt Securities”); (iii) subscription receipts (“Subscription Receipts”) exchangeable for Common Shares and/or other securities of the Company; (iv) warrants exercisable to acquire Common Shares and/or other securities of the Company (“Warrants”); and (v) securities comprised of more than one of Common Shares, Debt Securities, Subscription Receipts and/or Warrants offered together as a unit (“Units”), or any combination thereof having an offer price of up to $25,000,000 in aggregate at any time during the 25-month period that the short form base shelf prospectus remains valid.

As of August 30, 2021, the Company has not raised any financing under the aforementioned equity and/ or debt offering.

SUBSEQUENT EVENTS

On June 2, 2021, the Company acquired intellectual property ("IP") from Bolt Therapeutics Limited Partnership (the "Acquisition"). With this Acquisition, the Company looks to substantiate a patent application after which preclinical work can begin. To complete the acquisition, the Company issued 15,894,040 common shares and paid $1,000,000 in cash.

Of the purchase price, 10,596,032 common shares will be subject to escrow with 1/6th of the common shares will be released every three months from closing date and 5,298,008 common shares upon satisfaction of milestones tied to the IP.

Subsequent to April 30, 2021, the Company issued common shares, pursuant to options, RSRs and performance warrants exercised, as follows:

	Description	Number of shares issued	Options/ RSRs/ warrants exercised	Exercise price	Proceeds
July 14, 2021	Cashless options exercised	183,080	275,000	$ 0.25	$ Nil
July 14, 2021	Cashless options exercised	8,333	50,000	$ 0.65	$ Nil
July 14, 2021	RSRs exercised	150,000	150,000	N/A	$ Nil

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The following is the Company's accounting policy for financial instruments under IFRS 9:

(i) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial assets/liabilities	
Cash	FVTPL
Promissory note receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Lease liability	Amortized cost

(ii) Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statement of loss in the period in which they arise.

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the year ended April 30, 2021 and during the period from incorporation to April 30, 2020, the Company incurred the following significant expenses:

	2021	2020
Amortization	$ 4,604,536	$ -
Investor relations and marketing	$ 5,162,033	$ -
Management and directors' fees	$ 2,131,908	$ -
Professional fees	$ 946,263	$ 41,109
Research and development	$ 332,571	$ -
Share-based payments	$ 9,139,473	$ -
Finders' performance warrants	$ 6,007,444	$ -

An analysis of material components of the Company's general and administrative expenses is disclosed in the audited consolidated financial statements for the year ended April 30, 2021 to which this MD&A relates as well as the Discussion of Operations section of this MD&A. An analysis of the material components of the Acquisition is disclosed in the notes to the audited consolidated financial statements for the year ended April 30, 2021 to which this MD&A relates.

Amortization is calculated as the life of the Section 56 Exemption which was completely used during the year ended April 30, 2021 and as such has been amortized completely. Investor relations fees consist of the Company's strategic marketing, promotion and branding strategies. On September 4, 2020, the Company acquired HAVN Research and expanded its management team and has since added key directors. The professional fees consist of the audit and legal fees for work performed to date which include completion of the prospectus and go public transaction. Management and directors' fees consist of the fees incurred for the officers and directors for services rendered. Share-based payments consist of non-cash fair value of options, restricted share rewards. Performance warrants are issued for services provided by management, directors and service providers.

Adjusted EBITDA

Adjusted EBITDA is a non-IFRS financial measure that does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other companies. Management believes this measure provides useful information as it is a commonly used measure in the capital markets and as it is a close proxy for repeatable cash generated by operations.

The Company calculates adjusted EBITDA as loss, plus the add-backs or reversals of the following: unrealized foreign exchange gains or losses, interest income or expense, tax expense or recovery, amortization expense, share-based payments, finders' performance warrants, impairment, one-time transaction costs, one-time non-operating expenses, as determined by management as follows:

Adjusted EBITDA for the year ended April 30, 2021, and the period from incorporation on April 8, 2020, to April 30, 2020:

		For the year ended April 30, 2021		Period from incorporation on April 8, 2020 to April 30, 2020
LOSS AND COMPREHENSIVE LOSS	$	(30,380,633)	$	(40,576)
Amortization		4,604,536		-
Investor relations and marketing services rendered (498,896 shares issued)		432,918		-
Research and development services rendered (35,212 shares issued)		28,874		-
Consulting services rendered (12,457,667 shares issued)		342,963		-
Share-based payments		9,139,473		-
Finders' performance warrants		6,007,444		-
Interest expense (income)		17,495		(548)
Foreign exchange loss		10,000		-
ADJUSTED EBITDA	$	(9,796,930)	$	(41,124)

Adjusted EBITDA for the three months ended April 30, 2021, and the period from incorporation on April 8, 2020, to April 30, 2020:

		For the three months ended April 30, 2021		Period from incorporation on April 8, 2020 to April 30, 2020
LOSS AND COMPREHENSIVE LOSS	$	(10,998,772)	$	(40,576)
Amortization		2,727,501		-
Consulting services rendered (15,000 shares issued)		11,550		-
Share-based payments		4,322,462		-
Finders' performance warrants		530,826		-
Interest expense (income)		17,495		(548)
Foreign exchange loss		8,510		-
ADJUSTED EBITDA	$	(3,380,428)	$	(41,124)

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company's common shares are listed on the CSE under the symbol 'HAVN.' The Company's authorized share capital consists of an unlimited number common shares without par value. As at August 30, 2021, the Company had 123,874,581 (April 30, 2021 – 107,639,128) common shares issued and outstanding.

Share Purchase Warrants

As at August 30, 2021, the Company had 10,747,900 (April 30, 2021 – 10,747,900) share purchase warrants outstanding.

Finders' Warrants

As at August 30, 2021, the Company had Nil (April 30, 2021 – Nil) finders' warrants outstanding.

Finders' Options

As at August 30, 2021, the Company had 644,874 (April 30, 2021 – 644,874) finders' options outstanding.

Performance Warrants

As at August 30, 2021 (April 30, 2021 – 9,041,667), the following performance warrants were outstanding:

Expiry date	Warrants		Exercise Price
Warrants			
September 4, 2023	9,041,667		0.05
	9,041,667	**$**	**0.05**

Options

As at August 30, 2021 (April 30, 2021 – 6,425,000), the following options were outstanding:

Expiry date	Options outstanding	Options exercisable		Exercise Price
Options				
June 4, 2025	500,000	500,000		0.25
September 4, 2022	1,325,000	100,000		0.25
September 4, 2022	200,000	150,000		0.50
September 10, 2025	2,075,000	2,075,000		0.65
October 4, 2025	1,750,000	656,250		0.79
January 15, 2026	250,000	250,000		0.85
	6,100,000	**3,731,250**	**$**	**0.57**

Restricted Share Rewards ("RSRs")

As at August 30, 2021 (April 30, 2021 – 2,130,000), the Company had the following RSRs outstanding:

	RSRs
April 30, 2020	**-**
Granted June, September, and October 2020	4,679,130
Exercised	(2,699,130)
Outstanding, August 30, 2021	**1,980,000**
Vested	4,652,427
Exercised	(2,699,130)
Vested, August 30, 2021	**1,953,297**

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 as well as in the Prospectus' previously filed. 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 risk factors:

Risks Related to the Company's Business

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its activities and investors could lose their entire investment.

There is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company will require additional financing to sustain its business operations if it is not successful in earning revenues. The Company currently does not have any arrangements for further financing and it may not be able to obtain financing when required. The Company's future is dependent upon its ability to obtain financing. If the Company does not obtain such financing, its business could fail and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

The Company has a limited operating history and there is no assurance that the Company will be successful in achieving a return on shareholders' investment.

The Company has a limited operating history and as a result will be subject to all of the business risks and uncertainties associated with any new business enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, lack of revenue and the risk that it will not achieve its growth objective. There is no assurance that the Company will be successful in achieving a return on shareholders' investment.

History of losses

The Company has incurred losses since inception. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company's revenues do not increase to offset these expected increases in costs and operating expenses, it will not be profitable.

Reliance on management

The Company is currently in good standing with all high-level employees and believes that with well managed practices will remain in good standing. The success of the Company will be dependent upon the ability, expertise, judgment, discretion and good faith of its senior management and key personnel. While employment agreements are customarily used as a primary method of retaining the services of key employees, these agreements cannot assure the continued services of such employees. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Insurance and uninsured risks

The Company's business is subject to a number of risks and hazards including accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, delays in operations, monetary losses and possible legal liability.

Although the Company intends to continue to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

The psychedelic industry and market are relatively new and this industry may not succeed in the long term

Following completion of the Acquisition Transaction, the Corporation has begun operating its business in a relatively new industry and market. In addition to being subject to general business risks, the Corporation must continue to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance and compliance with regulations. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the psychedelic industry and market could have a material adverse effect on the Corporation's business, financial conditions and results of operations.

The psychedelic market will face specific marketing challenges given the products' status as a controlled substance which resulted in past and current public perception that the products have negative health and lifestyle effects and have the potential to cause physical and social harm due to psychoactive and potentially addictive effects. Any marketing efforts by the Corporation would need to overcome this perception to build consumer confidence, brand recognition and goodwill.

Dependence on suppliers and skilled labour

The ability of the Company to compete and grow will be dependent on it having access, at a reasonable cost and in a timely manner, to skilled labour, equipment, parts and components. No assurances can be given that the Company will be successful in maintaining its required supply of skilled labour, equipment, parts and components. This could have an adverse effect on the financial results of the Company.

Difficulty to forecast

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the biotechnology industry. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Management of growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Internal controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's financial statements and materially adversely affect the trading price of the Company's shares.

Liquidity

The Company cannot predict at what prices the Company will trade and there can be no assurance that an active trading market will develop or be sustained. There is a significant liquidity risk associated with an investment in the Company.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for Reporting Issuer's shares and could use significant resources. Even if the Company is involved in litigation and wins, litigation can redirect significant Reporting Issuer resources.

Privacy

The Corporation and its employees and consultants have access, in the course of their duties, to personal information of clients of the Corporation. There can be no assurance that the Corporation's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Corporation's employees or arm's length third parties. If a client's privacy is violated, or if the Corporation's found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

For a complete list of risk factors, please see the section entitled "Risk Factors" described in the AIF filed October 20, 2020 which may be accessed on the Corporation's issuer profile on SEDAR at www.sedar.com.

BOARD APPROVAL

The Board of Directors of the Company has approved this MD&A.