

NOTICE TO READERS

The Audit Committee, in consultation with management of the Company, has determined that the Company's previously filed consolidated financial statements and management's discussion and analysis for the year ended December 31, 2019 needed to be restated to correct for a content and disclosure deficiency. Adjustments were also made to correct the values assigned to intangible assets and share capital.

Details of the changes are fully described in Note 14 to the Restated Consolidated Financial Statements as filed on SEDAR on November 30, 2020.

The previously filed financial statements and management's discussion and analysis for the financial periods were originally filed by the Company on SEDAR on July 15, 2020. Each of the Restated Consolidated Financial Statements and Revised MD&A replaces and supersedes the respective previously filed original financial statements and related management's discussion and analysis. There have been no other changes. This notice supersedes the previously filed versions.

**MYDECINE INNOVATIONS GROUP INC.
(FORMERLY NEWLEAF BRANDS INC.)**

AMENDED AND RESTATED MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDED DECEMBER 31, 2019 AND 2018

(Expressed in Canadian dollars)

**MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
AMENDED MANAGEMENT DISCUSSION & ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2019 AND 2018**

This management's discussion and analysis provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the year ended December 31, 2019, compared to the year ended December 31, 2018. This report prepared as at November 30, 2020 intends to complement and supplement our restated consolidated financial statements (the "financial statements") as at December 31, 2019 and should be read in conjunction with the financial statements and the accompanying notes. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Our financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). All dollar amounts contained in this MD&A are expressed in Canadian dollars, unless otherwise specified.

Where we say "we", "us", "our", the "Company" or "Mydecine", we mean Mydecine Innovations Group Inc. (formerly Newleaf Brands Inc.) and/or its subsidiaries, as it may apply.

Additional information, including news releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and is available under the Company's profile at www.sedar.com or the Company's website <https://nabrandsinc.com/>.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued development of our real estate holdings, among others, including those identified in the Risk Factors section. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions.

Readers are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected including, but not limited to

- *Fluctuations in the fair market value of land;*
- *Demand for CBD products and cannabis related derivatives;*
- *Expected number of users of CBD products and CBD related derivatives in the United States;*
- *Demand for the development of turnkey properties in the state of Washington;*
- *Product sales expectations and corresponding forecasted increases in revenues;*
- *Successful marketing and promotion of We are Kured's lifestyle brand and products;*
- *The Company's expectations regarding the adoption and impact of certain accounting pronouncement's;*
- *The availability of financing needed to complete the Company's planned improvements on commercially reasonable terms;*
- *Federal status that may contradict local and state legislation respecting legalized marijuana;*
- *The Company's expectations with respect to the Company's future financial and operating performance;*
- *and,*
- *The Company's expectations with respect to future performance, results and terms of strategic initiatives, strategic agreements and supply agreements.*
- *The Company's expectation on receiving regulatory approval to use psilocybin; and,*
- *Federal status that may contradict local and state legislation respecting the legal status of psilocybin;*

These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. The Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf except as may be required by securities laws.

**MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
AMENDED MANAGEMENT DISCUSSION & ANALYSIS
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MYDECINE OPERATIONS

The Company was incorporated under the *Business Corporations Act* (British Columbia) on September 27, 2013, under the name 0981624 B.C. Ltd. The Company subsequently changed its name to New Age Farm Inc. on April 10, 2014, to New Age Brands Inc. on November 14, 2018, to NewLeaf Brands Inc. on April 2, 2019 and to Mydecine Innovations Group Inc. on June 5, 2020.

The Company is listed on the Canadian Securities Exchange, Over-The-Counter Market and the Frankfurt Stock Exchange and its common shares are traded under the tickers CSE:MYCO, OTC: MYCOF, FSE:0NF respectively.

The Company's principal business is the development, market and distribution of Cannabidiol ("CBD"), Psilocybin products and operation of real estate and farm properties in North America.

The registered address, head office, principal address and records office of the Company are located at Suite 810 - 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

We are Kured

The Company is primarily a CBD oil lifestyle Company that is interested in working with Kured to launch its products.

During the period ended December 31, 2017, the Company was approached by the principals of We Are Kured, LLC ("Kured"), a Colorado based CBD oil lifestyle company that was interested in working with the Company to launch its products. Management reviewed the proposal and the Company entered into a definitive agreement with Kured in December 2017 as a new division and to support its principal business. Kured is led by Benjamin Martch, a cannabis marketing entrepreneur. Kured has partnered with hemp cultivators, edible manufacturers, and product formulators to develop, market and distribute multiple lines of CBD products including, but not limited to, CBD vaporizer pens, topicals, gel capsules and more. Unlike THC, CBD, is a non-psychoactive cannabinoid and does not result in any type of high and can be legally extracted from the hemp plant and consumed. All of Kured's products are 100% THC free and will be available for purchase internationally. THC, or tetrahydrocannabinol, is the primary active ingredient in cannabis.

In January 2018, Kured became a wholly owned subsidiary of Mydecine. Since joining the Mydecine's family, Kured has launched its brand by attending trade shows, developing a fully built out ecommerce website at www.wearekured.com, and delivering its first product, the CBD oil vaporizer pen filled with terpene infused hemp derived CBD oil. Kured's terpene blends were created by global terpene developer Eybna Technologies Ltd. Each of Kured's vape pens is infused with one of three specific terpene flavour profiles. The three variations are Moonlight, an Indica blend infused with OG Kush Terpenes; Daylight, a Sativa blend infused with Pineapple Express Terpenes; and Allday, a Hybrid blend infused with Strawberry Diesel Terpenes. Kured has worked closely with the manufacturing and design team to ensure that the look, feel and overall experience of the pen would be both ergonomically and esthetically pleasing. Kured announced the launch a second generation vape pen in May 2018.

During the year ended December 31, 2018 and period ended September 30, 2019, Kured was actively promoting the brand through attendance at trade shows, presentations and marketing outreach. The Company is now working with various distributors and marketers to gain market share. Kured believes that as it launches the next generation pen and cements these relationships with retailers, marketers, and distributors that sales will increase and Kured will begin to see positive margins in future quarters. In addition to the vape pens, Kured has been actively developing its product lines and the Company will report on these as information becomes available. On August 22, 2019, the Company announced that We are Kured will be offering new 500MG Gem Pod (the "Gem Pod") in addition to the Company's current product offering to capitalize on the recent craze of the Gem Pods in the tobacco space. The Company is looking to provide a healthier derivative of the product and will be available in a 1 unit packet and a 3 unit packet that will be distributed in the United States.

**MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
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MYDECINE OPERATIONS (Continued)

Drink Fresh Water, LLC

On September 25, 2018, the Company signed a definitive agreement with Drink Fresh Water LLC. (“DFW”), a CBD infused beverage company. DFW further augments the Company’s vision of creating a lifestyle brand using CBD products and other cannabis derivatives. DFW was established in California by a group of industry leaders and is known for their flagship product, a CBD infused, nano amplified alkaline water that is in over 100 unique retail stores. The Company intends to provide its marketing and distribution expertise to create shareholder value.

On February 8, 2019, the Company completed the acquisition of Drink Fresh Water LLC and issued 345,280 common shares with a fair value of \$1,011,670. During the year ended December 31, 2018, the Company advanced \$98,070 to DFW pursuant to the terms of the acquisition.

Real Estate Investments

From time to time, the Company seeks for value- added real estate investments. These properties acquired are assets in which the Company hopes to be able to earn positive cash flows and gain appreciation on in their respective markets.

In August 2018, the Company acquired 1175987 B.C. Ltd. (“Oregon Properties”) to further develop and grow its business. 1175987 B.C. Ltd. was later amalgamated with the Company’s wholly owned subsidiary, 1176392 B.C. Ltd. Through the acquisition of the Oregon Properties, the Company acquired 111 acres of land, divided into two legal plots, located at Cave Junction, Oregon, and a start of the art outdoor and greenhouse cultivation facility. Cave Junction has been historically known as one of the best microclimates in the world for successful cultivation of cannabis. During the six-month period ended June 30, 2019, the Company has finalized its lease agreements with its lessee’s.

On August 9, 2019, the Company acquired approximately 400 acres of property located in Pottus, Texas, with the intent for a large scale hemp farm. The purchase price of the property is US \$1,300,000 and the Company has provided a non-refundable deposit of \$50,000. As at December 31, 2020, the Company has not completed this transaction.

BUSINESS DEVELOPMENTS

Acquisition of Drink Fresh Water, LLC.

On September 25, 2018, the Company entered into a definitive agreement to acquire 100% of Drink Fresh Water LLC. (“DFW”). In consideration, the Company paid USD \$75,000 (paid) in cash and USD \$1,200,000 in common stock of the Company. Pursuant to the acquisition of DFW, the Company issued 345,280 common shares during the year ended December 31, 2019.

Business Rationale

DFW further augments the Company’s vision of creating a lifestyle brand using CBD products and other cannabis derivatives. DFW was established in California by a group of industry leaders and is known for their flagship product, a CBD infused, nano amplified alkaline water that is in over 100 unique retail stores. The Company intends to provide its marketing and distribution expertise to create shareholder value.

MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
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BUSINESS DEVELOPMENTS

Drink Fresh Water (continued)

Accounting Treatment

The acquisition of DFW does not constitute a business combination because these entities do not meet the definition of a business under IFRS 3 Business Combination. As a result, under IFRS, the transaction is being measured at the fair value of equity consideration issued to acquire these entities.

The purchase price was determined based on IFRS 2 - Share Based Payments and allocated as follows using a relative fair value approach:

Consideration paid:	
Cash	\$ 102,315
Common shares	1,011,670
Total consideration paid	\$ 1,113,985
<hr/>	
Unidentifiable assets acquired	1,113,985
Consideration paid in excess of net assets acquired from acquisition	\$ (1,113,985)

Acquisition of ReLyfe

On August 13, 2019, the Company acquired 100% of ReLyfe Brands LLC (“ReLyfe”). ReLyfe main product offering is a 25MG soft gel CBD capsule that provides high quality CBD to the market. As consideration, the Company issued 8,433,191 common shares of the Company. The Company issued 843,319 finder common shares to an arm’s length party. The Company is also looking to expand ReLyfe’s product offering by adding additional SKUs in the near future.

The acquisition of Relyfe does not constitute a business combination because these entities do not meet the definition of a business under IFRS 3 Business Combination. As a result, under IFRS, the transaction has been measured at the fair value of equity consideration issued to acquire these entities. The purchase price was determined based on IFRS 2 – Share Based Payments:

Consideration paid:	
Common shares and finder common shares	\$ 8,627,155
Total consideration paid	\$ 8,627,155
Total assets acquired:	
Inventory	\$ 175,020
Unidentifiable assets acquired	\$ 8,452,135
Consideration paid in excess of net assets acquired from acquisition	\$ (8,452,135)

The remaining unidentifiable asset did not meet the intangible asset criteria for capitalization. Accordingly, the Company expensed \$8,452,135 in the statement of loss and comprehensive loss.

**MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
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BUSINESS DEVELOPMENTS (CONTINUED)

Acquisition of Tealief

On August 13, 2019, the Company acquired 100% of Tealief Brand LLC (“Tealief”). Tealief is a provider of teabags and main product offering is a 25MG teabags that comes in high-caffeine, mild-caffeine and non-caffeinated assortment. These blends of tea are created from herbs and spices from around the world. The Company issued 8,433,191 common shares of the Company. The Company issued 843,319 finder common shares to an arm’s length party.

The acquisition of Tealief does not constitute a business combination because these entities do not meet the definition of a business under IFRS 3 Business Combination. As a result, under IFRS, the transaction has been measured at the fair value of equity consideration issued to acquire these entities. The purchase price was determined based on IFRS 2 – Share Based Payments.

<u>Consideration paid:</u>	
Cash	\$ 141,215
Common shares and finder common shares	\$ 8,627,155
Total consideration paid	\$ 8,768,370
<u>Total assets acquired:</u>	
Inventory	\$ 283,901
Unidentifiable assets acquired	\$ 8,484,469
Consideration paid in excess of net assets acquired from acquisition	\$ (8,484,469)

The remaining unidentifiable asset did not meet the intangible asset criteria for capitalization. Accordingly, the Company expensed \$8,484,469 in the statement of loss and comprehensive loss.

Rationale for acquisition:

Relyfe and Tealif expands and diversifies the Company’s product offering into soft gel CBD capsules and teas, to provides its customers with a wide array of product to buy from that fit within the Company’s overall vision of the Company.

Acquisition of Levee Street Holdings, LLC

On April 22, 2020, the Company acquired 50% of Levee Street Holdings, LLC (“Levee”) via a Share Swap Agreement. Levee opens a key distribution channel throughout the United States. Greg Kassanoff, is the founder of Pioneer Wine & Spirits, LLC and CEO of Mexicor Pioneer Wine & Spirits, owns the remaining 50% of Levee. Through the Company’s relationship with Mr. Kassanoff, the Company intends to capitalize on Mr. Kassanoff relationship within the United States to distribute its products. Pursuant to the terms of the arrangement, the Company issued 4,500,000 common shares.

Acquisition of Mydecine Group

On April 30, 2020, the Company acquired 100% of Mydecine Group (“Mydecine”) by issuing 17,000,000 common shares to shareholders of Mydecine and 1,360,000 common shares to an arm’s length finder. Mydecine is a vertically integrated company engaged to utilize medicinal, health and wellness capabilities found in mushroom and fungi. The Company intends to complete research and development, as well as cultivate and process compounds found in mushroom and fungi.

**MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
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BUSINESS DEVELOPMENTS (CONTINUED)

Trellis Holdings Oregon, LLC.

On May 6, 2020, the Company acquired 37.5% of the issued and outstanding share capital of Trellis Holdings Oregon Op LLC (“Trellis”). Trellis has been operating since 2015 and holds various licenses in the state of Oregon, and operates in the medical and recreational cannabis markets. Trellis maintains an 11 acre recreational cultivation property in southern Oregon and operates a medical and recreational cannabis dispensary in Portland, Oregon. The Company completed the transaction by issuing 28,000,000 common shares of the Company.

Financings

On May 7, 2020, the Company completed a private placement and issued 52,908,420 common shares for gross proceeds of \$2,645,421. The Company issued 529,034 finder common shares and issued 1,183,000 finder warrants (“Finder Warrant”). Each Finder Warrant consists of one common share with an exercise price of \$0.05 and expires on May 7, 2021.

On July 25, 2019 and August 1, 2019, the Company completed a private placement and issued 2,154,580 common shares for gross proceeds of \$657,147. The Company issued 83,137 finder common shares.

During the year ended December 31, 2019, 345,778 options at an exercise price ranging from \$2.25 to \$2.70 were exercised for gross proceeds of \$826,600. Fair value of \$928,096 was re-allocated from contributed surplus to share capital.

The Company intended use for the above financings is finance operations and continue to build the Companies core competencies in real estate, research and development, and retail.

SELECTED ANNUAL INFORMATION

The Company’s selected financial information for the past three fiscal years is as follows:

	Year ended December 31, 2019 \$(Restated)	Year ended December 31, 2018 \$	Year ended December 31, 2017 \$
Statement of operations			
Revenue	276,772	207,655	-
Gross margin	182,724	97,833	-
Net loss for the year	(21,558,326)	(13,355,218)	(17,557,946)
Loss per share – basic and diluted	(0.97)	(2.44)	(6.30)
Balance sheet			
Total assets	5,288,234	5,207,790	2,785,706
Long term liabilities	-	-	70,643

Fluctuations in Assets are mostly due to cash on financing activities and deployed to consultants and marketing professionals to support Kured’s business. Assets increased during the year ended December 31, 2019 as the Company made strategic acquisitions in Tealief Brands, Relyfe Brands and Drink Fresh Water. Through the Company’s wholly owned subsidiary, We are Kured, the Company sells vape pens and recorded revenue of \$125,572 (2018 - \$207,655) and rental income of \$151,200 (2018 - \$Nil). The Company did not record any revenues in fiscal year 2017. The amount and timing of expenses and availability of capital resources vary substantially from quarter to quarter, depending on the availability of funding from investors or collaboration partners. The Company acquired Relyfe Brands LLC, Tealief Brands LLC and Drink Fresh Water LLC, and collectively, recorded consideration paid in excess of net assets acquired from these acquisitions of \$18,050,589 to the statement of loss and comprehensive loss.

MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
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SELECTED QUARTERLY INFORMATION

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	Three months ended			
	December 31, 2019 (restated)	September 30, 2019	June 30, 2019	March 31, 2019
Sales revenue	\$ 77,011	\$ 85,445	\$ 85,654	\$ 29,642
Expenses	781,384	906,386	390,049	1,555,993
Total assets	5,288,234	23,477,965	5,957,183	6,167,507
Total liabilities	231,298	77,675	145,215	1,864,069
Net loss	(18,058,076)	(840,596)	(365,811)	(1,547,243)
Net loss and comprehensive loss per share and diluted loss per share	(0.41)	(0.04)	(0.05)	(0.21)

	Three months ended			
	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Total Revenue	\$ 44,502	\$ 66,649	\$ 88,487	\$ 8,017
Interest income	-	-	1,592	9,288
Expenses	2,136,524	1,489,180	1,309,311	4,008,839
Total assets	5,207,790	5,435,401	902,668	4,111,496
Total liabilities	1,844,640	1,837,550	1,790,792	1,365,540
Net loss	(2,129,316)	(1,424,908)	(5,841,339)	(4,009,289)
Net loss and comprehensive loss per share and diluted loss per share	(0.30)	(0.00)	(0.05)	(0.02)

Fluctuations in Assets are mostly due to cash on financing activities and deployed to consultants and marketing professionals to support Kured's business. The amount and timing of expenses and availability of capital resources vary substantially from quarter to quarter, depending on the availability of funding from investors or collaboration partners.

Growth in sales quarter over quarter shows significant potential in Kured's development as a lifestyle brand. The Company is continuing to increase brand awareness through marketing campaigns in the United States. Furthermore, the Company anticipates increasing acceptance of CBD vaporizers as general acceptance of CBD products rises. During the year ended December 31, 2019, the Company signed lease agreements with arm's length parties and the Company recorded rental revenues of \$151,200 during the year ended December 31, 2019. During Q4 2019, the Company acquired Relyfe Brands LLC, Tealief Brands LLC and Drink Fresh Water LLC, and collectively, recorded consideration paid in excess of net assets acquired from these acquisitions of \$18,050,589 to the statement of loss and comprehensive loss.

PROPOSED TRANSACTIONS

There were no proposed transactions that have not been previously disclosed in subsequent events or disclosure.

MYDECINE INNOVATIONS GROUP INC. (FORMERLY NEWLEAF BRANDS INC.)
AMENDED MANAGEMENT DISCUSSION & ANALYSIS
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RESULTS OF OPERATIONS – REVENUES

For the year ended December 31, 2019 and December 31, 2018

	Year ended,	
	2019	2018
	\$	\$
Sales	276,772	207,655
Cost of goods sold	(94,048)	(109,822)
Gross profit	182,724	97,833

- Cost of sales include all expenditures related to the product. This includes shipping fees, import duties, storage costs, handling charges and the cost of the product itself.
- During the year ended December 31, 2019, the Company recorded rental income of \$151,200 (2018 - \$Nil) and relates to the Company signing leases with its lessee's.
- During the year ended December 31, 2019, the Company recorded the sale of vape pens of \$125,572 (2018 - \$207,655). During the year, the Company worked to manage its cash flow and as a result, reduced the Company's overall advertising campaign, which is evident by the decrease in advertising expenses year over year. The Company raised approximately \$2,400,000 in cash so the Company does not anticipate cash flows issues on a going forward basis to market its products.

RESULTS OF OPERATIONS - EXPENSES

All of the balances set out in this and following sections, including the Summary of results conform to IFRS standards.

For the year ended December 31, 2019 and 2018

The Company recorded net loss of \$21,558,326 compared to a net loss of \$13,355,218 for the corresponding period in 2018. Some of the significant charges to operations are as follows:

- The Company incurred advertising and promotion expense in the amount of \$71,511 (2018 - \$730,220). The Company completed limited advertising and promotion programs due to limited cash reserves in the current period whereas in the comparative period, the Company had funds to complete promotional programs.
- The Company incurred amortization of \$109,079 (2018 - \$21,763) on the Company's building facility and equipment. Furthermore, the Company's amortization increased due to the adoption of IFRS 16 on January 1, 2019.
- Foreign exchange loss of \$64,865 (2018 – gain of \$97,320) is due to fluctuations in the USD and CAD foreign exchange rates. The Company's parent Company is denominated in Canadian whereas the US subsidiaries are denominated in the US dollar, resulting in fluctuations in foreign exchange.
- Director fees of \$520,660 (2018 - \$150,738) is attributed to the overall change in management and the cost to hire industry experts.
- Interest expense increased to \$68,310 from \$69,947 in the comparable period as the Company entered into convertible loan agreements with previous management bearing interest of 8% . During the year ended December 31, 2019, the Company settled its outstanding promissory and convertible notes with shares.
- Office and miscellaneous decrease to \$134,233 from \$302,017 in the comparable period as the Company initiative cost cutting measures to preserve cash. In general, office and miscellaneous relates to costs incurred by Kured in marketing, travelling and general expenses associated with increasing awareness of Kured's lifestyle brand.

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RESULTS OF OPERATIONS – EXPENSES (CONTINUED)

- Professional fees increased to \$196,446 from \$166,775 in the comparative period and relates to the due diligence and legal and accounting work in connection to the various completed acquisitions.
- Share based payments decreased to \$1,602,588 from \$2,602,634 in the comparative period. During the year ended December 31, 2019, the Company granted stock options to directors, officers, and consultants of the Company.
- In the comparative period and as a result of issuing 10,000,000 common shares to complete the acquisition of Kured, the Company incurred a loss of \$3,101,176 by writing off unidentifiable assets from the acquisition because the Company determined the unidentifiable assets did not meet the definition of an intangible asset. WAK had no identifiable assets including any intangibles, therefore the consideration paid is for unidentifiable asset acquired which is written off as an impairment in the consolidated statement of comprehensive loss.
- In the comparative period, the Company terminated former management, and paid \$4,535,000 in a mixture of shares and cash.
- During the year ended December 31, 2019, the Company settled promissory and convertible notes with shares resulting in a loss on settlement of debt of \$49,162. In the comparative period, the Company settled a loan with an arm's length party and recorded a gain on settlement of debt of \$37,901.
- Consulting Fees - The Company relies heavily on Consultants to help them achieve their goals on all facets of business. Consultants include Management, Advisors, Technical Support, Due Diligence on potential investment opportunities and other support roles. There was an overall decrease in consulting fees from the comparative period as the Company closed on fewer investment opportunities in the current period.
- The Company acquired Relyfe Brands LLC, Tealief Brands LLC and Drink Fresh Water LLC, and collectively, recorded consideration paid in excess of net assets acquired from these acquisitions of \$18,050,589 to the statement of loss and comprehensive loss.

During the three month period ended December 31, 2019, the Company incurred a loss of \$18,058,076 compared to \$2,129,316 in the comparative period. A significant variance quarter over quarter is primarily attributed to a one-time management termination cost of \$4,535,000 being recorded in the comparative period. Also, the Company initiated cost-cutting measures to preserve cash and maintain operations. Many of the variances and relevant discussion for the three month period ended is similar to year ended discussion. The Company acquired Relyfe Brands LLC, Tealief Brands LLC and Drink Fresh Water LLC, and collectively, recorded consideration paid in excess of net assets acquired from these acquisitions of \$18,050,589 to the statement of loss and comprehensive loss.

LIQUIDITY

The Company is a startup agricultural and CBD based company that has received minimal revenues to date and may have incidental interest income it may earn on funds invested in short-term deposits. As a result, its ability to conduct operations is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that the Company will be able to do so. The Company's continued existence is dependent upon its ability to raise additional capital, the continuing support of its creditors, and ultimately, the attainment of profitable operations and positive cash flows. The Company's loans, lease payments and debt covenants are in good standing as of the date of this MD&A.

During the year ended December 31, 2019, the Company raised \$826,600 from stock option exercises and raised \$657,147 pursuant to the completion of private placements. Subsequent to December 31, 2019, the Company raised gross proceeds of \$2,645,421 through the issuance of 52,908,420 common shares. The Company has sufficient cash flow to manage its operations.

At December 31, 2019, the Company's working capital (deficiency) is \$393,876 (2018 – (\$1,351,296)) and cash of \$18,209 (2018 - \$11,085). During the year ended December 31, 2019, the Company raised gross proceeds of \$657,147 by issuing 2,154,580 common shares, which improved the Company's financial position. Furthermore, the Company is receiving rental income and collecting on the loan settlement every month.

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LIQUIDITY (CONTINUED)

During the year ended December 31, 2019, the Company settled \$1,637,500 in promissory and convertible debenture notes through the issuance of 4,916,240 common shares. This greatly alleviated the Company's working capital position as the Company works to establish itself in the CBD marketplace.

The Company's subsidiaries have not yet generated any significant income but revenues is expected to increase over time. This will contribute to the Company's overall liquidity and the Company intends to use income from operations to satisfy long term liquidity needs. Until these subsidiaries generate significant revenue, their ability to assist the Company by providing increased liquidity is very limited.

The agricultural and CBD business is risky and dependent on many factors. There is certain stigmatism to cannabis and cannabis derivatives and cannabis is federally illegal in the united states. Revenue from operations consisted of \$125,572 (2018 - \$207,655) from the sale of pens and vaporizers and \$151,200 (2018 - \$Nil) from rental income. This revenue will contribute to the Company's liquidity and the Company intends to collect rent to alleviate some of the liquidity issues. However, if the Company develops the Company's brand unsuccessfully, revenues will be limited. There is no assurance that the Company will successfully grow its brand.

LIQUIDITY AND CAPITAL RESOURCES – CASH FLOW

OPERATING ACTIVITIES:

Cash used in operating activities for the year ended December 31, 2019 was \$1,486,125 as compared to \$3,985,028 in the prior period. The Company paid various consultants to advise on potential cannabis related deals and incurred cost related to due diligence, legal and accounting work for the Company's various acquisitions. The Company's cash reserve ran lower than expected during the year ended December 31, 2019, and the Company initiated cost-cutting measure to preserve cash and maintain operations.

INVESTING ACTIVITES:

In the comparative period, the Company paid 98,070 (US \$75,000) deposit pursuant to the acquisition of Drink Fresh Water and paid transaction costs of \$19,728. The Company received cash of \$55,208 from the outstanding loan receivable and paid the Company's lease liability of \$50,765.

FINANCING ACTIVITIES:

Cash provided by financing activities for the year ended December 31, 2019 was \$1,432,982 (December 31, 2018 - \$1,939,346). The Company exercised stock options and raised gross proceeds of \$826,600 (2018 - \$752,500). The Company completed a private placement and raised gross funds of \$657,147 (2018 - \$Nil). In the comparative period, the Company exercise warrants of \$2,040,171, exercised options of \$752,500 and repaid outstanding loans of \$1,062,950.

CAPITAL RESOURCES

The Company's objective when managing capital is to maintain adequate cash resources to support planned activities which include administrative costs and general expenditures. In the management of capital, the Company includes cash, due to related parties, loan payable, notes payable, and the components of shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

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CAPITAL RESOURCES (CONTINUED)

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. Historically, funding for the Company's plan is primarily managed through the issuance of additional common shares, through its commercial activities and through obtaining financing. There are no assurances that funds will be made available to the Company when required.

In order to carry out the planned development and pay for administrative costs, the Company will spend its existing working capital and expects to raise additional amounts as needed. The Company will continue to assess new business and seek to acquire an interest in additional business if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash, and all are held in major Canadian financial institutions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended December 31, 2019. The Company is not subject to externally imposed capital requirements.

TRANSACTIONS WITH RELATED PARTIES

The Directors and Executive Officers of the Company are as follows:

Benjamin Martch	CMO and Director
Joshua Bartch	CEO, Interim CFO and Director
Michael A. Connolly	Chief Compliance Officer and Director
Erik Knutson	Director

The Company incurred the following related party transactions, with associated persons or corporations, which were measured at the exchange amount as follows:

Key management includes directors, executive officers and officers which constitutes the management team. The Company paid or accrued compensation in form of consulting fees to companies controlled by directors, executive officers and officers as follows:

<i>Management Compensation</i>	Legal fees	Director fees	Total
<i>Year ended December 31, 2019</i>	\$	\$	\$
Director of the Company	7,500	138,299	145,799
Benjamin Martch, CEO of WAK	-	134,963	134,963
Joshua Bartch, CEO Of the Company	-	237,537	237,537
Total	7,500	510,799	518,299

<i>Management Compensation</i>	Consulting fees	Director fees	Share Compensation	Legal
<i>Year ended December 31, 2018</i>	\$	\$	\$	\$
Carman Parente, former CEO	102,750	17,050	-	-
Anthony Chan, former CFO	54,538	13,500	-	-
David Johnson, former Director	23,152	10,600	-	-
Lorraine Pike, former Director	36,736	12,000	-	-
NHS Industries, former related Company	18,000	-	-	-
Company controlled by a director	-	39,193	93,495	13,805
Benjamin Martch, CEO of WAK	80,233	29,198	93,495	-
Joshua Bartch, CEO Of the Company	302,473	29,198	93,495	-
Total	617,882	150,739	280,485	13,805

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As at December 31, 2019, accounts payable and accrued liabilities were due to related parties of \$Nil (2018 - \$Nil).

On August 18, 2019, the Company issued 9,276,510 common shares with a fair value of \$8,627,155 and acquired 100% of Relyfe Brands LLC. Certain members of management of the Company are common shareholders of Relyfe Brands LLC. The transaction was entered at market terms and as such, the Company determined the fair value using a level one input on the fair value hierarchy.

On August 18, 2019, the Company issued 9,276,510 common shares with a fair value of \$8,627,155 and acquired 100% of Tealief Brands LLC. Certain members of management of the Company are common shareholders of Tealief Brands LLC. The transaction was entered at market terms and as such, the Company determined the fair value using a level one input on the fair value hierarchy.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

OFF BALANCE SHEET ARRANGEMENTS

As at December 31, 2019, the Company had no off-balance sheet arrangements.

OUTSTANDING SHARE DATA

As of the date of this MD&A the Company has 137,735,659 common shares, 3,343,157 stock options and 1,183,000 warrants outstanding.

RESTATEMENT

Subsequent to the issuance of the Company's audited consolidated financial statements for the year ended December 31, 2019 and 2018 on June 2, 2020, management had determined that these consolidated financial statements needed to be restated to correct for acquisitions of assets. It was determined that acquisitions of intangible assets were not properly recorded for the year ended December 31, 2019. (Note 3). As a result, intangible asset decreased by \$4,980,000 and share capital increased by \$13,070,589 on the consolidated statement of financial position and the consolidated statements of changes in shareholders' equity as at December 31, 2019. And the loss for the year ended December 31, 2019 increased by \$18,050,289.

The effects of the restatement on the consolidated statement of financial position as at December 31, 2019 and the consolidated statements of loss and comprehensive loss for the year ended December 31, 2019 are summarized below. There is no impact on net cash used in operating activities, net cash received from investing activities and net cash provided from financing activities on the consolidated statements of cash flows.

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RESTATEMENT (CONTINUED)

Consolidated Statement of Financial Position as at December 31, 2019:

	Previously reported \$	Adjustments \$	Restated \$
Assets			
Current assets	601,031	-	601,031
Non-current assets	9,667,203	(4,980,000)	4,684,203
Total assets	10,268,234	(4,980,000)	5,288,234
Liabilities			
Current liabilities	207,155	-	207,155
Non-current liabilities	24,143	-	24,143
Total liabilities	231,298	-	231,298
Shareholders' equity			
Share capital	49,815,205	13,070,589	62,885,794
Accumulated other comprehensive loss	551	-	551
Contributed surplus	7,239,998	-	7,239,998
Deficit	(47,018,818)	(18,050,589)	(65,069,407)
Total shareholders' equity	10,036,936	(4,980,000)	5,056,936
Total liabilities and shareholders' equity	10,268,234	(4,980,000)	5,288,234

Consolidated Statement of Loss and Comprehensive Loss for the year ended December 31, 2019:

	Previously reported \$	Adjustments \$	Restated \$
Total sales	276,772	-	276,772
Cost of goods sold	(94,048)	-	(94,048)
	182,724	-	182,724
General and administrative expenses	3,633,812	-	3,633,812
Total general and administrative expenses	3,633,812	-	3,633,812
Other income (expenses)			
Gain(loss) on settlement of debt	(56,649)	-	(56,649)
Consideration paid in excess of identifiable assets on acquisition	-	(18,050,589)	(18,050,589)
Total other income (expenses)	(56,649)	(18,050,589)	(18,107,238)
Loss for the year	(3,507,737)	(18,050,589)	(21,558,326)

CONTINGENCIES

Except for the commitments mentioned in Liquidity subsection (a), there is no other contingency outstanding as of date of this discussion.

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RISKS AND UNCERTAINTIES

Selling vaporizers in the United States

Selling vaporizers in the United States can involve significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the demand for vaporizers is wide spread and can result in substantial reward, marketing will be a significant influencer in development of the Company. The Company is creating a lifestyle brand around the Company and is significantly influenced by how the Company appears in the market place. Significant expenses may be required to establish the lifestyle brand to be accepted in the market place.

Plant Growing, Warehousing and Processing Industry

The plant growing, warehousing and food processing industry involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the development of such facilities may result in substantial rewards, marketing will also play a significant role in developing the Company and its level of success. Major expenses may be required to establish the facilities to be accepted in the marketplace. It is impossible to ensure that the current facilities and market strategy planned by the Company will result in profitable commercial sales. Whether the Company will be commercially viable depends on a number of factors, some of which are the particular attributes of the industry the facilities is geared toward and the existing infrastructure, as well as competitors' strategies and market factors. Some of these factors are cyclical and government regulated, including regulations relating to agriculture and food processing procedures and protocols.

The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. Agriculture and food processing operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the public health sectors inherited in the agriculture and food processing industry. Although adequate precautions to minimize risk will be taken, operations are subject to hazards that are unforeseeable or beyond the company's control and their consequent liability.

Some of these risks include the following:

The Company is largely dependent on the success of constructing and marketing its warehousing and processing facilities and cannot be certain that its facilities will be successfully commercialized. NHS currently has minimal revenue from renting out its greenhouse facility. The successful addition of agriculture and food warehousing / processing facilities will also augment its ability to rent out unused greenhouse space and facilities. There is no guarantee that it will ever have marketable facilities.

Risks in design, development and manufacture of agriculture and food warehousing / processing facilities which may have adverse effect on public's health.

If a significant portion of these development efforts are not successfully completed, required regulatory approvals are not obtained, or any approved facilities are not commercially successful, the company's business, financial condition, and results of operations may be materially harmed.

The Company's facilities may never achieve market acceptance even if the company obtains regulatory approvals.

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The Company's activities are directed towards the warehousing and processing of agriculture and food. There is no certainty that any expenditure to be made by the Company as described herein will result in market acceptance of the Company's facilities offerings. There is aggressive competition within the agriculture and food warehousing / processing marketplace. The Company will compete with other interests, many of which have greater financial resources than it will have for marketing towards target customers. Significant capital investment is required to achieve commercialization from the current start-up and development stage of the Company.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the company heavily relies on the company officers.

Psilocybin industry

Psilocybin is currently a Schedule III drug under the Controlled Drugs and Substances Act (CDSA) and it is a criminal offence to possess substances under the CDSA without a prescription and Health Canada has not approved psilocybin and psilocin as drugs. Any activities such as sale, possession, production, etc. of the substance is prohibited unless authorized for clinical trial or research purposes under section 56 of the CDSA. Health Canada can grant exemptions under section 56 of the CDSA to use controlled substances if it is deemed to be necessary for a medical or scientific purpose or is otherwise in the public interest. Health Canada must also approve the clinical trials.

Any delays of the company in obtaining, or failure to obtain regulatory approvals from Health Canada to commence or continue clinical testing would significantly delay the development of the company's markets and products and could have a material adverse effect on its business, results of operations and financial condition.

Disclosure Regarding the Company's Proposed Research into the United States Psilocybin Industry

Legal risks

All drugs on the CDSA schedules require a prescription. It is a criminal offence to possess substances scheduled under the CDSA without a prescription.

Under the CDSA, person who is in possession of a substance under Schedule III without a prescription is liable to:

- (i) a maximum of three years imprisonment if found guilty of an indictable offence; or
- (ii) a maximum \$1000 fine for the first offence and/or a maximum 6-month term of imprisonment, increasing to a maximum fine of \$2000 for each subsequent offence and/or a maximum of 1 year in prison if found guilty of a summary conviction offence.

A person who produces or is in possession of a substance under Schedule III for the purpose of trafficking, or exportation is liable to:

- (i) a maximum of ten years imprisonment if found guilty of an indictable offence; or
- (ii) a maximum 18 months' imprisonment if found guilty of a summary conviction offence.

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Psilocybin industry

Canada

Psilocybin is currently a Schedule III drug under the Controlled Drugs and Substances Act (CDSA) and it is a criminal offence to possess substances under the CDSA without a prescription and Health Canada has not approved psilocybin and psilocin as drugs. Any activities such as sale, possession, production, etc. of the substance is prohibited unless authorized for clinical trial or research purposes under section 56 of the CDSA. Health Canada can grant exemptions under section 56 of the CDSA to use controlled substances if it is deemed to be necessary for a medical or scientific purpose or is otherwise in the public interest. Health Canada must also approve the clinical trials.

Any delays of the company in obtaining, or failure to obtain regulatory approvals from Health Canada to commence or continue clinical testing would significantly delay the development of the company's markets and products and could have a material adverse effect on its business, results of operations and financial condition.

USA

Psilocybin is currently a Schedule I drug under the Controlled Substances Act (CSA) which list Schedule I substances as those that have the following findings:

- A. The drug or other substance has a high potential for abuse.
- B. The drug or other substance has no currently accepted medical use in treatment in the United States.
- C. There is a lack of accepted safety for use of the drug or other substance under medical supervision.

No prescriptions may be written for Schedule I substances, and such substances are subject to production quotas which the DEA imposes.

Government Regulation

In addition to various trade organizations that the Company will be subject to, the consumer agriculture and food warehousing / processing industry is subject to various federal, and provincial laws and regulations on, standards, claims, safety, efficacy and other matters from regulatory bodies such as Canadian Food Inspection Agency (CFIA), BC FoodSafe Program and the department of Health Protection in Fraser Health. Regulatory approvals by government agencies on the Company's facilities may be withheld or not granted at all and if granted may be subject to recalls which would materially affect the Company.

Although the Company's activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development, production, manufacture, product claims, marketing or commercialization. Amendments to current laws and regulations governing operations and activities of the consumer health industry or more stringent implementation thereof could have a substantial adverse impact on the Company.

Conflicts of Interest

Certain directors of the Company also serve as directors and/or officers of other companies involved in other business ventures. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

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Negative Operating Cash Flows

As the Company is at the start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Risks Related as a Going Concern

At December 31, 2019, the Company had not yet achieved profitable operations, has accumulated losses of \$65,069,407 since its inception and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to conduct its planned business, meet its on-going levels of corporate overhead and discharge its liabilities as they come due. These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge liabilities in the normal course of business. Although the Company presently has sufficient financial resources to undertake its currently planned business and has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in these unaudited condensed interim consolidated financial statements.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Licenses, Patents and Proprietary Rights

The Company's success could depend on its ability to protect its intellectual property, including trade secrets, and continue its operations without infringing the proprietary rights of third parties and without having its own rights infringed.

Uncertainty Regarding Penetration of the Target Market

The commercial success of the Company's business as compared with those of its competitors depends on its acceptance by potential users and the consumer community. Market acceptance will largely depend on the reputation of the Company, its marketing strategy, consumer acceptance and the Company's services and performance. The Company's success will depend on its ability to commercialize and expand its network users. The Company will need to expand its marketing and sales operations and establish business relations with suppliers and users in a timely manner.

In order to meet its business objectives, the Company will have to ensure that its facilities and services are safe, reliable and cost-effective, and bring the expected return. There can be no assurance that the Company's facilities and services will be accepted and recommended.

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Competition, Technological Obsolescence

The agriculture and food warehousing / processing industries are competitive. Others in the field may have significantly more financial, technical, distribution and marketing resources. Technological progress and product development may cause the Company's services and facilities offerings to become obsolete or may reduce their market acceptance.

Operating History and Expected Losses

The Company expects to make significant investments in order to develop its services, increase marketing efforts, improve its operations, conduct research and development and update its equipment. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Reliance on Joint Ventures, License Assignors and Other Parties

The nature of the Company's operations requires it to enter into various agreements with partners, joint venture partners, other agriculture and food warehousing / processing facilities, and equipment suppliers in the business world, government agencies, licensors, licensees, and other parties for the successful operation of its businesses and the successful marketing of its services.

There is no guarantee that those with whom the Company needs to deal will not adopt other technologies or that they will not develop alternative business strategies, acting either alone or in conjunction with other parties, including the Company's competitors, in preference to those of the Company.

Growth Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Potential Liability

The Company is subject to the risk of potential liability claims with respect to its agriculture and food warehousing / processing facilities. Should such claims be successful, plaintiffs could be awarded significant amounts of damages, which could exceed the limits of any liability insurance policies that may be held by the Company. There is no guarantee that the Company will be able to obtain, maintain in effect or increase any such insurance coverage on acceptable terms or at reasonable costs, or that such insurance will provide the Company with adequate protection against potential liability.

Disclosure Regarding the Company's Proposed Investments in Entities Carrying on Business in the United States Cannabis Industry

The following disclosure is intended to comply with the Canadian Securities Administrators Staff Notice 51-352 – *Issuers with U.S. Marijuana-Related Activities*.

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Regulatory Risks

The U.S. legal cannabis industry is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may impact on actual results.

Participants in the U.S. legal cannabis industry will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the participant and, thereby, on the Company's prospective returns. Further, the Company may be subject to a variety of claims and lawsuits. Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect the Company's ability to conduct its business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future. A material adverse impact on the Company's financial statements also could occur for the period in which the effect of an unfavorable final outcome becomes probable and reasonably estimable.

The U.S. legal cannabis industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the participant and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the Company's investments' earnings and could make future investments uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

The Company expects to derive its revenues from the U.S. legal cannabis industry, which industry is illegal under U.S. federal law. As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the U.S. are subject to inconsistent legislation and regulation.

The Company's financings are expected to be focused in those U.S. states that have legalized the medical and/or adult-use of cannabis. Almost half of the U.S. states have enacted legislation to legalize and regulate the sale and use of medical cannabis without limits on THC, while other states have legalized and regulate the sale and use of medical cannabis with strict limits on the levels of THC. However, the U.S. federal government has not enacted similar legislation and the cultivation, sale and use of cannabis remains illegal under federal law pursuant to the CSA. The federal government of the U.S. has specifically reserved the right to enforce federal law in regards to the sale and disbursement of medical or adult-use use cannabis, even if state law sanctioned such sale and disbursement. It is presently unclear whether the U.S. federal government intends to enforce federal laws relating to cannabis where the conduct at issue is legal under applicable state law. This risk was further heightened by the revocation of the Cole Memorandum (defined below) in January 2018.

Further, there can be no assurance that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. It is also important to note that local and city ordinances may strictly limit and/or restrict the distribution of cannabis in a manner that will make it extremely difficult or impossible to transact business in the cannabis industry. If the U.S. federal government begins to enforce federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing state laws are repealed or curtailed, then the Company's

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investments in such businesses would be materially and adversely affected notwithstanding that the Company may not be directly engaged in the sale or distribution of cannabis. U.S. federal actions against any individual or entity engaged in the marijuana industry or a substantial repeal of marijuana-related legislation could adversely affect the Company, its business and its investments. The Company's funding of businesses involved in the medical and adult-use cannabis industry may be illegal under the applicable federal laws of the United States and other applicable law. There can be no assurances the federal government of the United States or other jurisdictions will not seek to enforce the applicable laws against the Company. The consequences of such enforcement would be materially adverse to the Company and the Company's business and could result in the forfeiture or seizure of all or substantially all of the Company's assets.

Nature of the Company's Involvement in the U.S. Cannabis Industry

Through the acquisition of WAK, the Company will have involvement in the cannabis industry in the United States. The Company is engaged in the distribution of vape pens and CBD and THC derivatives in the United States.

Illegality under U.S. Federal Law

More than half of the U.S. states have enacted legislation to regulate the sale and use of cannabis on either a medical or adult-use level. However, notwithstanding the permissive regulatory environment of cannabis at the state-level, cannabis continues to be categorized as a controlled substance under the CSA in the U.S. and, as such, activities within the cannabis industry are illegal under U.S. federal law.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis-related businesses in the U.S. are subject to a higher degree of uncertainty and risk. Unless and until the U.S. federal government amends the CSA with respect to cannabis (and as to the timing or scope of any such potential amendment there can be no assurance), there can be no assurance that it will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with state law. Such potential proceedings 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. Such proceedings could have a material adverse effect on the Company's business, revenues, operating results and financial condition as well as the Company's reputation, even if such proceedings were concluded successfully in favor of the Company.

The inconsistent regulation of cannabis at the federal and state levels was addressed in 2013 when then Deputy Attorney General, James Cole, authored a memorandum (the "**Cole Memorandum**") acknowledging that although cannabis is a controlled substance at the federal level, several U.S. states have enacted laws relating to cannabis for medical purposes. 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. However, the Department of Justice ("**DOJ**") has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard. However, on January 4, 2018 the Cole Memorandum was revoked by Attorney General Jeff Sessions. While this did not create a change in federal law, as the Cole Memorandum was not itself law, the revocation added to the uncertainty of U.S. federal enforcement of the CSA in states where cannabis use is regulated. Sessions also issued a one-page memorandum (the "**Sessions Memorandum**"). This confirmed the rescission of the Cole Memorandum and explained that the Cole Memorandum was "unnecessary" due to existing general enforcement guidance as set forth in the U.S. Attorney's Manual (the "**USAM**"). The USAM enforcement priorities, like those of the Cole Memorandum, are also based on the federal government's limited resources, and include "law enforcement priorities set by the Attorney General," the "seriousness" of the alleged crimes, the "deterrent effect of criminal prosecution," and "the cumulative

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impact of particular crimes on the community.”

While the Sessions Memorandum does emphasize that marijuana is a Schedule I controlled substance and states the statutory view that it is a “dangerous drug and that marijuana activity is a serious crime,” it does not otherwise guide U.S. Attorneys that the prosecution of marijuana-related offenses is now a DOJ priority. Furthermore, the Sessions Memorandum explicitly describes itself as a guide to prosecutorial discretion. Such discretion is firmly in the hands of U.S. Attorneys in deciding whether or not to prosecute marijuana-related offenses. U.S. Attorneys could individually continue to exercise their discretion in a manner similar to that displayed under the Cole Memorandum’s guidance. Dozens of U.S. Attorneys across the country have affirmed their commitment to proceeding in this manner, or otherwise affirming that their view of federal enforcement priorities has not changed, although a few have displayed greater ambivalence. In California, at least one U.S. Attorney has made comments indicating a desire to enforce the CSA. Adam Braverman, Interim U.S. Attorney for the Southern District of California, has stated that the rescission of the Cole Memorandum “returns trust and local control to federal prosecutors” to enforce the CSA. Additionally, Greg Scott, the Interim U.S. Attorney for the Eastern District of California, has a history of prosecuting medical cannabis activity; and his office published a statement that cannabis remains illegal under federal law, and that his office would “evaluate violations of those laws in accordance with our district’s federal law enforcement priorities and resources.”

The Rohrabacher Blumenauer Appropriations Amendment (originally the Rohrabacher Farr Amendment) has been included in federal annual spending bills since 2014. This amendment restricts the Department of Justice from using federal funds to prevent states with medical cannabis regulations from implementing laws that authorize the use, distribution, possession or cultivation of medical cannabis. In 2017, Senator Patrick Leahy (D-Vermont) introduced a parity amendment to H.R.1625—a vehicle for the Consolidated Appropriations Act of 2018, preventing federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to Congress restoring such funding (“Leahy Amendment”). The Leahy Amendment was set to expire with the 2018 fiscal year on September 30, 2018; however, Congress approved a nine-week continuing resolution from the 2018 fiscal year (the “Continuing Resolution”). The Continuing Resolution has the result of providing ongoing and consistent protection for the medical cannabis industry until December 7, 2018. Congress has been negotiating the 2019 fiscal year appropriations since February 2018. Although we expect that language protecting the medical cannabis industry will be included in the final 2019 fiscal year appropriations bill, there can be no assurance that the final 2019 fiscal year appropriations bill will include appropriations protecting the medical cannabis industry.

American courts have construed these appropriations bills to prevent the federal government from prosecuting individuals when those individuals comply with state medical cannabis laws. However, because this conduct continues to violate federal law, American courts have observed that should Congress at any time choose to appropriate funds to fully prosecute the CSA, any individual or business, even those that have fully complied with state law, could be prosecuted for violations of federal law. If Congress restores funding, for example by declining to include the Rohrabacher-Farr Amendment in future budget resolutions, or by failing to pass necessary budget legislation and causing another government shutdown, the government will have the authority to prosecute individuals for violations of the law before it lacked funding under the five-year statute of limitations applicable to non-capital CSA violations. Additionally, it is important to note that the appropriations protections only apply to medical cannabis operations and provide no protection against businesses operating in compliance with a state’s adult-use cannabis laws.

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As previously stated, 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. This could have a material adverse effect on the Company, including its reputation and ability to conduct business, the listing of its securities on any stock exchange, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial. The approach to the enforcement of laws related to cannabis may be subject to change or may not proceed as previously outlined.

The Company's activities in the U.S. cannabis industry will be made: (i) only in those states that have enacted laws legalizing cannabis in an appropriate manner; and (ii) only in those entities that have fully complied with such state (and local) laws and regulations and have the licenses, permits or authorizations to properly carry on each element of their business.

The Company will continue to monitor, evaluate and re-assess the regulatory framework in each state in which it may hold an investment, and the federal laws applicable thereto, on an ongoing basis; and will update its continuous disclosure regarding government policy changes or new or amended guidance, laws or regulations regarding cannabis in the U.S.

Anti-Money Laundering Laws and Regulations

The Company is subject to a variety of laws and regulations in Canada and the U.S. that involve money laundering, financial record-keeping and proceeds of crime, including the U.S. *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, and any related or similar rules, regulations or guidelines, issued, administered or enforced by governmental authorities in the U.S. and Canada. Further, under U.S. federal law, banks or other financial institutions that provide a cannabis business with a chequing account, debit or credit card, small business loan, or any other service could be found guilty of money laundering, aiding and abetting, or conspiracy.

Despite these laws, the FinCEN issued the FinCEN Memorandum on February 14, 2014 outlining the pathways for financial institutions to bank marijuana businesses in compliance with federal enforcement priorities. The FinCEN Memorandum states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance in a DOJ memorandum issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the CSA (the "**2014 Cole Memo**"). The 2014 Cole Memo was rescinded as of January 4, 2018, along with the Cole Memorandum, removing guidance that enforcement of applicable financial crimes was not a DOJ priority.

Attorney General Sessions' revocation of the Cole Memorandum and the 2014 Cole Memo has not affected the status of the FinCEN Memorandum, nor has the Department of the Treasury given any indication that it intends to rescind the FinCEN Memorandum itself. Though it was originally intended for the 2014 Cole Memo and the FinCEN Memorandum to work in tandem, the FinCEN Memorandum appears to remain in effect as a standalone document which explicitly lists the eight enforcement priorities originally cited in the rescinded Cole Memorandum. Although

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the FinCEN Memorandum remains intact, indicating that the Department of the Treasury and FinCEN intend to continue abiding by its guidance, it is unclear whether the current administration will continue to follow the guidelines of the FinCEN Memorandum.

Overall, since the production and possession of cannabis is illegal under U.S. federal law, there is a strong argument that banks cannot accept for deposit funds from businesses involved with the cannabis industry. Consequently, businesses involved in the cannabis industry often have difficulty finding a bank willing to accept their business. As the Company will have a material ancillary involvement in the U.S. legal cannabis industry, the Company may find that it is unable to open bank accounts with certain Canadian financial institutions, which in turn may make it difficult to operate the Company's business.

The Company's activities, and any proceeds thereof, may be considered proceeds of crime due to the fact that cannabis remains illegal federally in the U.S. This may restrict the ability of the Company to declare or pay dividends, effect other distributions or subsequently repatriate such funds back to Canada. Furthermore, while the Company has no current intention to declare or pay dividends on its shares in the foreseeable future, the Company may decide or be required to suspend declaring or paying dividends without advance notice and for an indefinite period of time.

Canadian Securities Regulatory Matters

The Company's involvement in the U.S. cannabis industry may become the subject of heightened scrutiny by regulators, stock exchanges, clearing agencies and other authorities in Canada. It has been reported 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 U.S. CDS is Canada's central securities depository, clearing and settling trades in the Canadian equity, fixed income and money markets. The TMX Group, the owner and operator of CDS, subsequently issued a statement on August 17, 2017 reaffirming that there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the U.S., despite media reports to the contrary, and that the TMX Group was working with regulators to arrive at a solution that will clarify this matter, which would be communicated at a later time. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of Common Shares to make and settle trades. In particular, the Common Shares would become highly illiquid and, until an alternative was implemented, investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange, should the Common Shares have become listed on a stock exchange.

On February 8, 2018, following discussions with the Canadian Securities Administrators and recognized Canadian securities exchanges, the TMX Group announced the signing of a Memorandum of Understanding ("MOU") with Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange, and the TSX Venture Exchange. The MOU outlines the parties' understanding of Canada's regulatory framework applicable to the rules, procedures, and regulatory oversight of the exchanges and CDS as it relates to issuers with cannabis-related activities in the U.S. The MOU confirms, with respect to the clearing of listed securities, that CDS relies on the exchanges to review the conduct of listed issuers. As a result, there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the U.S. However, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented at a time when the Common Shares are listed on a stock exchange, it would have a material adverse effect on the ability of holders of Common Shares to make and settle trades. In particular, the Common Shares would become highly illiquid as until an alternative was implemented, investors would have no ability to affect a trade of the Common Shares through the facilities of the applicable stock exchange.

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Heightened Scrutiny

For the reasons set forth above, the Company's future investments in the U.S. may become the subject of heightened scrutiny by regulators, stock exchanges 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 invest in the U.S. or any other jurisdiction, in addition to those described herein.

Change in Laws, Regulations and Guidelines

The Company's proposed business operations will indirectly be affected by a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of cannabis, but also including laws and regulations relating to consumable products health and safety, the conduct of operations and the protection of the environment. These laws and regulations are broad in scope and subject to evolving interpretations, which could require participants to incur substantial costs associated with compliance or alter certain aspects of its business plans. In addition, violations of these laws, or allegations of such violations, could disrupt certain aspects of the Company's business plans and result in a material adverse effect on certain aspects of its planned operations.

Unfavorable Publicity or Consumer Perception

The legal cannabis industry in the United States is at an early stage of its development. Cannabis has been, and will continue to be, a controlled substance for the foreseeable future. Consumer perceptions regarding legality, morality, consumption, safety, efficacy and quality of cannabis are mixed and evolving. Consumer perception can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of 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 favorable to the 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 favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for cannabis and on the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding cannabis in general or associating the consumption of cannabis with illness or other negative effects or events, could have such a material adverse effect. Public opinion and support for medical and adult-use cannabis use has traditionally been inconsistent and varies from jurisdiction to jurisdiction. While public opinion and support appears to be rising for legalizing medical and adult-use cannabis, it remains a controversial issue subject to differing opinions surrounding the level of legalization (for example, medical marijuana as opposed to legalization in general). The Company's ability to gain and increase market acceptance of its proposed investment business may require substantial expenditures on investor relations, strategic relationships and marketing initiatives. There can be no assurance that such initiatives will be successful and their failure may have an adverse effect on the Company.

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Risks Related to Intellectual Property

Our success will depend in part upon our ability to protect our intellectual property and proprietary technologies and upon the nature and scope of the intellectual property protection we receive. The ability to compete effectively and to achieve partnerships will depend on our ability to develop and maintain proprietary aspects of our technology and to operate without infringing on the proprietary rights of others. The presence of such proprietary rights of others could severely limit our ability to develop and commercialize our products, to conduct our existing research and could require financial resources to defend litigation, which may be in excess of our ability to raise such funds. There is no assurance that our pending patent applications or those that we intend to acquire will be approved in a form that will be sufficient to protect our proprietary technology and gain or keep any competitive advantage that we may have or, once approved, will be upheld in any post-grant proceedings brought by any third parties.

The patent positions of pharmaceutical companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. Patents issued to us or our respective licensors may be challenged, invalidated or circumvented. To the extent our intellectual property, including licensed intellectual property, offers inadequate protection, or is found to be invalid or unenforceable, we are exposed to a greater risk of direct competition. If our intellectual property does not provide adequate protection against our competitors' products, our competitive position could be adversely affected, as could our business, financial condition and results of operations. Both the patent application process and the process of managing patent disputes can be time consuming and expensive, and the laws of some foreign countries may not protect our intellectual property rights to the same extent as do the laws of Canada and the United States.

We will be able to protect our intellectual property from unauthorized use by third parties only to the extent that our proprietary technologies, key products, and any future products are covered by valid and enforceable intellectual property rights including patents or are effectively maintained as trade secrets, and provided we have the funds to enforce our rights, if necessary.

Research Delays

We cannot predict whether any clinical trials will begin as planned or will be completed on schedule, or at all. Significant clinical trial delays could allow our competitors to bring products to market before us, which would impair our ability to successfully commercialize our product candidates and may harm our financial condition, results of operations and prospects. The commencement and completion of clinical trials for our products may be delayed for a number of reasons, including delays related, but not limited, to: failure by regulatory authorities to grant permission to proceed or placing the clinical trial on hold; patients failing to enroll or remain in our trials at the rate we expect; product candidates demonstrating a lack of safety or efficacy during clinical trials; patients choosing an alternative treatment for the indications for which we are developing any of our product candidates or participating in competing clinical trials; patients failing to complete clinical trials due to dissatisfaction with the treatment, side effects or other reasons; reports of clinical testing on similar technologies and products raising safety and/or efficacy concerns; competing clinical trials and scheduling conflicts with participating clinicians; clinical investigators not performing our clinical trials on their anticipated schedule, dropping out of a trial, or employing methods not consistent with the clinical trial protocol, regulatory requirements or other third parties not performing data collection and analysis in a timely or accurate manner; inspections of clinical trial sites by regulatory bodies or ethics committees finding regulatory violations that require us to undertake corrective action, resulting in suspension or termination of one or more sites or the imposition of a clinical hold on the entire study; one or more regulatory bodies or ethics committees rejecting, suspending, or terminating the study at an investigational site, precluding enrolment of additional subjects, or withdrawing its approval of the trial; or failure to reach agreement on acceptable terms with prospective clinical trial sites.

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Commercialization

Given the early stage of our product development, we can make no assurance that our research and development programs will result in regulatory approval or commercially viable products. To achieve profitable operations, we, alone or with others, must successfully develop, gain regulatory approval, and market our future products. We currently have no products that have been approved by the FDA, Health Canada or any similar regulatory authority. To obtain regulatory approvals for our product candidates being developed and to achieve commercial success, clinical trials must demonstrate that the product candidates are safe for human use and that they demonstrate efficacy. While we have commenced pre-clinical trials we have not yet completed later stage clinical trials for any of our product candidates.

Many product candidates never reach the stage of clinical testing and even those that do have only a small chance of successfully completing clinical development and gaining regulatory approval. Unsatisfactory results relating to a research and development program may cause us or our collaborators to abandon commitments to that program. Positive results of early preclinical research may not be indicative of the results that will be obtained in later stages of preclinical or clinical research. Similarly, positive results from early-stage clinical trials may not be indicative of favourable outcomes in later-stage clinical trials, and we can make no assurance that any future studies, if undertaken, will yield favourable results.

Clinical Trial Failure Risk

Before obtaining marketing approval from regulatory authorities for the sale of our product candidates, we must conduct extensive clinical trials in humans to demonstrate the safety and efficacy of the product candidates. Clinical testing is expensive and difficult to design and implement, can take many years to complete and has uncertain outcomes. The outcome of preclinical studies and early clinical trials may not predict the success of later clinical trials, and interim results of a clinical trial do not necessarily predict results. Several companies in the pharmaceutical and biotechnology industries have suffered significant setbacks in advanced clinical trials due to lack of efficacy or unacceptable safety profiles, notwithstanding promising results in earlier trials.

We do not know whether the clinical trials we may conduct will demonstrate adequate efficacy and safety to result in regulatory approval to market any of our product candidates in any jurisdiction. A product candidate may fail for safety or efficacy reasons at any stage of the testing process. A major risk we face is the possibility that none of our product candidates under development will successfully gain market approval from the FDA or other regulatory authorities, resulting in us being unable to derive any commercial revenue from them after investing significant amounts of capital in their development.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the year ended December 31, 2019, there has been no significant change in the Company's internal control over financial reporting since last year.

The management of the Company has filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at www.sedar.com.

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In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.