

# CANOPY RIVERS

## **CANOPY RIVERS INC.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS**

FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019

Date: August 13, 2020

Canopy Rivers Inc., formerly AIM2 Ventures Inc. (“AIM2”), is the parent company of Canopy Rivers Corporation (“CRC”). References in this Management’s Discussion and Analysis (“MD&A”) to “Canopy Rivers” or the “Company” refer to Canopy Rivers Inc. and/or its subsidiaries, as applicable. Canopy Rivers is a publicly-traded corporation, incorporated under the laws of the Province of Ontario and located at 2504 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3Y2. The Company’s subordinated voting shares (“Subordinated Voting Shares”) are listed on the Toronto Stock Exchange (the “TSX”) under the trading symbol “RIV”. As a result of its dual class share structure, the Company is controlled (as defined under the *Business Corporations Act* (Ontario) (the “OBCA”)) by Canopy Growth Corporation (“CGC”), a publicly-traded corporation listed on the TSX under the trading symbol “WEED” and on the New York Stock Exchange (the “NYSE”) under the trading symbol “CGC”.

Canopy Rivers is a venture capital firm specializing in cannabis. The Company aims to create shareholder value through the continued deployment of strategic capital throughout the cannabis sector.

This MD&A reports on the financial condition and results of operations of Canopy Rivers for the three months ended June 30, 2020 and 2019. This MD&A should be read in conjunction with the Company’s unaudited condensed interim consolidated financial statements for the three months ended June 30, 2020 and 2019 (the “Interim Consolidated Financial Statements”), including the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

This MD&A was prepared with reference to National Instrument 51-102 – *Continuous Disclosure Obligations* of the Canadian Securities Administrators. This MD&A provides information for the three months ended June 30, 2020, and up to and including August 13, 2020.

By their nature, the Interim Consolidated Financial Statements do not include all of the information required for full annual financial statements. Accordingly, this MD&A should be read in conjunction with the Company’s audited consolidated financial statements for the twelve months ended March 31, 2020 and 2019, and the notes thereto (the “Annual Consolidated Financial Statements”), and the related MD&A for the three and twelve months ended March 31, 2020 and 2019 (the “Annual MD&A”), each dated June 2, 2020.

Additional information, including this MD&A, the Interim Consolidated Financial Statements, the Annual MD&A, the Annual Consolidated Financial Statements, the Company’s annual information form dated June 2, 2020 (the “AIF”), and the Company’s press releases, have been filed electronically through the System for Electronic Document Analysis and Retrieval (“SEDAR”) at [www.sedar.com](http://www.sedar.com) and also on the Company’s website at [www.canopyrivers.com](http://www.canopyrivers.com).

The Interim Consolidated Financial Statements and this MD&A have been reviewed by the Company’s audit committee (the “Audit Committee”) and approved by the Company’s board of directors (the “Board”) on August 13, 2020.

Canopy Rivers does not engage in any unlawful United States (“U.S.”) marijuana-related activities as defined in the Canadian Securities Administrators Staff Notice 51-352 – *Issuers with U.S. Marijuana-Related Activities* (the “Staff Notice”).

Unless otherwise indicated, all financial information in this MD&A is reported in thousands of Canadian dollars, except share and per share amounts.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains certain “forward-looking information” within the meaning of applicable Canadian securities laws. All information, other than statements of historical fact, included in this MD&A that address activities, events, or developments that the Company expects or anticipates will or may occur in the future, including things such as future business strategy, competitive strengths, goals, expansion, and growth of the Company’s and the Investees’ (as defined herein) businesses, operations, plans, and other matters, is forward-looking information. To the extent any forward-looking information in this MD&A constitutes “financial outlooks” within the meaning of applicable Canadian securities laws, the reader is cautioned that this information may not be appropriate for any other purpose and the reader should not place undue reliance on such financial outlooks. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions and includes, among others, statements relating to:

- the assumptions and expectations described in the Company’s critical accounting policies and estimates;
- the adoption and impact of certain accounting pronouncements;
- the Company’s expectations regarding legislation, regulations, and licensing related to the Canadian and global cannabis markets and product offerings in Canada and internationally;
- the expected number of users of medical cannabis and the size of the medical cannabis market in Canada and internationally;
- the expected number of users of adult-use cannabis and the size of the adult-use cannabis market (including the market for edibles and alternative cannabis products) in Canada and internationally;
- the potential time frame for the implementation of legislation and related regulations regarding the production, sale, and use of hemp in the U.S. and the potential form that implementation of the legislation and related regulations will take;
- the potential time frame for the implementation of legislation for a regulated medical or adult-use market, or related activities, in the U.S., and the potential form that implementation of the legislation will take, including the method of delivery and framework adopted or to be adopted in the U.S.;
- the potential time frame for the implementation of legislation for regulated medical or adult-use cannabis markets internationally and the potential form that implementation of the legislation will take, including the method of delivery and framework adopted or to be adopted by various international jurisdictions;
- the plans, strategies, and objectives of the Company and the Investees, including the expected timing for implementing such plans, strategies and objectives and expectations regarding international investment opportunities and the Company’s ability to enter and participate in such opportunities; as well as the Company’s intention to implement certain operational changes, including the targeted reduction in operating cash outflows;
- the Company’s belief that Canadian cannabis companies have a competitive advantage over companies in other jurisdictions and are well-positioned to become global leaders in the emerging cannabis market;
- the Company’s expectations with respect to its future financial and operating performance, including with respect to the impact of the Investees’ operating results, increases in operating expenses, and the anticipated cash profitability of the business;
- the Company’s expectations with respect to its future financial results, and terms of strategic initiatives and strategic agreements;
- the potential impact of infectious diseases, including the COVID-19 (as defined herein) pandemic, and other general economic trends on the Company and the Investees;
- the Company’s expectations with respect to the business activities and future financial and operating performance of its domestic and international Investees, including its expectations regarding timing and receipt of cash inflows at and from PharmHouse (as defined herein), the achievement of certain sales-related milestones by PharmHouse, provision of additional capital to PharmHouse and the strategic alternatives available to PharmHouse, as well as the Company’s belief that PharmHouse may have insufficient liquidity and capital resources to achieve its business objectives and there exists material uncertainty regarding PharmHouse’s ability to meet its financial obligations as they come due;
- the Company’s expectations about the growth and future market volatility of the cannabis industry;
- future investments, business activities, and corporate development, including potential investment structures involving companies that may have operations in the United States;
- expectations with respect to future expenditures and capital activities, including the ability to access the capital markets and obtain additional financing on terms acceptable to the Company, if at all; and
- statements about expected use of proceeds from fund raising activities.

Investors are cautioned that forward-looking information is not based on historical fact, but instead is based on the reasonable assumptions and estimates of management of the Company at the time they are made and involve known and unknown risks, uncertainties, and other factors that may cause the actual results, performance, or achievements

of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking information. Such factors include, but are not limited to, the factors discussed in the section entitled “Risks and Uncertainties” herein and in the section entitled “Risk Factors” in the AIF. Financial outlooks, as with forward-looking information generally, are, without limitation, based on assumptions and subject to various risks as discussed in the section entitled “Risks and Uncertainties” herein and in the section entitled “Risk Factors” in the AIF. The Company’s actual financial position and results of operations may differ materially from management’s current expectations. Although the Company has attempted to identify important factors that could cause actual results to differ materially from statements contained in forward-looking information, there may be other factors that cause results to not be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. Forward-looking information is made as of the date given and the Company does not intend or undertake any obligation to publicly revise or update any forward-looking information that is included in this MD&A, whether as a result of new information, future events, or otherwise, other than as required by applicable law.

### **THIRD-PARTY INFORMATION**

Market and industry data used throughout this MD&A were obtained from various publicly available sources. Although the Company believes that these independent sources are generally reliable, the accuracy and completeness of such information is not guaranteed and has not been verified due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process, and the limitations and uncertainty inherent in any statistical survey of market size, conditions, and prospects. The Company does not make any representation as to the accuracy of such information.

### **CORPORATE STRUCTURE AND BUSINESS OVERVIEW**

Canopy Rivers is a publicly-traded corporation listed on the TSX under the trading symbol “RIV”, with its head office located at 2504 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3Y2.

Canopy Rivers was incorporated as “AIM2 Ventures Inc.” on October 31, 2017, under the OBCA. Prior to completing the Qualifying Transaction (as defined herein), AIM2 was a capital pool company under Policy 2.4 of the TSX Venture Exchange (the “TSXV”) Corporate Finance Manual. As a capital pool company, AIM2 had no assets other than cash and did not carry on any active business operations.

On September 17, 2018, the Company completed the acquisition of 100% of the issued and outstanding securities of Canopy Rivers Corporation (“CRC PrivateCo”) in connection with a business combination involving the Company and CRC PrivateCo (the “Qualifying Transaction”). The Qualifying Transaction was completed by way of a “three-cornered” amalgamation pursuant to which CRC PrivateCo and 10859150 Canada Inc. (“Subco”), a wholly-owned subsidiary of the Company, amalgamated and the resulting entity became a wholly-owned subsidiary of the Company and continued under the name “Canopy Rivers Corporation”.

In connection with the Qualifying Transaction, on September 14, 2018, the Company changed its name from “AIM2 Ventures Inc.” to “Canopy Rivers Inc.”. In addition, in connection with the Qualifying Transaction, the Company filed articles of amendment to consolidate (the “Consolidation”) its existing common shares (the “Common Shares”) on the basis of one post-Consolidation Common Share for every 26.565 pre-Consolidation Common Shares and to change its authorized share capital to create the Subordinated Voting Shares and a new class of multiple voting shares (the “Multiple Voting Shares” and, together with the Subordinated Voting Shares, the “Shares”), and to re-designate each outstanding post-Consolidation Common Share as a Subordinated Voting Share.

On September 9, 2019, the Company graduated from the TSXV and the Subordinated Voting Shares began trading on the TSX under the trading symbol “RIV”. In conjunction with the Company’s graduation to the TSX, the Subordinated Voting Shares were voluntarily delisted from the TSXV on September 9, 2019.

All of the issued and outstanding Multiple Voting Shares are held by CGC. CGC currently holds 15,223,938 Subordinated Voting Shares and 36,468,318 Multiple Voting Shares, representing approximately 26.9% of the issued and outstanding Shares and approximately 84.1% of the voting rights attached to all outstanding Shares. As of the date of this MD&A, the Company has three wholly-owned subsidiaries: CRC (a corporation existing under the *Canada Business Corporations Act*), and 2683922 Ontario Inc. and River Brands Inc. (formerly 2697688 Ontario Inc.) (both of which are corporations existing under the OBCA). These wholly-owned subsidiaries are, or are expected to be, the direct owners of the various securities in which the Company has invested.

Since its formation, the Company has engaged in strategic transactions with companies licensed under the Canadian national regulatory framework for cannabis cultivation, processing, and sale (currently, the *Cannabis Act* (Canada) and *Cannabis Regulations*, as amended (collectively, the “Cannabis Act”)) for adult-use and medical cannabis, licence applicants under the Cannabis Act, companies with licences from provincial authorities for the retail distribution of cannabis in various provinces across Canada, and ancillary businesses related to the cannabis industry. Canopy Rivers has active investments through a variety of financial structures in 18 companies (the “Investees”), which excludes certain investments that the Company has written off as a result of ongoing insolvency proceedings. Bolstered by the Company’s strategic relationship with, and cornerstone investment from, CGC, the Company aims to create a global business with the potential to generate a significant and sustained return on invested capital over the long-term.

## **CORPORATE AND INVESTMENT STRATEGY**

Canopy Rivers is a venture capital firm specializing in cannabis. Domestic and international companies in the cannabis industry currently face obstacles in securing appropriate growth capital and strategic support. The Company’s business strategy is to create shareholder value through the continued deployment of strategic capital throughout the global cannabis sector. The Company identifies strategic counterparties seeking financial and/or operating support, and aims to provide investor returns through dividends and capital appreciation, while also generating interest, lease, and royalty income to finance employee compensation, professional fees, and other general and administrative costs associated with operating the business to generate these returns.

The Company’s investment team of qualified financial and technical professionals carefully selects appropriate investment candidates and potential transaction structures, including common and preferred equity, debt, royalty, joint venture, and profit-sharing agreements, among others. Upon identifying an investment candidate, the Company and its advisors conduct financial, commercial, operational, and legal due diligence before bringing the potential investee into the Canopy Rivers ecosystem.

Through its investments to date, Canopy Rivers has established a diversified portfolio of investments including large-scale greenhouse cannabis cultivators, small-scale premium cannabis cultivators, agriculture-technology companies, international hemp processors, brand developers and distributors, retail distribution licence operators, data, software, and other technology and media platforms, edible and beverage companies, and beauty brands. While CRC PrivateCo’s initial investments and partnerships focused on the Canadian cannabis market, the Company has expanded its portfolio to capture and focus on investments in the global cannabis sector, including seven Investees with international operations.

The result is an ecosystem of complementary companies operating throughout the cannabis value chain and ancillary markets. As the Company’s portfolio continues to develop, each constituent benefits from opportunities to collaborate with CGC and amongst themselves, which the Company believes results in an ideal environment for innovation, synergy, and value creation for Canopy Rivers’ ecosystem.

## **DESCRIPTION OF BUSINESS**

### ***Cannabis Regulatory Framework in Canada***

Medical cannabis has been legal in Canada since 2001 through various regulatory regimes. On October 17, 2018, the Cannabis Act came into force. The Cannabis Act governs both the medical and the regulated adult-use markets in Canada.

The distribution and sale of cannabis for adult-use purposes is regulated under the individual authority of each provincial and territorial government, and as such, regulatory regimes vary from jurisdiction to jurisdiction. In each of the provinces and territories, except for Saskatchewan, a provincial distributor is responsible for purchasing cannabis from producers and selling products to its regulated retail distribution channels. In addition, in each province and territory, other than Saskatchewan and Manitoba, the provincial distributor is solely responsible for online sales.

With respect to retail sales of cannabis (other than online sales), certain provinces and territories allow only for government-run cannabis stores, whereas others, such as Ontario, leave the retail sale of cannabis to the private sector. In addition, other provinces and territories, such as British Columbia, allow for a hybrid model in which both public and private stores can operate. As a result of the COVID-19 pandemic, many retail cannabis stores across Canada were temporary closed (either voluntarily or by government order), and are now re-opening slowly subject to social distancing and other applicable measures.

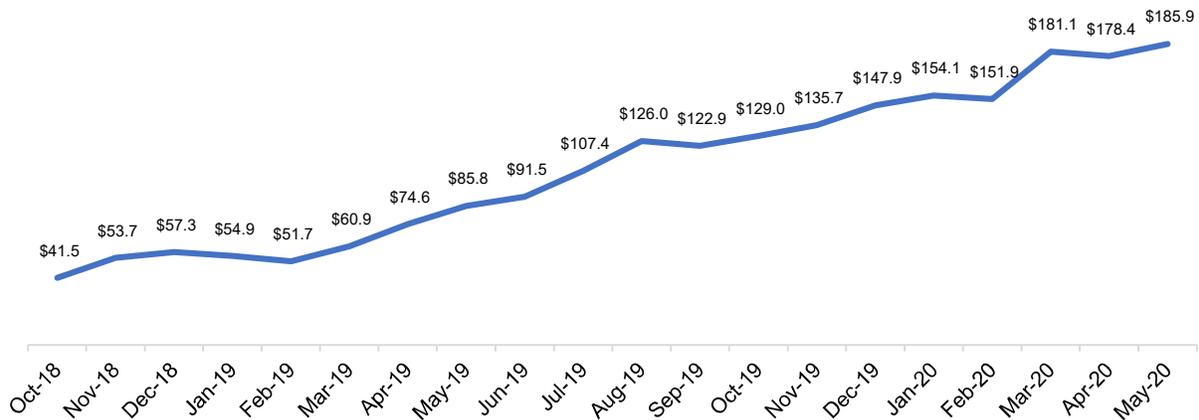
Under the Cannabis Act, Health Canada has been granted the authority to issue a wide range of licences, including licences for standard cultivation, micro-cultivation, industrial hemp cultivation, and nursery cultivation, licences for standard processing and micro-processing, medical sales licences, and licences for analytical testing and research. In addition, federal regulations include various labeling and branding requirements.

In the initial stage of the regulated adult-use cannabis market, products available for sale were dried flowers, oils and soft-gel, and pre-rolled cannabis products. On October 17, 2019, the federal government legalized additional classes of products; specifically, edible cannabis, cannabis extracts, and cannabis topical products pursuant to certain amendments to the regulations under the Cannabis Act. Edible cannabis, cannabis extracts, and cannabis topical products are subject to additional regulatory requirements that include supplemental marketing and advertising rules, further restrictions on labelling and packaging, rules relating to ingredients of edible cannabis and cannabis extracts, limits on tetrahydrocannabinol (“THC”) content, and added facility requirements.

Estimates of the size of the legal market for adult-use cannabis in Canada have varied greatly among industry observers, and initial projections failed to account for some of the operational growing pains that would be experienced by operators during Canada’s initial years of cannabis legalization. However, the legalization of new classes of cannabis products pursuant to the amendments to the regulations under the Cannabis Act and further developments to the brick-and-mortar retail environment suggest positive momentum for the emerging sector.

Despite the challenges faced by the industry, cannabis retail sales in Canada have demonstrated steady growth since adult-use legalization, as illustrated by the graphic below.<sup>1</sup>

**Cannabis Retail Sales in Canada (\$ millions)  
Oct 2018 - May 2020**



The continued development of brick-and-mortar retail infrastructure is expected to foster industry growth by improving accessibility to the legal cannabis market through an increase in the number of access points for Canadians to purchase legal cannabis. It is also expected that the adoption of new cannabis product formats, including edible cannabis, cannabis extracts, and cannabis topical products, will support industry growth and further encourage consumers to migrate from the illicit market to the legal market. Deloitte LLP (“Deloitte”) estimated that the Canadian market for edibles and alternative cannabis products will be worth \$2.7 billion annually, with cannabis extract-based products (including edibles) accounting for \$1.6 billion, cannabis-infused beverages accounting for \$529 million, topicals accounting for \$174 million, concentrates accounting for \$140 million, tinctures accounting for \$116 million, and capsules accounting for \$114 million.<sup>2</sup>

### **Global Cannabis Regulatory Reform**

Currently, Canada and Uruguay are the only two countries with a comprehensive national regulatory framework for the legal consumption of adult-use cannabis. Countries around the world continue to establish legal frameworks related to cannabis for medical purposes to either foster research into cannabis-based medical treatments and/or create legal access to medical cannabis for citizens, and many countries are formally considering legislative reform related to both the medical and adult-use markets.

<sup>1</sup> Statistics Canada.

<sup>2</sup> Deloitte – “Nurturing New Growth: Canada Gets Ready for Cannabis 2.0”, June 2019.

On December 20, 2018, the Agricultural Improvement Act of 2018 (commonly known as the “2018 Farm Bill”) was signed into law by President Trump in the U.S. The 2018 Farm Bill, among other things, removes industrial hemp and its cannabinoids, including CBD derived from industrial hemp (as defined in the 2018 Farm Bill), from the U.S. Controlled Substances Act (the “CSA”) and amends the Agricultural Marketing Act of 1946 to allow for industrial hemp production and sale in the U.S. Under the 2018 Farm Bill, industrial hemp is defined as “the plant *Cannabis sativa* L. and any part of that plant, including the seeds thereof and all derivatives, extracts, cannabinoids, isomers, acids, salts, and salts of isomers, whether growing or not, with a delta-9 tetrahydrocannabinol concentration of not more than 0.3 percent on a dry weight basis.” The U.S. Department of Agriculture (the “USDA”) has been tasked with promulgating regulations for the industrial hemp industry, which, among other things, requires the USDA to review and approve any state-promulgated regulations relating to industrial hemp. On October 29, 2019, the USDA issued interim final regulations that impose certain testing and other requirements in order to assure that crops to be sold as industrial hemp will meet the statutory limitations. The interim final regulations will remain in effect until the USDA issues any further regulations.

Further, under the 2018 Farm Bill, the United States Food and Drug Administration (the “FDA”) has retained its authority to regulate products containing cannabis or cannabis-derived compounds, including CBD, under the Food, Drug and Cosmetics Act (the “FDCA”) and section 351 of the Public Health Service Act. On May 31, 2019, the FDA held its first public meeting to discuss the regulation of cannabis-derived compounds, including CBD. The meeting included stakeholders across academia, agriculture, consumer, health professional, and manufacturer groups, and was intended to explore new pathways for hemp-derived CBD to be sold legally in the food and supplement markets, while protecting research into future pharmaceutical applications. The FDA has expressed an interest in fostering innovation with regard to the development of products containing hemp-derived compounds, such as CBD; however, the FDA has indicated that those actions will have to fit under the confines of current law and further legislation will likely be required. In November 2019, the FDA issued guidance and a description of its activities, in which the FDA stated that only hemp seed oil, hulled hemp seed, and hemp seed powder were “Generally Recognized as Safe” (“GRAS”) as ingredients in food, and that CBD and THC were not GRAS. In the guidance, the FDA has taken the position that a food product or dietary supplement containing CBD would be “adulterated” and could not legally be marketed in the U.S. The FDA has continued to issue warning letters to manufacturers of food or dietary supplements that are labeled as including CBD. The FDA has approved one prescription drug containing CBD and has taken the position that no other product can be marketed as containing CBD without approval as a new drug. There can be no assurance that the FDA will approve CBD as an additive to products under the FDCA. Additionally, the 2018 Farm Bill does not legalize CBD derived from “marihuana” (as such term is defined in the CSA), which remains a Schedule I controlled substance under the CSA.

Furthermore, multiple legislative reforms related to cannabis have been introduced by U.S. Congress. Examples include the proposed bills styled as the Marijuana Opportunity Reinvestment and Expungement Act, the Strengthening the Tenth Amendment Through Entrusting States Act, and the Secure and Fair Enforcement Banking Act. Currently, none of these proposed bills has been approved by both chambers and none has been presented to the President for signature. The emergence and ongoing effect of the COVID-19 pandemic may impact the timeline for the potential passage of these reforms as regulators prioritize their response to the health and economic crisis. There can be no assurance that any of these pieces of legislation will become law in the U.S.

Given the broad regulatory uncertainty and unknown pace of consumer adoption, estimates of the potential size of the global cannabis market vary greatly.

Please refer to “Corporate Position on Conducting Business in the United States and Other International Jurisdictions Where Cannabis is Federally Illegal” and “Risks and Uncertainties” herein, and “Risk Factors” in the AIF for additional details.

### ***Emergence of Ancillary Cannabis Businesses***

The commercialization of cannabis through medical and adult-use regulatory reform has created economic opportunities for entities directly involved in the production of cannabis, both domestically and abroad. Concurrent with the emergence of this new global industry, there has been a proliferation of businesses that provide products and services related to the broader cannabis economy. Ancillary businesses, which may include software and technology platforms, device manufacturers, and plant science innovators, may have the ability to scale more quickly and more efficiently than cannabis cultivators, processors, testers, and retailers as they may not be bound by locally-issued operating licences and regulations, which place limitations on how and where specific entities can operate. These ancillary businesses may also include companies that are well-established in traditional sectors and are in the process of, or are capable of, pivoting or augmenting their business models to capitalize on the new opportunities that cannabis

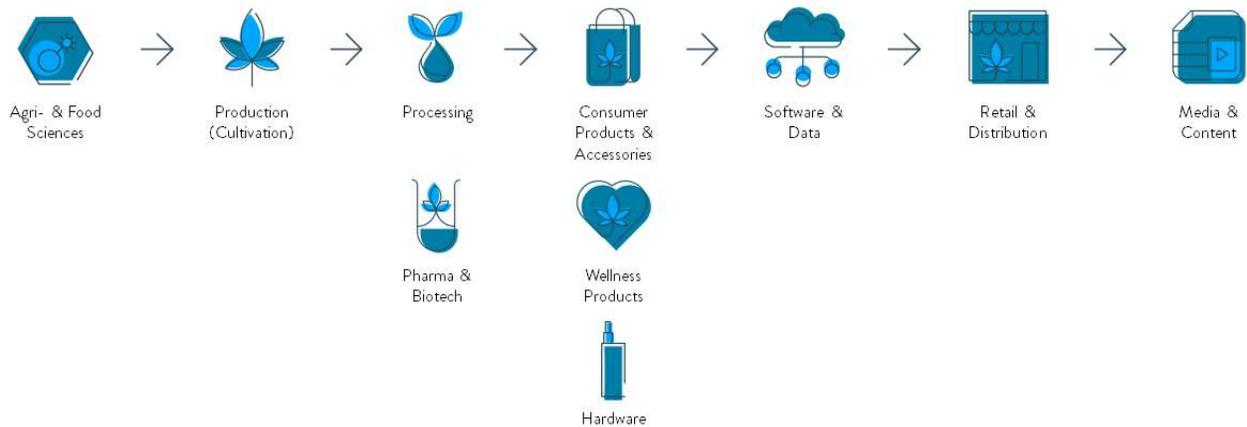
presents. Management believes that the potential size of the ancillary cannabis market could be larger than the potential size of the base market.

### ***Developing the Canopy Rivers Ecosystem***

The long history of the medical cannabis regulatory framework in Canada, combined with the more recent legalization of a regulated adult-use market nationally, has created a significant opportunity for the commercialization of cannabis and ancillary cannabis businesses. Given Canada's status as arguably the most progressive federal jurisdiction with respect to both cannabis regulatory reform and capital markets activity, Canopy Rivers believes that Canadian cannabis companies have a competitive advantage over companies in other jurisdictions and are accordingly well-positioned to become global leaders in this emerging market.

CRC PrivateCo was formed in April 2017 to pursue investment opportunities in this emerging market. While CRC PrivateCo's strategy initially focused on Canadian investment opportunities, the continued acceleration of the evolution of cannabis markets around the world has presented, and the Company expects will continue to present, global investment opportunities for Canopy Rivers. These domestic and international opportunities extend beyond strictly cultivation and production-focused investments, as new businesses are constantly emerging to address the cannabis industry's rapidly evolving ancillary segments and markets.

The Company is focused on creating an ecosystem of diverse and complementary cannabis companies that represent various verticals of the cannabis value chain and that it believes are well positioned to become leaders within their respective niches. The Company aims to develop a diversified portfolio in terms of both the types of companies in which it is invested, and the types of structures used in these investments. The Company has identified the following ten verticals across the cannabis value chain that it considers when reviewing investment opportunities:



As of the date of this MD&A, the Company has active, direct or indirect investments in the following companies:

Company <sup>(1)</sup>	Location of Operations
Agripharm	Ontario, Canada
BioLumic	New Zealand, U.S. and Europe
Canapar	Italy
Civilized	New Brunswick, Canada and U.S.
Dynaleo	Alberta, Canada
Greenhouse Juice	Ontario, Canada
Headset	U.S. and Ontario, Canada
Herbert	Ontario, Canada
High Beauty	U.S.
LeafLink International	Ontario, Canada
PharmHouse	Ontario, Canada
Radicle	Ontario, Canada
TerrAscend	Ontario, Canada and U.S.
TerrAscend Canada	Ontario, Canada
Tweed Tree Lot	New Brunswick, Canada
Vert Mirabel	Quebec, Canada
YSS	Alberta and Saskatchewan, Canada
ZeaKal	U.S. and New Zealand

(1) Defined terms for the companies listed above can be found under “Corporate Developments – Investments” and are referenced throughout this MD&A.

The Company previously held investments in James E. Wagner Cultivation Corporation (“JWC”), a company licensed to cultivate, process, and sell cannabis, cannabis oils, and cannabis extracts, edibles, and topicals under the Cannabis Act, and Eureka 93 Inc. (“Eureka”), a life sciences company focused on the extraction, production, and distribution of cannabis and hemp-derived CBD. JWC entered into creditor protection proceedings under the *Companies’ Creditors Arrangement Act* and a Sales and Investor Solicitation Process, pursuant to which substantially all of JWC’s assets are expected to be sold to an affiliate of Trichome Financial Corp., provided that all remaining closing conditions are satisfied. Eureka filed a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* (Canada). As a result, the Company no longer ascribes any value to these investments as of the date of this MD&A.

#### **Corporate Position on Conducting Business in the United States and Other International Jurisdictions Where Cannabis is Federally Illegal**

While the Company will not engage in activities in the U.S. related to cultivating and distributing cannabis so long as cannabis remains illegal under U.S. federal law, certain Investees in the Canopy Rivers portfolio may operate in the U.S. cannabis industry, provided that the securities held by Canopy Rivers are non-participating and non-voting securities that are only convertible, exercisable, or exchangeable for common shares upon cannabis becoming legal or permissible in the U.S. under federal law. For instance, since the completion of the TerrAscend Arrangement (as defined herein), TerrAscend (as defined herein) has been pursuing strategic transactions in the cannabis sector internationally, including select opportunities in the U.S. Pursuant to the TerrAscend Arrangement, Canopy Rivers agreed to restructure its existing investment in TerrAscend into non-participating, non-voting securities in order to maintain compliance with industry regulations and stock exchange policies.

Certain other Investees, such as Civilized (a media company) and Headset (a company with a business intelligence and analytics software platform), also have ancillary involvement with U.S. cannabis-related activities. Both Headset and Civilized, in part, specifically target and derive a portion of their revenue from entities that are engaged in the cultivation, production, processing, sale, and distribution of cannabis in the U.S. Furthermore, Headset provides cannabis companies with inventory tracking and retail sales performance software.

The Company may also acquire rights, options, or other securities in entities that are currently engaged in activities in the U.S. related to cultivating and distributing cannabis that are only exercisable, convertible, or exchangeable for common shares following the date that the federal laws in the U.S. with regards to cannabis are amended, or, if applicable, the date that the stock exchange(s) upon which the Subordinated Voting Shares are listed permit an investment in an entity that is involved in the cultivation or distribution of marijuana in the U.S., provided that the Company (i) does not provide funds to such entities, and (ii) is not entitled to voting rights, dividends, or other rights upon dissolution in connection with the holding of such rights, options, or other securities. The Company may also invest in or loan funds to subsidiaries of entities that are currently engaged in activities in the U.S. related to cultivating

and distributing cannabis, provided that (i) such subsidiaries do not engage in activities in the U.S. related to cultivating and distributing cannabis, and (ii) the funds invested or loaned to such entity are only used for lawful purposes and not in connection with activities in the U.S. related to cultivating and distributing cannabis.

Canopy Rivers is not considered to be a U.S. Marijuana Issuer (as defined in the Staff Notice) nor does Canopy Rivers have material ancillary involvement in the U.S. cannabis industry in accordance with the Staff Notice, with the capital invested in Civilized and Headset being approximately \$11,200 to date, a small portion of the Company's overall market capitalization and asset value. Furthermore, Canopy Rivers and the Investees, other than TerrAscend, are not directly involved in any marijuana-related activities in the U.S. (as defined in the Staff Notice).

The Company will only conduct business and will only invest in entities in jurisdictions outside of Canada where such operations are legally permissible and in compliance with the policies of the TSX and the regulatory obligations of CGC pursuant to the policies of the TSX and the NYSE. However, there is a risk that the Company's and the Investees' interpretation of laws, regulations, and guidelines, including, but not limited to, the Cannabis Act, the associated regulations, various U.S. state regulations, and applicable stock exchange rules and regulations may differ from those of others, including those of government authorities, securities regulators, and stock exchanges. In addition, the Company has and will endeavour to cause its Investees, other than TerrAscend, to only conduct business and invest in entities in federally-legal jurisdictions by including appropriate representations, warranties, and covenants in its agreements with Investees. Any violation of these terms may result in a breach of the applicable agreement between the Company and an Investee and, accordingly, may have a material adverse effect on the business, operations, and financial condition of the Company. In particular, the Company may be required to divest its interest in an Investee or risk significant fines, penalties, administrative sanctions, convictions, settlements, or delisting from the TSX and there is no assurance that these divestitures will be completed on terms favourable to the Company, or at all. Please refer to "Risks and Uncertainties" herein and "Risk Factors" in the AIF for additional details.

### **COVID-19 Pandemic**

In March 2020, the World Health Organization declared the outbreak of the novel coronavirus ("COVID-19") as a global pandemic. COVID-19 continues to spread in Canada, the U.S., Europe, and globally, including in multiple jurisdictions where the Company and the Investees have operations. The COVID-19 pandemic has caused companies and various international jurisdictions to impose restrictive measures such as quarantines, business closures, and travel restrictions and has had a negative impact on the global economy. The situation is evolving rapidly, but the Company continues to monitor developments and actively assess the impact of the COVID-19 pandemic on its employees, service providers, the Investees and the Company has a whole, and, where possible, has adopted measures to mitigate such impact.

The health and safety of the Company's employees remains a top priority. In response to the COVID-19 pandemic, the Company activated a crisis response plan driven by local health authority guidelines and government mandates, which is re-evaluated on an ongoing basis. As part of its plan, the Company has implemented certain preventative measures, including a mandatory work-from-home program and restrictions on business travel and in-person meetings. The Company has also provided guidance to its employees on social distancing measures. As substantially all day-to-day activities of the Company can be fully performed by personnel working remotely, the Company has been and remains fully operational, and the operation of the Company's financial reporting systems, internal control over financing reporting, disclosure controls and procedures, and overall investment strategy remain unchanged.

The Company is also taking measures to manage its cash resources at a time when liquidity is constrained due to the significant and broad economic challenges caused by the COVID-19 pandemic. On May 28, 2020, following a strategic and operational review of its business, the Company announced a series of changes designed to optimize its organization structure, streamline operations, and preserve and maximize cash-on-hand. These changes include: a material reduction in the Company's operating cash outflows, including a reduction in headcount, directors' compensation, marketing expenses, and general corporate expenses of a targeted minimum of 35% from the Company's fiscal year 2020 operating cash outflows on a normalized basis; a focus on generating positive cash flow from operations for fiscal year 2021; and a focus on maximizing returns on existing assets.

COVID-19 has had an impact on the business of the Company and its Investees and the financial prospects of certain Investees have been negatively impacted by the pandemic. For example, the business operations of Canapar, which is located in Italy (a jurisdiction that was severely impacted by COVID-19), were shut down for several months. Other Investees, such as High Beauty, are dependent upon a functioning retail distribution landscape, which has been significantly impacted in both Canada and the U.S. by social distancing measures, closures, and lockdowns. Furthermore, COVID-19 has slowed the roll-out of additional brick-and-mortar retail locations in Ontario, Canada's most populous province, and it is possible that because of this slowdown, growth of the Canadian cannabis market could come under pressure, which may directly impact the Company's Canadian licensed Investees, such as Agripharm, PharmHouse and Radicle.

Going forward, the Company expects to continue to experience some short to medium-term negative impacts from the COVID-19 pandemic, including continued supply and staff shortages for certain Investees, a reduction in demand for certain Investees' products and services, mandated social distancing and quarantines, impacts of declared states of emergency, public health emergencies and similar declarations, increased governmental regulations, capital markets volatility, a reduction in available financing for the Company and the Investees and an elevated cost of capital. As a result of the outbreak of the COVID-19 pandemic, regulatory developments, challenges affecting certain companies in the cannabis industry, and other general economic factors that may have an adverse impact on certain Investees, the contracts of certain Investees, including contracts with the Company, may be renegotiated or terminated.

At this time, it is impossible to predict the effect and overall impact of the COVID-19 pandemic on the operations, liquidity, and financial results of the Company or any of the Investees due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, containment and treatment of COVID-19, and the length of the travel restrictions and business closures that have been or may be imposed by government authorities. However, the impact of the COVID-19 pandemic has, and will likely continue to, adversely affect global economies and financial markets, resulting in an economic downturn that could have a material adverse effect on the business, financial condition, operating results, and cash flows of the Company and the Investees. See "Risks and Uncertainties" herein.

## CORPORATE DEVELOPMENTS

### *Financing Activities*

#### *Overview of Capital Structure*

The Company has two classes of shares issued and outstanding. Multiple Voting Shares entitle the holder thereof to 20 votes at all meetings of the shareholders of the Company, while Subordinated Voting Shares entitle the holder thereof to one vote at all meetings of the shareholders of the Company. There is no priority or distinction between the two classes of shares in respect of their entitlement to the payment of dividends or participation on liquidation, dissolution, or winding-up of the Company. CGC is the sole holder of the Multiple Voting Shares. If a Multiple Voting Share is transferred to a third party, other than a wholly-owned subsidiary of CGC, CGC will automatically be deemed to have exercised its right to convert such Multiple Voting Share into a fully-paid and non-assessable Subordinated Voting Share, on a one for one basis. In addition, all Multiple Voting Shares will automatically convert into Subordinated Voting Shares on the date on which CGC holds such number of Shares that represent, in the aggregate, less than 12.5% of the total number of issued and outstanding Shares.

#### *Capital Activity During the Period*

There were no financings completed during the three months ended June 30, 2020.

#### *Summary of Historical Financing Activities*

Below is a summary of the Company's historical financings following the completion of the Qualifying Transaction:

<b>Summary of Financing Activities to Date</b>				
<b>Date</b>	<b>Description</b>	<b>Shares Class</b>	<b>Shares Issued</b>	<b>Gross Proceeds</b>
February 27, 2019	Bought deal	Subordinated Voting Shares	13,225,000	\$63,480
	Brokered private placement	Subordinated Voting Shares	6,250,000	\$30,000

#### *Normal Course Issuer Bid*

On April 2, 2020, the Company commenced a normal course issuer bid ("NCIB"), allowing the Company to repurchase, at its discretion, up to 10,409,961 Subordinated Voting Shares in the open market or as otherwise permitted by the TSX, subject to the normal terms and limitations of such bids. Daily purchases under the NCIB are limited to 70,653 Subordinated Voting Shares, which represents 25% of the average daily trading volume of the Subordinated Voting Shares on the TSX over a specified period. Subordinated Voting Shares purchased under the NCIB will be cancelled. The NCIB will expire on April 1, 2021.

During the three months ended June 30, 2020, the Company repurchased for cancellation a total of 109,100 Subordinated Voting Shares pursuant to the NCIB for \$126, at a weighted average acquisition price of \$1.14 per Subordinated Voting Share (three months ended June 30, 2019 – not applicable).

### **Investments**

During the three months ended June 30, 2020, the Company added one Investee to its portfolio. Please refer to the Annual Consolidated Financial Statements, Annual MD&A, AIF, and elsewhere in this MD&A for additional details on the Company's investments prior to March 31, 2020.

#### *Investments Held as at March 31, 2020*

### **Agripharm**

Agripharm Corp. ("Agripharm") is a company licensed to cultivate, process and sell cannabis and cannabis edibles, extracts, and topicals under the Cannabis Act. Agripharm is a joint venture between CGC, the owners of the North American entity that holds the rights to the globally-recognized cannabis brand Green House Seed Co. (a Netherlands-based portfolio of leading cannabis businesses, including an award-winning genetics portfolio, and pioneer in the development of the European cannabis coffee shop market) and SLANG Worldwide Inc. (owner of several market-leading cannabis brands, including O.penVAPE, Baked, Pressies, Magic Buzz, and District Edibles). Pursuant to a joint venture agreement, Agripharm has sublicensed certain proprietary technology, trademarks, genetics, know-how, and other intellectual property to distribute the suite of Green House Seed Co. products and certain SLANG Worldwide Inc. products in Canada. Based in Creemore, Ontario, Agripharm currently operates a 20,000 square foot indoor production facility and a 570,000 square foot outdoor cultivation lot located on a 20-acre property that provides expansion potential.

Prior to March 31, 2020, the Company entered into a repayable debenture agreement and royalty agreement with Agripharm, and received warrants to purchase common shares of Agripharm. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

### **Radicle**

Radicle Medical Marijuana Inc., a subsidiary of Radicle Cannabis Holdings Inc. (together, "Radicle"), is a company licensed to cultivate, process, and sell cannabis and cannabis oils under the Cannabis Act. Based in Hamilton, Ontario, Radicle is located near key transportation infrastructure and currently operates in a 140,000 square foot indoor facility, which is being developed in phases, with 25,000 square feet currently in operation. Radicle has received approval from Health Canada for a production facility expansion project. With this approval, Radicle is expected to have 40,000 square feet dedicated to indoor hydroponic cultivation. Radicle's products are currently available for sale through the Ontario Cannabis Store, Spectrum Therapeutics' online distribution platform, and several retailers in Saskatchewan and British Columbia.

Prior to March 31, 2020, the Company entered into a repayable debenture agreement, royalty agreement, and convertible debenture agreement with, and acquired common shares and received warrants to purchase additional common shares of, Radicle. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

### **Tweed Tree Lot**

The Tweed Tree Lot Inc. (formerly Spot Therapeutics Inc.) ("Tweed Tree Lot") is a licence holder under the Cannabis Act and wholly-owned subsidiary of CGC. Based in Fredericton, New Brunswick, Tweed Tree Lot's location in Atlantic Canada provides it with access to low-cost power, skilled and bilingual labour, and government subsidy opportunities through Opportunities New Brunswick. Tweed Tree Lot currently operates an 80,000 square foot indoor production facility, of which 41,987 square feet is licensed for cultivation.

Prior to March 31, 2020, the Company acquired the property in Fredericton, New Brunswick, on which Tweed Tree Lot operates and entered into a lease agreement for the property with Tweed Tree Lot. In addition, the Company entered into a repayable debenture agreement and royalty agreement with Tweed Tree Lot. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **TerrAscend and TerrAscend Canada**

TerrAscend Corp. (“TerrAscend”) is a publicly-traded company listed under the trading symbol “TER” on the CSE and “TRSSF” on the OTCQX, with operations in both Canada and the U.S. In the U.S., TerrAscend participates in the regulated medical and adult-use cannabis markets in several states, where it is permissible under state law to do so, and operates a hemp-derived CBD distribution platform nationwide. In Canada, TerrAscend’s wholly-owned subsidiary TerrAscend Canada Inc. (“TerrAscend Canada”) is licensed to cultivate, process, and sell cannabis, cannabis oils, and cannabis edibles, extracts, and topicals under the Cannabis Act. Based in Mississauga, Ontario, TerrAscend Canada operates a 67,300 square foot production facility, of which 51,800 square feet is now licensed. The company has received its European Union GMP certification and has onsite laboratories, processing and distribution capabilities.

Prior to March 31, 2020, the Company entered into an arrangement agreement with TerrAscend, among others, pursuant to which TerrAscend agreed to restructure its share capital by way of a plan of arrangement under the OBCA (the “TerrAscend Arrangement”). In connection with the TerrAscend Arrangement, the Company exchanged 19,445,285 common shares of TerrAscend for the same number of new conditionally exchangeable shares in the capital of TerrAscend (the “Exchangeable Shares”). Holders of Exchangeable Shares are not entitled to any voting rights, dividends, or other rights upon the dissolution of TerrAscend. The Exchangeable Shares are convertible into TerrAscend common shares following changes in applicable federal laws in the U.S. relating to cannabis and/or changes in the policies of the stock exchange(s) that are applicable to the Company with respect to cannabis-related activities (the “TerrAscend Triggering Event”). The Exchangeable Shares do not provide (and there are no related contractual rights that would otherwise provide) the Company with any right to dividends, entitlements upon dissolution of TerrAscend, cash flow, or other current economic entitlements, voting rights, or any form of control over the business, affairs, operation, or financial condition of TerrAscend.

In addition, prior to March 31, 2020, the Company completed an investment in TerrAscend Canada. The investment was structured to include three components, including a term loan with TerrAscend Canada and two sets of common share purchase warrants in TerrAscend (the “TerrAscend Warrants I” and “TerrAscend Warrants II”). The TerrAscend Warrants I and TerrAscend Warrants II are only exercisable following the TerrAscend Triggering Event and expire on October 2, 2024. The loan with TerrAscend Canada and the TerrAscend Warrants I were entered into in contemplation of each other, as the exercise price of TerrAscend Warrants I may be applied against the settlement of the loan. As these transactions are linked, these two instruments are treated as a combined instrument for accounting purposes and are herein collectively referred to as the “TerrAscend Term Loan”. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **Vert Mirabel**

Les Serres Vert Cannabis Inc. (“Vert Mirabel”) is a company licensed to cultivate cannabis under the Cannabis Act. Vert Mirabel is a joint venture between CRC, CGC, and Les Serres Stéphane Bertrand Inc., a large-scale, Quebec-based greenhouse operator and former producer of pink tomatoes. Based in Mirabel, Quebec, Vert Mirabel currently operates a 700,000 square foot greenhouse, located on 98 acres of land, licensed and operating for cannabis production.

Prior to March 31, 2020, the Company acquired common shares and class A preferred shares of Vert Mirabel. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **Civilized**

Civilized Worldwide Inc. (“Civilized”) is a modern media company and lifestyle brand focused on elevating cannabis culture. Civilized develops platforms utilized for the purpose of mainstream communication pertaining to the global cannabis industry through, among other things, a news and entertainment website that publishes proprietary and third-party content.

Prior to March 31, 2020, the Company entered into a convertible debenture agreement with, and received warrants to purchase class A common shares of, Civilized. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **PharmHouse**

PharmHouse Inc. (“PharmHouse”) is a company licensed to cultivate cannabis under the Cannabis Act. PharmHouse is a joint venture between the Company and the principals and operators of a leading North American cultivator and distributor of greenhouse-grown vegetables (the “PharmHouse JV Partner”). PharmHouse owns a 1,300,000 square

foot automated greenhouse in Leamington, Ontario, which is fully licensed. PharmHouse plans to upgrade the facility for compliance with European Union Good Manufacturing Practices ("GMP") standards, which is intended to facilitate optimized and standardized output for both domestic and international distribution.

Prior to March 31, 2020, the Company acquired common shares of, and entered into a shareholder loan agreement and a demand promissory note with, PharmHouse. The Company also issued warrants to, and entered a global non-competition agreement with, the PharmHouse JV Partner.

In addition, prior to March 31, 2020, PharmHouse entered into a syndicated credit agreement (the "PharmHouse Credit Agreement") with a number of Canadian banks to provide PharmHouse with a committed, non-revolving credit facility with a maximum principal amount of \$80,000 (the "PharmHouse Credit Facility"). The obligations of PharmHouse under the PharmHouse Credit Facility are secured by guarantees of the Company and CRC, and a pledge by CRC of all of the shares of PharmHouse held by it. Accordingly, if PharmHouse is not able to generate sufficient cash flows to service its obligations pursuant to the PharmHouse Credit Facility, the Company may be required to recognize a financial liability relating to all or a portion of its guarantee on the facility. The PharmHouse Credit Agreement also contains certain representations and warranties and affirmative covenants applicable to the Company.

On April 13, 2020, PharmHouse entered into an amendment to the PharmHouse Credit Agreement, which provides PharmHouse with an additional \$10,000 of secured debt financing, representing an increase to the PharmHouse Credit Facility. Pursuant to the amendment and as part of the increase to the PharmHouse Credit Facility, the guarantee of the Company and CRC also increased by \$10,000, commensurate with the increase to the PharmHouse Credit Facility. As of the date of this MD&A, the entire \$90,000 facility has been drawn by PharmHouse. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

Please refer to "Subsequent Events" for additional details relating to the Company's investment in PharmHouse.

## **YSS**

YSS Corp.™ ("YSS") is a publicly-traded company listed on the TSXV under the trading symbol "YSS" and on the Frankfurt Stock Exchange under the trading symbol "WKN: A2PMAX". With retail operations under the YSS™ and Sweet Tree™ brands, YSS currently has 17 licensed-operating retail stores in Alberta and Saskatchewan, which are now offering online ordering by way of click-and-collect.

Prior to March 31, 2020, the Company acquired common shares of YSS. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **Canapar**

Canapar Corp. ("Canapar"), through its wholly-owned subsidiary, Canapar Srl ("Canapar Italy"), is focused on hemp cultivation and extraction in Sicily, Italy. Canapar Italy has a partnership with the Department of Agriculture of the University of Catania, which carries out research regarding agricultural and food production, including the growing of hemp, and works alongside farmers in Sicily on hemp cultivation. Canapar Italy purchases this hemp on a wholesale basis from farmers. Canapar Italy's extraction machinery has been installed at its facility and commissioning is expected to begin later this year. Once operational, Canapar anticipates that this facility will be one of the largest of its kind in Europe and plans to use the facility to process hemp biomass into CBD isolates and derivative products for distribution in European and international markets. Canapar Italy has entered into agreements for hemp farming covering over 1,000 hectares of land. Canapar also owns Marishanti SRL, an Italian retail and beauty product brand.

Prior to March 31, 2020, the Company acquired common shares of Canapar and received a call option to purchase 100% of Canapar's interest in its investees. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

The Company previously provided guidance for Canapar's estimated calendar year 2020 ("CY2020") attributable EBITDA<sup>3</sup> in the range of \$20,000 to \$30,000. Due to certain factors that were expected to impact the timing and quantum of revenue generation at Canapar, the Company determined during the three months ended June 30, 2019, that it was no longer in a position to provide guidance for Canapar's estimated CY2020 attributable EBITDA until it has greater clarity with respect to these factors.

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<sup>3</sup> Based on Canapar's forecast for CY2020 EBITDA multiplied by the Company's ownership percentage.

## **Headset**

Headset, Inc. (“Headset”) is a market intelligence and analytics software platform for the cannabis industry. With services that provide access to information on sales trends, emerging industries, popular products, and pricing, Headset’s proprietary software platform allows customers to use data to identify new areas of opportunity, understand the competition, and tailor product development. Headset has a U.S. and Canadian strategic alliance with Nielsen Holdings plc (“Nielsen”) to provide U.S. and Canadian cannabis market data and analytics to consumer-packaged goods companies monitoring the cannabis space. Headset also has a strategic alliance with Nielsen and Deloitte to provide key stakeholders in the cannabis sector with data-driven insights related to federally regulated cannabis consumption and sales in Canada. Headset also launched its Insights market intelligence product in multiple adult-use cannabis markets in the U.S. and in Alberta, British Columbia and Ontario, and its retail data intelligence tool in Canada and the U.S.

Prior to March 31, 2020, the Company acquired preferred shares of Headset. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **Greenhouse Juice**

10831425 Canada Ltd. d/b/a/ Greenhouse Juice Company (“Greenhouse Juice”), is an organic, plant-based food and beverage company. Founded in January 2014, Greenhouse Juice has expanded from a single retail store in Toronto to an omnichannel business with a number of company-owned stores, an e-commerce delivery service, and a growing network of grocery and foodservice partners with hundreds of retail locations across Canada, including both specialty boutiques and national/international chains like Whole Foods and Sobeys. Greenhouse Juice manufactures its beverages in a purpose-built, SQF-, HACCP- and organic-certified production facility in Mississauga, Ontario.

Prior to March 31, 2020 the Company entered into a senior secured convertible debenture agreement and unsecured convertible debenture agreement, with, and received preferred share purchase warrants of, Greenhouse Juice. The Company also received an incremental warrant entitling it to increase its economic interest in Greenhouse Juice to 51% under certain circumstances.

Effective April 30, 2020, the Company and Greenhouse Juice amended the terms of the unsecured convertible debenture agreement to extend the maturity and automatic conversion date of the debenture to August 17, 2020. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **Herbert**

10663522 Canada Inc., operating through its wholly-owned subsidiaries Herbert Works Ltd. and 11010131 Canada Inc. (collectively, “Herbert”), is an early-stage brand platform that was established by certain principals of Greenhouse Juice to focus on the adult-use cannabis beverage and herbal supplement beverage markets and that is licensed to conduct research and development activities under the Cannabis Act. Herbert’s intention is for its core beverage offering to focus primarily around THC-infused products designed for distribution in Canada and non-infused herbal products designed for distribution across North America. Herbert has applied for a processing license and is building a dedicated purpose-built, food-grade, and GMP-compliant production and processing facility on the Greenhouse Juice site where it expects to produce THC-infused beverages. Herbert also, through a supply arrangement with Greenhouse Juice, leverages Greenhouse Juice’s purpose-built, SQF-, HACCP- and organic-certified production facility to produce non-infused herbal beverages.

Prior to March 31, 2020, the Company acquired preferred shares of Herbert. The Company also received an incremental warrant entitling it to increase its economic interest in Herbert to 51% under certain circumstances. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## **LeafLink International**

LeafLink Services International ULC (“LeafLink International”) is a joint venture between a wholly-owned subsidiary of CRC and a wholly-owned subsidiary of LeafLink, Inc., a U.S.-based company, that exclusively licenses LeafLink, Inc.’s business-to-business e-commerce marketplace and supply chain technology platform for deployment throughout regulated international cannabis markets outside of the U.S. LeafLink, Inc. is a business-to-business wholesale marketplace that simplifies the supply chain through its e-commerce platform and that has linked 4,700 cannabis retailers across 26 territories in the U.S. with 1,650 vendors, servicing approximately US\$3 billion of gross merchandise value on an annualized basis. As of the date of this MD&A, LeafLink International’s e-commerce platform is facilitating transactions between 49 cannabis retailers and 50 vendors in Canada, with further provincial expansion underway.

Prior to March 31, 2020, the Company acquired common shares of LeafLink International. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

### **High Beauty**

High Beauty, Inc. (“High Beauty”) is the creator of the cannabis beauty brand *high*. *high* is formulated using cannabis sativa seed oil, which is free of psychoactive substances including THC and CBD, in combination with certified organic plant oils, high-potency antioxidants, and pure plant essential oils. High Beauty’s current facial products include a cleansing foam, oil, moisturizer, eye gel, and peeling mask, and the company has distribution partnerships with retailers in Canada, the U.S., and the European Union, including Macy’s, Sephora, Urban Outfitters, Anthropologie, Hudson’s Bay, Indigo, Shoppers Drug Mart, Amazon, Douglas, and SkinStore.

Prior to March 31, 2020, the Company acquired preferred shares of, entered into a senior secured convertible promissory note with, and received warrants to purchase additional preferred shares of, High Beauty. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

### **BioLumic**

BioLumic Ltd. (“BioLumic”) uses data science and specialized ultraviolet (“UV”) light technology to unlock the natural genetic potential of seeds and seedlings for improving crop yield, consistency, and disease resistance without adding chemicals. BioLumic has applied its technology and research to soybeans, corn, lettuce, and strawberries. BioLumic received approval from the New Zealand Ministry of Health to apply its UV light technology to medical cannabis and has begun conducting medical cannabis commercial trials.

Prior to March 31, 2020, the Company entered into a convertible promissory note with BioLumic. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

### **ZeaKal**

ZeaKal, Inc. (“ZeaKal”) is a California-based plant science company that has developed a plant genetics technology called PhotoSeed™. The PhotoSeed™ technology increases photosynthesis, improves plant yield, and enhances nutritional profiles. While ZeaKal’s initial commercial focus has been on major row crops, it has begun developing the PhotoSeed™ technology for hemp.

Prior to March 31, 2020, the Company acquired preferred shares of ZeaKal. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

### *New Investments Made During the Three Months Ended June 30, 2020*

### **Dynaleo**

Dynaleo Inc. (“Dynaleo”) is a company licensed to produce cannabis edibles under the Cannabis Act. Based in Nisku, Alberta, Dynaleo operates a 27,000 square foot purpose-built facility, and is focused on white-label manufacturing edible cannabis gummies for the Canadian recreational market.

On April 6, 2020, the Company invested \$2,000 in Dynaleo pursuant to an unsecured convertible debenture agreement. The debenture matures on August 31, 2020, and bears interest at a rate of 8% per annum, calculated and compounded monthly and payable at maturity. The debenture is convertible, upon the occurrence of certain events, into common shares of Dynaleo. The Company also received 1,000,000 common share purchase warrants of Dynaleo with an exercise price of \$1.4245 per common share. Assuming the conversion of the unsecured convertible debenture and the exercise of the common share purchase warrants, the investment represents an equity interest of approximately 12% on a fully-diluted basis. Further information on this investment can be found in the table below and in the Interim Consolidated Financial Statements.

## Summary

Below is a summary of the Company's investments as at June 30, 2020:

Yield Investments				
Investee	Investment	Capital Advanced as at June 30, 2020	Required Annual Payment <sup>(1)</sup>	Notes
<b>Agripharm</b>	Royalty interest	\$20,000	\$4,000	<ul style="list-style-type: none"> <li>Royalty is for a term of 20 years and is subject to a minimum annual payment based on 20% of the amount advanced</li> </ul>
<b>BioLumic</b>	Convertible promissory note	\$2,024	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the promissory note bears interest at a rate of 6% per annum, payable at the maturity date or at the date that a qualified financing occurs</li> <li>Convertible into 353,116 preferred shares of BioLumic (excluding accrued interest)</li> </ul>
<b>Civilized</b>	Convertible debenture	\$5,120	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the debenture bears interest at a rate of 14% per annum, payable quarterly after the two-year anniversary of the initial investment</li> <li>Convertible into 467,580 class A common shares of Civilized (excluding accrued interest)</li> </ul>
<b>Dynaleo</b>	Convertible debenture	\$2,000	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the debenture bears interest at a rate of 8% per annum, payable at the maturity date</li> <li>Convertible into 1,404,001 common shares of Dynaleo (excluding accrued interest)</li> </ul>
<b>Greenhouse Juice</b>	Secured convertible debenture	\$6,000	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the debenture bears interest at a rate of 12% per annum, payable at the maturity date</li> <li>Convertible into 3,962,496 preferred shares of Greenhouse Juice (excluding accrued interest)</li> </ul>
	Unsecured convertible debenture	\$3,000	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the debenture is interest-free</li> <li>Convertible into 1,981,248 preferred shares of Greenhouse Juice based upon certain sales-related factors</li> </ul>
<b>High Beauty</b>	Convertible promissory note	\$1,009	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the promissory note bears interest at a rate of 8% per annum, payable at the maturity date or at the date that a qualified financing occurs</li> <li>Conversion price based on per share valuation of preferred stock upon closing of a qualified financing</li> </ul>
<b>PharmHouse</b>	Loan receivable	\$40,000	\$4,800 <sup>(2)</sup>	<ul style="list-style-type: none"> <li>Amount drawn under the shareholder loan bears interest at a rate of 12% per annum, payable quarterly upon the achievement of certain sales-related milestones which may or may not be achieved</li> <li>Loan is for a term of three years</li> </ul>
	Promissory note	\$2,450	n/a	<ul style="list-style-type: none"> <li>Amount drawn under the promissory note is non-interest bearing before and after demand or default</li> </ul>
<b>Radicle</b>	Royalty interest	\$5,000	\$900	<ul style="list-style-type: none"> <li>Royalty is for a term of 20 years and is subject to a minimum annual payment</li> </ul>
	Convertible debenture	\$1,000	\$120	<ul style="list-style-type: none"> <li>Amount drawn under the debenture bears interest at a rate of 12% per annum, payable semi-annually</li> <li>Convertible into 1,666,667 common shares of Radicle</li> </ul>
<b>TerrAscend Canada</b>	Term loan	\$13,243	\$795	<ul style="list-style-type: none"> <li>Amount drawn under the loan bears interest at a rate of 6% per annum, payable annually beginning December 31, 2020</li> <li>Maturity date is earlier of October 2, 2024, and the date that TerrAscend Warrants I are exercised in full</li> </ul>
<b>Tweed Tree Lot</b>	Royalty interest	\$13,500	\$2,853	<ul style="list-style-type: none"> <li>Royalty is for a term of 25 years and is subject to a minimum annual payment</li> </ul>
	Lease	\$2,600	\$580	<ul style="list-style-type: none"> <li>Payments include monthly lease payments and management fee</li> <li>Rent escalates every five years</li> <li>Lease is for a term of 20 years</li> </ul>

Yield Investments				
Investee	Investment	Capital Advanced as at June 30, 2020	Required Annual Payment <sup>(1)</sup>	Notes
Vert Mirabel	Preferred shares	\$15,000	\$2,700	<ul style="list-style-type: none"> <li>Cumulative dividend rate of 18% prior to the acquisition of the greenhouse by Vert Mirabel; 10% thereafter</li> <li>Redemption (including accrued and unpaid dividends) expected to occur once Vert Mirabel has generated sufficient cash flow to acquire the greenhouse and repay the principal amount outstanding</li> </ul>

(1) Annual payments above are based on the contractual terms of the underlying instruments in effect as of the date of this MD&A and may not reflect actual cash amounts received by the Company. See "Risks and Uncertainties" herein.

(2) The Company does not expect to receive cash payment of interest on the loan receivable until PharmHouse achieves certain sales-related milestones, which may or may not be achieved. Subsequent to June 30, 2020, based on the determination of the Special Committee (as defined herein), the Company contributed, and expects that it will continue to be required to contribute, additional capital to finance PharmHouse's ongoing operations. See "Subsequent Events" herein for additional details relating to the Company's investment in PharmHouse.

Equity and Warrant Investments				
Investee	Investment	Cost Base <sup>(1)</sup>	Number of Shares / Warrants	Notes
Agripharm	Warrants	\$586	93,436	<ul style="list-style-type: none"> <li>Warrants to purchase 4% of the fully-diluted common shares and in-the-money securities for \$5,000</li> </ul>
Canapar	Common shares	\$18,150	29,833,333	<ul style="list-style-type: none"> <li>Represents an approximate 45% equity interest on a fully-diluted basis</li> </ul>
	Call option	Nominal	n/a	<ul style="list-style-type: none"> <li>Call option to purchase 100% of Canapar's interest in its investees</li> </ul>
Civilized	Warrants	\$1,259	221,239	<ul style="list-style-type: none"> <li>Warrants to purchase an approximate 7% equity interest on a fully-diluted basis</li> </ul>
Dynaleo	Warrants	\$387	1,000,000	<ul style="list-style-type: none"> <li>Warrants to purchase an approximate 5% equity interest on a fully-diluted basis</li> </ul>
Greenhouse Juice	Warrants	Nominal	1,386,874	<ul style="list-style-type: none"> <li>Warrants to purchase an approximate 4% equity interest on a fully-diluted basis</li> <li>Control warrant to purchase 51% of the fully-diluted shares</li> </ul>
Headset	Preferred shares	\$4,279	1,572,588	<ul style="list-style-type: none"> <li>Represents an approximate 7% equity interest on a fully-diluted basis</li> </ul>
Herbert	Preferred shares	\$1,406	4,074,074	<ul style="list-style-type: none"> <li>Represents an approximate 25% equity interest on a fully-diluted basis</li> </ul>
	Warrants	\$94	n/a	<ul style="list-style-type: none"> <li>Control warrant to purchase 51% of the fully-diluted shares</li> </ul>
High Beauty	Preferred shares	\$2,867	2,500,000	<ul style="list-style-type: none"> <li>Represents an approximate 21% equity interest on a fully-diluted basis<sup>(3)</sup></li> </ul>
	Warrants	\$495	612,500	
LeafLink International	Common shares	\$2,638	2,000,000	<ul style="list-style-type: none"> <li>Represents an approximate 17% equity interest on a fully-diluted basis</li> </ul>
PharmHouse	Common shares	\$40,231 <sup>(2)</sup>	10,998,660	<ul style="list-style-type: none"> <li>Represents an approximate 49% equity interest on a fully-diluted basis</li> </ul>
Radicle	Common shares	\$5,000	17,588,424	<ul style="list-style-type: none"> <li>Represents an approximate 24% equity interest on a fully-diluted basis<sup>(3)</sup></li> </ul>
	Warrants	\$40	266,667	
TerrAscend	Exchangeable Shares	\$12,240	19,445,285	<ul style="list-style-type: none"> <li>Exchangeable Shares are not entitled to voting rights, dividends, or other rights upon dissolution of TerrAscend and may be converted into common shares of TerrAscend following the TerrAscend Triggering Event</li> </ul>
	TerrAscend Warrants I	\$1,738	2,225,714	<ul style="list-style-type: none"> <li>Exercisable following the TerrAscend Triggering Event</li> </ul>
	TerrAscend Warrants II	\$261	333,723	<ul style="list-style-type: none"> <li>Exercisable following the TerrAscend Triggering Event</li> </ul>
Vert Mirabel	Common shares	Nominal	260	<ul style="list-style-type: none"> <li>Represents an approximate 26% equity interest on a fully-diluted basis</li> </ul>
YSS	Common shares	\$3,265	10,883,333	<ul style="list-style-type: none"> <li>Represents an approximate 7% equity interest on a fully-diluted basis</li> </ul>
Zeakal	Preferred shares	\$13,487	248,446	<ul style="list-style-type: none"> <li>Represents an approximate 9% equity interest on a fully-diluted basis</li> </ul>

- (1) Cost base for warrant investments is generally estimated based on allocation of total committed capital on an individual transaction basis between warrants and another financial instrument (e.g. royalty interest, convertible debenture, common shares, etc.).
- (2) Cost base includes the estimated value of the warrants issued to the PharmHouse JV Partner upon issuance.
- (3) Equity ownership on a fully-diluted basis assumes the conversion of the convertible debenture described in the previous table.

## RESULTS OF OPERATIONS

The following table sets forth summary operating results and financial position data for the indicated periods:

	<b>Three Months Ended June 30,</b>		
	<b>2020</b>	<b>2019</b>	<b>2018</b>
<b><u>Summary Operating Results</u></b>			
Operating income <sup>(1)</sup>	\$ 2,662	\$ 2,141	\$ 462
Operating expenses	<u>2,669</u>	<u>5,767</u>	<u>7,347</u>
Net operating loss (before equity method investees and fair value changes)	(7)	(3,626)	(6,885)
Equity method investees and fair value changes	<u>(2,355)</u>	<u>544</u>	<u>282</u>
Net operating loss	(2,362)	(3,082)	(6,603)
Net loss	(3,426)	(2,966)	(6,628)
Other comprehensive income (loss) (net of tax)	10,701	(5,784)	(2,371)
Total comprehensive income (loss)	7,275	(8,750)	(8,999)
Basic earnings (loss) per share ("EPS")	\$ (0.02)	\$ (0.02)	\$ (0.05)
Diluted EPS	\$ (0.02)	\$ (0.02)	\$ (0.05)
<b><u>Summary Cash Flow Results</u></b>			
Cash used in operating activities	\$ (807)	\$ (2,788)	\$ (874)
Cash used in investing activities	(1,927)	(12,702)	(26,077)
Cash from (used in) financing activities	(78)	57	788
<b><u>Balance Sheet Data</u></b>			
Cash	\$ 43,912	\$ 88,750	\$ 20,136
Total assets	307,950	412,905	232,614
Total liabilities	1,533	9,697	41,841
Shareholders' equity	306,417	403,208	190,773

(1) Before consideration of equity method investees and fair value changes.

The Company reported net loss of \$3,426 and basic and diluted EPS of \$(0.02) for the three months ended June 30, 2020, compared with net loss of \$2,966 and basic and diluted EPS of \$(0.02) for the same period last year. For the three months ended June 30, 2020, net loss was primarily driven by the Company's share of loss from equity method investees of \$3,985 and operating expenses of \$2,669, partially offset by the impact of positive net changes in the fair value of financial assets reported at fair value through profit or loss ("FVTPL") of \$1,630, royalty and other interest income on financial assets at FVTPL of \$1,295, and income on the Company's shareholder loan receivable of \$1,205. For the three months ended June 30, 2019, net loss was primarily driven by operating expenses of \$5,767 and share of loss from equity method investees of \$968, partially offset by the impact of positive net changes in the fair value of financial assets at FVTPL of \$1,512, income on the Company's shareholder loan receivable of \$1,209, and royalty and other interest income on financial assets at FVTPL of \$769.

The Company reported total comprehensive income of \$7,275 for the three months ended June 30, 2020, compared with total comprehensive loss of \$8,750 for the same period last year. For the three months ended June 30, 2020, comprehensive income was driven by positive net changes in the fair value of financial assets reported at fair value through other comprehensive income ("FVTOCI") of \$10,701 (net of tax), partially offset by the factors impacting net

loss described above, while comprehensive loss for the three months ended June 30, 2019, was driven by negative net changes in the fair value of financial assets at FVTOCI of \$5,784 (net of tax).

Historically, the Company's net income (or loss) and comprehensive income (or loss) has largely been driven by net changes in the fair value of financial assets at FVTPL or financial assets at FVTOCI. These net changes have been, and are expected to continue to be, largely dependent upon the regulatory, business, and capital markets environment in the cannabis industry, which environments will in turn continue to inform the Company's investment strategy. Given the inherent volatility of valuations of investments in the global cannabis sector and the unknown impact of the COVID-19 pandemic, the Company anticipates continued volatility in its financial results. Furthermore, the Company anticipates that its equity method investees will have a more significant impact on its financial results in the future.

### ***Operating Income (before Equity Method Investees and Fair Value Changes)***

The Company reported royalty, interest, and lease income of \$2,662 (net of a provision for credit losses of \$5) for the three months ended June 30, 2020, compared with \$2,141 (net of a provision for credit losses of \$nil) for the same period last year.

For the three months ended June 30, 2020, this was primarily comprised of royalty and interest income of \$1,295 generated from the Company's royalty, debenture, and loan agreements with Agripharm, Greenhouse Juice, Radicle, TerrAscend Canada, and Tweed Tree Lot; interest income of \$1,205 generated from the shareholder loan agreement with PharmHouse; and interest and management fee income of \$167 generated from the lease agreement with Tweed Tree Lot. For the three months ended June 30, 2019, this was primarily comprised of royalty and interest income of \$769 generated from the Company's royalty and debenture agreements with Agripharm, Greenhouse Juice, JWC, and Radicle; interest income of \$1,209 generated from the shareholder loan agreement with PharmHouse; and interest and management fee income of \$163 generated from the lease agreement with Tweed Tree Lot.

### ***Operating Expenses***

The Company reported total operating expenses of \$2,669 for the three months ended June 30, 2020, compared with \$5,767 for the same period last year.

Consulting and professional fees were \$376 for the three months ended June 30, 2020, compared with \$492 for the same period last year. For the three months ended June 30, 2020, these expenses were primarily attributable to legal fees of \$169 related to transaction execution and general corporate and securities matters; and audit, tax, accounting, and other regulatory compliance advisory fees of \$207. For the three months ended June 30, 2019, these expenses were primarily attributable to audit, tax, accounting, and other regulatory compliance advisory fees of \$142; legal fees of \$181; and ongoing consulting services of \$169.

General and administrative expenses were \$1,342 for the three months ended June 30, 2020, compared with \$1,547 for the same period last year. For the three months ended June 30, 2020, these expenses were primarily attributable to employee compensation expenses of \$921, marketing and business development expenses of \$96, and other administrative activities (including public company costs) of the Company of \$325. For the three months ended June 30, 2019, these expenses were primarily attributable to employee compensation of \$721, marketing and business development expenses of \$361, and other administrative activities of the Company of \$465.

Share-based compensation was \$909 for the three months ended June 30, 2020, compared with \$3,686 for the same period last year. As discussed in the Interim Consolidated Financial Statements, a portion of CRC PrivateCo's initial capital is treated as seed capital options for accounting purposes, which are remeasured each period. This created a significant non-cash expense in prior reporting periods. This expense also considers options issued to consultants of the Company, which, along with the seed capital options, are remeasured each period. Options issued to provide incentives to directors, officers, and employees of the Company are also included, and the related expense is calculated based on measurements and estimates upon initial recognition. For the three months ended June 30, 2020, share-based compensation attributable to directors, officers, and employees was \$824; share-based compensation attributable to RSUs (as defined herein) granted to non-employee directors was \$117; share-based compensation attributable to seed capital options was \$59; and share-based compensation attributable to consultants was \$(91). For the three months ended June 30, 2019, share-based compensation attributable to directors, officers, and employees was \$822; share-based compensation attributable to seed capital options was \$861; and share-based compensation attributable to consultants was \$2,003.

### ***Net Operating Loss (before Equity Method Investees and Fair Value Changes)***

Based on the foregoing, the Company reported net operating loss (before equity method investees and fair value changes) of \$7 for the three months ended June 30, 2020, compared with \$3,626 for the same period last year.

### ***Equity Method Investees and Fair Value Changes***

Share of loss from equity method investees was \$3,985 for the three months ended June 30, 2020, compared with a share of income of \$968 for the same period last year. As noted in the Interim Consolidated Financial Statements, the Company elects to account for its equity method investees one quarter in arrears. Canapar, Herbert, High Beauty, LeafLink International, PharmHouse, and Radicle represented the Company's equity method investees for which a share of income or loss was recorded for the three months ended June 30, 2020. Canapar, Herbert, LeafLink International, PharmHouse, and Radicle represented the Company's equity method investees for which a share of loss was recorded for the three months ended June 30, 2019. Due to the early-stage nature of the equity method investees' businesses, the Company expects these entities to continue to generate net losses in the near term.

The net change in fair value of financial assets at FVTPL was an increase of \$1,630 for the three months ended June 30, 2020, compared with an increase of \$1,512 for the same period last year. For the three months ended June 30, 2020, the net increase was primarily driven by the positive change in the fair value of the Company's investments in the TerrAscend Canada Term Loan of \$1,200, Vert Mirabel preferred shares of \$800, and Dynaleo convertible debenture of \$387, partially offset by the negative change in the fair value of the Company's investment in the Civilized convertible debenture of \$1,100, among other factors. For the three months ended June 30, 2019, the net increase was primarily driven by the positive change in the fair value of the Company's investments in the Greenhouse Juice convertible debenture of \$2,109, Vert Mirabel preferred shares of \$964, and the Agripharm repayable debenture and royalty interest of \$806, partially offset by the negative change in the fair value of the Company's investments in the Civilized convertible debenture of \$1,205, JWC warrants of \$501, and Civilized warrants of \$434, among other factors.

### ***Net Operating Loss***

Based on the foregoing, the Company reported net operating loss of \$2,362 for the three months ended June 30, 2020, compared with \$3,082 for the same period last year.

### ***Comprehensive Income (Loss)***

The Company reported total comprehensive income of \$7,275 for the three months ended June 30, 2020, compared with a total comprehensive loss of \$8,750 for the same period last year.

Net loss was \$3,426 for the three months ended June 30, 2020, compared with net loss of \$2,966 for the same period last year. Included in other expenses are Brokerage Fees (as defined herein) expense of \$1,123 and \$nil for the three months ended June 30, 2020 and 2019, respectively. Additionally, income tax expense of \$nil and \$432 were incurred for the three months ended June 30, 2020 and 2019, respectively.

The net change in fair value of financial assets at FVTOCI was an increase of \$10,701 (net of tax recovery of \$nil) for the three months ended June 30, 2020, compared with a decrease of \$5,784 (net of tax of \$883) for the same period last year. For the three months ended June 30, 2020, the net increase was primarily driven by the positive change in the fair value of the Company's investments in the Vert Mirabel common shares of \$9,500 and TerrAscend Exchangeable Shares of \$3,000, partially offset by the negative change in the fair value of the Company's investments in JWC common shares of \$976, among other factors. For the three months ended June 30, 2019, this decrease was primarily driven by the negative change in the fair value of the Company's investments in TerrAscend Exchangeable Shares of \$10,000, JWC common shares of \$3,629, and Eureka common shares of \$1,085, partially offset by the positive change in the fair value of the Company's investment in Vert Mirabel common shares of \$9,381.

Due to the high levels of volatility observed in stock prices of publicly-traded cannabis companies, the Company expects net changes in fair value of financial assets at FVTOCI to continue to exhibit volatility in the near term.

### ***Cash Flows Used in Operating Activities***

Net cash used in operating activities was \$807 for the three months ended June 30, 2020, compared with net cash used of \$2,788 for the same period last year. Net loss for the three months ended June 30, 2020, was \$3,426 and included numerous non-cash items, including the Company's share of loss from equity method investees of \$3,985, share-based compensation of \$909, and the net increase in fair value of financial assets and liabilities at FVTPL of \$1,630. Net cash used in operating activities for the three months ended June 30, 2020, also reflects a working capital

investment of \$520, which includes the drawdown of the remaining Brokerage Payments Deposit (as defined herein) of \$833. For the three months ended June 30, 2019, the Company reported net income of \$2,966, which included numerous non-cash items, including the net increase in fair value of financial assets and liabilities at FVTPL of \$1,512, share-based compensation of \$3,686, the Company's share of loss from equity method investees of \$968, and income tax expense of \$432. Net cash used in operating activities for the three months ended June 30, 2019, also reflects a working capital investment of \$3,285.

### **Cash Flows Used in Investing Activities**

Net cash used in investing activities was \$1,927 for the three months ended June 30, 2020, compared with \$12,702 for the same period last year. During the three months ended June 30, 2020, the Company made a new investment in Dynaleo (\$2,000). During the three months ended June 30, 2019, the Company advanced funds pursuant to pre-existing agreements with Agripharm (\$3,000), and made new investments in Zeakal (\$13,487), High Beauty (\$3,335), Greenhouse Juice (\$3,000), and Biolumic (\$2,024). Net cash used in investing activities for the three months ended June 30, 2019, also reflects a \$12,000 impact from the reduction of the requirement for the Company to maintain a minimum cash balance pursuant to the PharmHouse Credit Agreement.

### **Cash Flows Used in Financing Activities**

Net cash used in financing activities was \$78 for the three months ended June 30, 2020, compared with net cash provided by financing activities of \$57 for the same period last year. During the three months ended June 30, 2020, net cash used in financing activities was primarily attributable to the repurchase of shares pursuant to the Company's NCIB for \$126, and the payment of lease principal of \$44, partially offset by the proceeds from the exercise of outstanding stock options of \$92. During the three months ended June 30, 2019, net cash provided by financing activities was primarily attributable to the to the proceeds from the exercise of outstanding stock options of \$86, partially offset by the payment of lease principal of \$29.

### **Summary of Quarterly Financial Information**

The following table sets forth a summary of quarterly financial information for the last eight consecutive quarters. This quarterly financial information has been prepared in accordance with IFRS.<sup>(2)</sup>

	FQ1 2021	FQ4 2020	FQ3 2020	FQ2 2020	FQ1 2020	FQ4 2019	FQ3 2019	FQ2 2019
<b>Summary Operating Results</b>								
Operating income <sup>(1)</sup>	\$ 2,662	\$ 2,589	\$ 5,021	\$ 2,171	\$ 2,141	\$ 2,558	\$ 1,284	\$ 563
Operating expenses	2,669	3,484	3,860	6,192	5,767	7,512	6,632	8,959
Equity method investees and fair value changes	(2,355)	(30,671)	(3,208)	(1,241)	544	3,524	7,094	22,710
Net operating income (loss)	(2,362)	(31,566)	(2,047)	(5,262)	(3,082)	(1,430)	1,746	14,314
Net income (loss)	(3,426)	(30,515)	(2,679)	(4,406)	(2,966)	(1,826)	1,423	10,949
Other comprehensive income (loss) (net of tax)	10,701	(6,280)	(37,244)	(28,252)	(5,784)	22,418	(80,948)	26,630
Total comprehensive income (loss)	7,275	(36,795)	(39,923)	(32,658)	(8,750)	20,592	(79,525)	37,579
Basic EPS	\$ (0.02)	\$ (0.16)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.01)	\$ 0.01	\$ 0.08
Diluted EPS	\$ (0.02)	\$ (0.16)	\$ (0.01)	\$ (0.02)	\$ (0.02)	\$ (0.01)	\$ 0.01	\$ 0.07

(1) Before consideration of equity method investees and fair value changes.

(2) Comparative information has been amended to align with current year presentation.

### **Outlook**

The Company previously provided CY2020 attributable EBITDA<sup>4</sup> guidance relating to PharmHouse and Vert Mirabel in the range of \$85,000 to \$100,000. On a regular basis, the Company reviews any financial forecasts to assess the reasonableness of the estimate for CY2020 attributable EBITDA in light of Investee-specific developments and broader

<sup>4</sup> Based on the available forecast for CY2020 EBITDA for each of PharmHouse and Vert Mirabel multiplied by the Company's respective ownership percentages, in addition to the interest income generated on the Company's shareholder loan to PharmHouse and dividend yield on the Company's investment in Vert Mirabel preferred shares.

industry and economic factors. During the three months ended December 31, 2019, as a result of the Company's ongoing review activities, the following factors were considered:

- Unanticipated delays in the attainment of the requisite cannabis-related licences at PharmHouse and related uncertainty with respect to the timing of revenue generation;
- Availability of additional evidence to inform expectations of a reasonable operational ramp-up period for large-scale cannabis greenhouses;
- A general decline in market prices in the Canadian wholesale cannabis market;
- The slower-than-expected development of the Canadian cannabis market, specifically relating to the limited roll-out of retail distribution in highly populated areas; and
- Broader sector challenges impacting companies across the Canadian cannabis industry.

As a result of the factors listed above, among others, and due to the uncertainty inherent in forecasting operating results given the current status of the Canadian cannabis industry, the Company decided during the three months ended December 31, 2019, to withdraw its estimated CY2020 attributable EBITDA guidance.

## **OTHER INFORMATION**

The Company has not paid dividends in the past and does not expect to pay dividends in the near future. The Company plans to reinvest any earnings it may generate in the Company to manage the existing portfolio, pursue investment opportunities, and maintain and develop the business. Any decision to declare dividends, in the future, will be made at the discretion of the Board and will depend upon, among other things, financial results, investment opportunities, cash requirements, contractual obligations, and other factors the Board may consider relevant.

The Company is subject to risks and uncertainties that could significantly affect its future performance, including, but not limited to, changes to the regulatory environment for the cannabis industry, changes to the business environment for the cannabis industry, and risks and uncertainties posed by the performance and management of the Investees. See "Risks and Uncertainties" herein and "Risk Factors" in the AIF for information on the risks and uncertainties that could have a negative effect on the Company's future performance.

## **LIQUIDITY, FINANCING, AND CAPITAL RESOURCES**

The Company is subject to risks including, but not limited to, its ability to raise additional funds through debt and/or equity financing to support the Company's development and continued operations, and to meet the Company's liabilities and commitments as they come due.

The Company manages its capital with the objective of maximizing shareholder value and sustaining future development of the business. The Company defines capital as the Company's equity and any debt it may issue. The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the Company's activities. The Company, upon approval from the Board, will undertake to balance its overall capital structure through new share issuances, the issuance of debt, or by undertaking other activities as deemed appropriate under the specific circumstances.

During the three months ended June 30, 2020, the Company financed its operations and met its capital requirements primarily through proceeds raised from prior equity financings. As at June 30, 2020, working capital was approximately \$54,113, primarily attributable to the Company's cash balance of \$43,912.

The Company anticipates that it has sufficient liquidity and capital resources to finance working capital for at least the next twelve months. Furthermore, the Company anticipates that it will be able to generate positive operating net cash flow from dividends, interest, rent, and royalties in the future and that it will be able to strengthen its statement of financial position and liquidity position with future equity financings (if required), which will position it to be able to make follow-on investments in current Investees and capitalize on new investment opportunities. However, the Company may face certain liquidity risks if it is unable to generate sufficient cash to fund its ongoing requirements and obligations, including any that may arise pursuant to the Company's guarantee in respect of obligations under the PharmHouse Credit Agreement, and is unable to raise funds through debt or equity to account for its commitments. Ongoing capital markets, global economic conditions and general cannabis industry conditions, including as a result of the COVID-19 pandemic, may impact the ability of the Company to obtain equity, debt, or other suitable financing on favourable terms or at all. It may also impact the ability of the Investees to meet their commitments to the Company, including royalty payments, interest payments, lease payments, and other debt obligations, which may negatively impact the Company's cash flow, and the value and liquidity of the Company's investments. Furthermore, given the constraints on transaction

activity, impact on valuations, and general business challenges caused by the COVID-19 pandemic, the Company may not be able to realize successful monetization events involving its economic interests in the Investees. While the Company anticipates that it will be able to achieve future cash profitability, there can be no assurance that the Company will be able to generate sufficient positive cash flow to achieve its business plans.

The Company's principal capital needs are for funds to finance commitments to, and to make follow-on investments in, existing Investees, to make new domestic and international investments, and to satisfy working capital, as well as for general corporate purposes. As at June 30, 2020, the Company's contractual commitments were as follows:

Investee	Committed Funds	Timing
Greenhouse Juice	\$3,000 <sup>(1)</sup>	Expected in fiscal year ("FY") 2021

(1) The Company has committed to purchase up to \$3,000 of preferred shares of Greenhouse Juice at a price of \$2.16 per share in the event that Greenhouse Juice attains \$12,000 of revenue in any preceding twelve-month period.

In addition to the aforementioned contractual obligations, the Company anticipates that certain Investees will require additional capital in order to achieve their business objectives and/or to sustain their operations. Subsequent to June 30, 2020, based on the determination of the Special Committee, the Company contributed, and expects that it will continue to be required to contribute, additional capital to finance PharmHouse's ongoing operations (see "Subsequent Events" herein). Accordingly, the Company may invest in additional financing rounds pursuant to pre-emptive rights granted to the Company by certain Investees, in connection with additional cash calls pursuant to certain joint venture agreements, or otherwise. The amount of such investments will depend upon a host of factors, including, but not limited to, the following: the Company's assessment of the Investee's needs and uses for such capital; the Company's current liquidity and existing cash requirements at the time; and the Company's portfolio of investments and investment opportunities.

On October 23, 2019, the Company entered into a strategic alliance agreement with Kindred Partners Inc. ("Kindred"), a specialty cannabis brokerage and services company. The strategic alliance agreement, which was subsequently amended (as described below), provides current and future Investees with access to Kindred's expertise and distribution channels to enhance their revenue-generating capabilities. In connection with the arrangement, the Company provided Kindred with a \$1,000 refundable deposit (the "Brokerage Payments Deposit"), which will be used to compensate Kindred for any shortfall amounts below the agreed upon minimum aggregate brokerages fees to be paid to Kindred by certain Investees (the "Brokerage Fees") as set forth in the agreement, and the actual aggregate Brokerage Fees. On May 5, 2020, the Company and Kindred amended the terms of the strategic alliance agreement. As a result of the agreed upon amendments, the agreement has been shortened from a two-year period to a one-year period. If the minimum aggregate Brokerage Fees are met at the end of the year following the date of the agreement, the entire Brokerage Payments Deposit will be refunded to the Company. Upon initial recognition, the Company has recorded the Brokerage Payments Deposit as an asset. At the end of each reporting period, the Company will assess whether the deposit is expected to be returned and will, based upon the estimated shortfall amounts over the contract term, recognize a brokerage fee expense on a systematic basis over the contract term. For the three months ended June 30, 2020, the Company recognized an expense of \$1,123 relating to historical shortfalls relating to the Brokerage Fees. Accordingly, as at June 30, 2020, the entire Brokerage Payments Deposit was utilized, and an addition payable to Kindred of \$290 was recognized. The Company has a possible obligation to fund any shortfall amounts, being the difference between the minimum aggregate Brokerage Fees (\$3,000 for the twelve months ending December 31, 2020) and the actual aggregate Brokerage Fees. The Company notes that a contingent liability exists at each reporting period with respect to the minimum aggregate Brokerage Fees. The contingent liability of the Company is the additional economic outflow that may result from the inability of the Investees to meet the minimum aggregate Brokerage Fees, measured at the end of each calendar quarter, beginning on January 1, 2020. Accordingly, as at June 30, 2020, the Company had a contingent liability of \$1,695 (March 31, 2020 - \$2,784).

As at June 30, 2020, the Company had the following contractual obligations:

Contractual Obligations	Total	Payments Due by Period			
		< 1 Year	1 to 3 Years	4 to 5 Years	>5 Years
Accounts payable and accrued liabilities	\$ 1,003	\$ 1,003	\$ -	\$ -	\$ -
Lease liability	1,155	346	809	-	-
Other contractual commitments <sup>(1)</sup>	3,000	3,000	-	-	-
<b>Total contractual obligations</b>	<b>\$ 5,158</b>	<b>\$ 4,349</b>	<b>\$ 809</b>	<b>\$ -</b>	<b>\$ -</b>

(1) The Company has committed to purchase up to \$3,000 of preferred shares of Greenhouse Juice, as discussed above.

The Company is subject to risks and uncertainties that could significantly impair its ability to raise funds through debt or equity, or to generate profits sufficient to meet future obligations, or operational or development needs. See "Risks and Uncertainties" herein and "Risk Factors" in the AIF for additional information on the risks and uncertainties that could have a negative effect on the Company's liquidity.

### ***Discussion of Market Risk and Credit Risk***

The Company's activities expose it to a variety of financial risks, including market risk (i.e. foreign currency risk, interest rate risk, and other market risk) and credit risk.

#### **Market risk**

Market risk is defined for these purposes as the risk that the fair value or future cash flows of a financial instrument held by the Company will fluctuate because of changes in market prices. The Company faces market risk from the impact of changes in foreign currency exchange rates and changes in market prices due to other factors including changes in equity prices. Financial instruments held by the Company that are subject to market risk primarily relate to investments in financial assets. The categories of financial instruments that can give rise to significant variability are described below:

##### *Foreign currency risk*

Foreign currency risk is defined for these purposes as the risk that the fair value of a financial instrument held by the Company will fluctuate because of changes in foreign currency rates. The Company has exposure to the U.S. dollar and Euro through its investments in foreign operations. Consequently, fluctuations in the Canadian dollar exchange rate against these currencies increase the volatility of net income (or loss) and other comprehensive income (or loss). The Company has not entered into any hedging agreements or purchased any financial instruments to hedge its foreign currency risk.

##### *Interest rate risk*

Interest rate risk is defined for these purposes as the risk that the fair value or future cash flows of a financial instrument held by the Company will fluctuate because of changes in interest rates. The Company's exposure to interest rate risk only relates to funding arrangements whereby the Company commits to invest funds in the form of convertible or repayable debentures with variable interest rates, if any. The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. The Company currently has no long-term borrowings and is not party to any arrangement involving variable interest rates. The Company may also be subject to interest rate risk in its role as guarantor on the PharmHouse Credit Facility.

The Company may invest surplus cash in highly liquid investments with short terms to maturity that would accumulate interest at prevailing rates for such investments.

##### *Other market risk*

The Company holds other financial assets and liabilities in the form of investments in shares, warrants, and other convertible securities that are measured at fair value and recorded through either net income (or loss) or other comprehensive income (or loss). The Company is exposed to price risk on these financial assets, which is the risk of variability in fair value due to movements in equity or market prices. Information regarding the fair value of financial instruments that are measured at fair value on a recurring basis, and the relationship between the unobservable inputs used in the valuation of these financial assets and their fair value, are presented in Note 13 of the Interim Consolidated Financial Statements.

#### **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk arises principally from the principal amount owing to the Company under the terms of the shareholder loan to PharmHouse and the corresponding interest receivable. Please refer to "Subsequent Events" for additional details regarding the Company's investment in PharmHouse. Credit risk also arises from the Company's other interest and royalty receivables as well as the principal amounts owing to the Company under the terms of any other loan, debenture, or promissory note.

The Company provides credit to counterparties and has established credit evaluation and monitoring processes to mitigate credit risk. As at June 30, 2020, a certain portion of the Company's royalty receivable relating to its royalty

interest in Agripharm was past due for over 90 days and the interest receivable on the shareholder loan to PharmHouse was continuing to accrue as the sales-related milestones that would trigger payment were not yet met; the Company did not have any other interest or royalty receivable, other receivable, finance lease receivable, or loan receivable that was past due for over 90 days. Under *IFRS 9, Financial Instruments* ("IFRS 9"), the Company is required to apply an expected credit loss ("ECL") model to all financial assets not held at FVTPL, where credit losses that are expected to transpire in future years are provided for, irrespective of whether a loss event has occurred as at the statement of financial position date. The Company recognizes a loss allowance for ECLs on its interest receivables, royalty receivables, other receivables, finance lease receivables, and loan receivables. Where the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to the 12-month ECLs. The ECLs on these financial assets are measured as the probability-weighted present value of all expected cash shortfalls over the remaining expected life of the financial instrument, giving consideration to collateral and reasonable and supportable information about past events, current economic conditions, and forecasts of future events. The measurement of ECLs is primarily based on the product of the financial instrument's probability of default ("PD"), loss given default ("LGD"), and exposure at default ("EAD"). A 12-month PD and lifetime PD are the probabilities of a default occurring over the next 12 months or over the life of a financial instrument, respectively, based on conditions existing at the statement of financial position date and on future economic conditions that have, or will have, an impact on credit risk. LGD reflects the losses expected should default occur and considers such factors as the mitigating effects of collateral and security, the realizable value thereof, and the time value of money. EAD is the expected balance owing at default and considers such factors as repayments of principal and interest beyond the statement of financial position date or additional amounts to be drawn. The Company recognizes lifetime ECLs when there has been a significant increase in credit risk since initial recognition. Lifetime ECLs represent the ECLs that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECLs represent the portions of lifetime ECLs that are expected to result from default events that are possible within 12 months after the reporting date. For lease receivables, the Company has applied the simplified approach under IFRS 9 and has calculated ECLs based on lifetime ECLs taking into consideration historical credit loss experience and financial factors specific to the debtors and general economic conditions.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

As at June 30, 2020, the Company had no off-balance sheet arrangements.

#### **TRANSACTIONS WITH RELATED PARTIES**

**Key management personnel:** The Company's key management personnel have authority and responsibility for overseeing, planning, directing, and controlling the activities of the Company, directly or indirectly. The key management personnel of the Company are the members of the Company's executive management team and Board, who, together, controlled approximately 3.4% of the issued and outstanding Subordinated Voting Shares on a fully diluted basis (assuming conversion of the Multiple Voting Shares into Subordinated Voting Shares) as of June 30, 2020. Compensation provided to key management personnel includes share-based compensation, salaries and bonuses (if any), and director fees. Share-based compensation for the three months ended June 30, 2020 and 2019, was \$624 and \$772, respectively. Salaries for the three months ended June 30, 2020 and 2019, were \$298 and \$435, respectively. Director fees for the three months ended June 30, 2020 and 2019, were \$41 and \$25, respectively.

**Transactions with CGC:** As at June 30, 2020, the Company had a \$110 liability to CGC included in accounts payable and accrued liabilities arising from the share purchase loans provided by CGC relating to the seed capital options discussed above, compared to a \$173 liability as at June 30, 2019. In the event the loans are repaid by the employees/consultants, the related shares will be considered issued, and the liability will be settled. The Company has other intercompany amounts with CGC, which are immaterial on a net basis.

**Transactions with other related parties:** Transactions and balances with the Company's associates and joint venture, and associated entities of CGC are described and discussed in the Interim Consolidated Financial Statements. The PharmHouse demand promissory note described in Note 6 in the Interim Consolidated Financial Statements was entered into at a below-market rate of interest with the Company and the PharmHouse JV Partner (being the sole shareholders of PharmHouse). Since the promissory note has a demand feature, the fair value at initial recognition was equal to the principal amount advanced by the Company. Therefore, the Company did not recognize a gain or loss. All other transactions are in the normal course of operations and were entered into at market terms.

## **CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of the Interim Consolidated Financial Statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Actual results may differ from these estimates.

### **No significant influence over Vert Mirabel**

Vert Mirabel is not an associate of the Company, although the Company owns a 26% interest in Vert Mirabel. The Company does not have significant influence over Vert Mirabel as no significant contractual rights, including the right to appoint directors to the board of directors of that company, are held by the Company.

### **Share-based compensation**

In calculating the share-based compensation expense, key estimates such as the rate of forfeiture of options granted, the expected life of the options, the risk-free interest rate, and the expected annualized volatility of the Company's share price are used.

Please refer to Note 10 in the Interim Consolidated Financial Statements for more information on the Company's measurement of share-based payments.

### **Fair value measurement and valuation process**

In estimating the fair value of a financial asset or a liability, the Company uses market-observable data to the extent it is available. Where such Level 1 inputs are not available, the Company uses valuation models to determine the fair value of its financial instruments.

In certain limited circumstances, the Company may consider cost to be an appropriate estimate of the fair value of an investment in equity instruments, such as when more recent information is insufficient to measure fair value or there is a wide range of possible fair value measurements and cost represents the best estimate within that range. The Company uses all information about the performance and operations of the Investee that becomes available after initial recognition of the financial asset to consider whether there are indicators that cost might not be representative of fair value, including significant changes in performance compared to plans or comparable entities, changes in the market or economy, or evidence from external transactions in the Investee's equity.

When estimating the fair value of warrants held in private entities using a Black-Scholes option pricing model, the Company estimates the expected annualized volatility based on observed historical volatility for comparable public companies.

Please refer to Note 13 in the Interim Consolidated Financial Statements for more information on the fair value measurement and valuation process.

### **Impairment**

Investments in associates and joint ventures are tested for impairment when there are indicators of impairment at each statement of financial position date or whenever events or changes in circumstances indicate that the carrying amount of an asset exceeds its recoverable amount. Judgment is used to determine whether a triggering event has occurred requiring an impairment test to be completed.

The impairment assessment in respect of an investment in a joint venture or associate (equity-accounted investees) comprises two successive steps:

1. Apply the equity method to recognize the Company's share of any impairment losses for the investee's identifiable assets; and
2. When there is an indication of a possible impairment, test the investment as a whole and recognize any additional impairment loss.

In determining the recoverable amount of an investment in an associate or joint venture, various estimates are employed. The Company determines recoverable amounts using such estimates as multiples for comparable operating companies for which public information is available, adjusted book values of the Investee's assets and liabilities, and

projected future cash flows, including pricing and production estimates, and capital investment. When projected future cash flows are considered, the Company estimates discount rates based upon external industry information reflecting market-based rates of return and the risk associated with achieving the cash flow projections.

## **CHANGES IN ACCOUNTING POLICIES**

The significant accounting policies used in preparing the Interim Consolidated Financial Statements are unchanged from those disclosed in the Audited Consolidated Financial Statements and have been applied consistently to all periods presented in the Interim Consolidated Financial Statements.

Certain new standards, amendments, and interpretations have been issued but are not yet effective for the Company's consolidated financial statements for the periods presented. The Company has not early adopted any standards, amendments, or interpretations, which are issued but not yet effective. These standards, amendments, and interpretations are not expected to have a material impact on the Company's consolidated financial statements.

## **DISCLOSURE CONTROLS AND PROCEDURES**

In accordance with National Instrument 52-109 *Certificate of Disclosure in Issuers' Annual and Interim Filings*, management is responsible for establishing and maintaining adequate disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). The Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), together with other members of management, evaluated the design of the Company's DC&P as at June 30, 2020. Based on that evaluation, the CEO and the CFO concluded that the design of these DC&P were effective as at June 30, 2020, to provide reasonable assurance that the information required to be disclosed in the Company's interim filings, or other reports filed or submitted by it under securities legislation is recorded, processed, summarized, and reported in accordance with securities legislation.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's ICFR is designed to provide reasonable assurance that all relevant information is communicated to management to allow timely decisions regarding required disclosure. The CEO and CFO, together with other members of management, evaluated the design of the Company's ICFR as at June 30, 2020. Based on that evaluation, the CEO and CFO concluded that the design of ICFR was effective as at June 30, 2020, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Interim Consolidated Financial Statements for external purposes in accordance with IFRS. In designing and implementing such controls, it should be recognized that any system of the ICFR, no matter how well designed and operated, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to consolidated financial statement preparation and may not prevent or detect all misstatements due to error or fraud.

### **Control Framework**

Management has used the *Internal Control – Integrated Framework* (COSO 2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission to assess the effectiveness of the Company's ICFR.

### **Changes in Internal Control**

There have been no changes in the Company's ICFR reporting during the three months ended June 30, 2020, which have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

## OUTSTANDING SHARE DATA

The Company's authorized share capital consists of an unlimited number of Multiple Voting Shares and an unlimited number of Subordinated Voting Shares. As at June 30, 2020, and August 13, 2020, the Company had the following securities issued and outstanding:

	As at June 30, 2020	As at August 13, 2020
Multiple Voting Shares	36,468,318	36,468,318
Subordinated Voting Shares	153,466,922	154,569,390
Stock Options	14,884,339	13,284,338
Warrants	14,400,000	14,400,000
Restricted Share Units ("RSUs")	356,308	356,308
Performance Share Units ("PSUs")	Nil	1,210,000

Stock options outstanding as at June 30, 2020, relate to Subordinated Voting Shares and are comprised of the following:

- 2,166,669 seed capital options issued to employees of CGC, which have been paid for by CGC on behalf of the employees;
- 7,088,670 options issued to consultants of the Company and employees of CGC, with exercise prices ranging between \$0.60 and \$3.50; and
- 5,629,000 options issued to employees and directors of the Company, with exercise prices ranging between \$1.10 and \$4.83.

Warrants outstanding as at June 30, 2020, relate to Subordinated Voting Shares and are comprised of 14,400,000 warrants issued to a counterparty to one of the Company's investments, with an exercise price of \$2.00.

RSUs outstanding as at June 30, 2020, relate to Subordinated Voting Shares redeemable pursuant to the Company's share unit plan for non-employee directors as described in Note 10(e) in the Interim Consolidated Financial Statements, which were granted to certain non-employee directors of the Company on March 31, 2020, subject to shareholder and final TSX approval.

Please refer to "Subsequent Events" herein for additional information relating to the Company's outstanding PSUs as of the date of this MD&A.

## SUBSEQUENT EVENTS

### Developments since June 30, 2020

Subsequent to June 30, 2020, for a variety of reasons, the previously anticipated timeline for PharmHouse to generate cash flows from its offtake agreements with CGC and TerrAscend was not met, and the ultimate timing and receipt of cash inflows pursuant to these agreements became uncertain. Taking into account these factors, as well as broader sector-wide challenges impacting the Canadian cannabis industry, including a slower-than-expected build-up of the market and a general imbalance of supply and demand, the Company believes that PharmHouse may have insufficient liquidity and capital resources to achieve its business objectives, and as a result, that there exists material uncertainty regarding PharmHouse's ability to meet its financial obligations as they become due.

Recognizing that potential conflicts of interest may arise given the relationship between the Company and PharmHouse's counterparties to these offtake agreements, the Board formed a special committee comprised of independent directors (the "Special Committee") to oversee and provide guidance relating to the Company's investment in PharmHouse, including: (a) PharmHouse's offtake agreements with CGC and TerrAscend; (b) the Company's guarantee of any obligations of PharmHouse (including the existing PharmHouse Credit Facility or any replacement or future facilities); (c) any transaction between PharmHouse and a related party of the Company; and (d) strategic alternatives for the Company regarding its investment in PharmHouse. These strategic alternatives may include, but are not limited to, any of the following:

- Provision of additional capital to PharmHouse in the form of any existing or new class of debt or equity;
- Renegotiation of any of PharmHouse's existing offtake agreements or other material contracts;

- The establishment of new partnerships or the attainment of additional third-party financing for PharmHouse; or
- Reorganizing or selling the Company's interests in PharmHouse.

In furtherance of its mandate, the Special Committee retained a financial advisor to assist it in assessing such strategic alternatives. In addition, based on the determination of the Special Committee, the Company has contributed, and expects that it will continue to be required to contribute, additional capital to finance PharmHouse's ongoing operations while the Special Committee assesses these strategic alternatives. While the Company is working towards a solution for its investment in PharmHouse that will be acceptable to the PharmHouse JV Partner, there is no guarantee that a consensus will be reached amongst the parties.

On August 5, 2020, the Board approved the Company's long term incentive plan ("LTIP"), which provides for the issuance of options, restricted share units, PSUs, stock appreciation rights and restricted stock to officers, employees and other eligible service providers of the Company, and 1,210,000 PSUs were granted to employees of the Company pursuant to the LTIP, in each case subject to shareholder and final TSX approval. The PSUs vest in three equal instalments on each of April 1, 2021, April 1, 2022, and April 1, 2023, generally subject to continued service, and, once vested, are redeemable, at the option of the holder, at any point between the vesting date and the fifth anniversary of the grant date, subject to earlier settlement in the event of termination of service. The number of PSUs that will be eligible to vest on a vesting date may be adjusted upwards based on the Subordinated Voting Share price performance between the grant date and the vesting date.

## **RISKS AND UNCERTAINTIES**

There are several risk factors that could cause the Company's actual results, performance, and achievements to differ materially from those described herein. If any of these risks occur, the Company's business may be harmed, and its financial condition and results of operations may suffer significantly. Such risk factors include, but are not limited to, the following risk factors as well as those listed under the heading "Risk Factors" in the Company's AIF, which has been filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). For a more extensive discussion on risks and uncertainties, please refer to the AIF.

### **Infectious Diseases, Including the COVID-19 Pandemic**

The Company and the Investees may be adversely affected by a significant outbreak or the threat of outbreaks of viruses or other infectious diseases or similar health threats, including the outbreak of COVID-19, which has been declared a pandemic by the World Health Organization and continues to spread in Canada, the U.S., Europe, and globally, including in multiple jurisdictions where the Company and the Investees have operations. The COVID-19 pandemic has caused companies and various international jurisdictions to impose restrictive measures such as quarantines, business closures, and travel restrictions.

The Company has successfully adopted a mandatory work-from-home program which has allowed it to remain fully operational and has announced a series of operational changes designed to optimize its organizational structure, streamline operations and preserve and maximize cash-on-hand. However, the situation is changing rapidly and it is impossible to predict the effect and ultimate impact of the COVID-19 pandemic on the Company and the Investees due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, containment and treatment of COVID-19, and the length of the travel restrictions, business closures, and other restrictions that have been or may be imposed by government authorities.

The impact of the COVID-19 pandemic has, and will likely continue to, adversely affect global economies and financial markets, resulting in an economic downturn that has, and could continue to, cause a loss of sales, operational and supply chain delays and disruptions (including as a result of government regulation and prevention measures), labour shortages and shutdowns, social unrest, declines in the price of goods and services, government, regulatory or private sector actions or inactions, capital markets volatility, a reduction in available financing for the Company or the Investees, or other unknown but potentially significant impacts, all of which could have a material adverse effect on the business, financial condition, operating results, and cash flows of the Company and the Investees.

The COVID-19 pandemic and the related laws may negatively impact certain Investees, including the cost of conducting operations, the amount of sales, and the impact of facility, retail, and workplace closures. Further changes to the operations of certain Investees may be required in the future as the situation continues to evolve.

## **Challenging Global Financial Conditions**

In recent years, global financial conditions have displayed increased volatility, with such volatility having caused significant financial institutions to, among other things, go into bankruptcy or be rescued by governmental authorities. Future events could cause global financial conditions to destabilize suddenly and rapidly, and governmental authorities may have limited resources to respond to such future crises. Further, global capital markets have displayed increased volatility in response to recent global events. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, pandemics or outbreaks of new infectious diseases or viruses, changes to energy prices, or sovereign defaults. Any sudden or rapid destabilization of global economic conditions, including as a result of the COVID-19 pandemic, could negatively impact the ability of the Company or the Investees to obtain equity or debt financing or make other suitable arrangements to finance their projects. It may also impact the ability of the Investees to meet their commitments to the Company and other counterparties, including royalty payments, interest payments, lease payments, and other debt obligations, which may negatively impact the Company's financial condition, operating results, and cash flow. If increased levels of volatility continue or if there is a general decline in global economic conditions, it may impact, among other things, the operations of certain Investees, patterns of consumption and service, the financial markets, the price of the Subordinated Voting Shares, the value of the Company's investments, and the Company's ability to realize successful monetization events involving its economic interests in the Investees, which could have a material adverse effect on the Company and the Investees.

## **Additional Financing Risk**

The continued growth and development of the Company, including through follow-on investments in the Investees to support their business objectives, may require additional financing. The failure by the Company to raise such capital could result in the delay or indefinite postponement of the Company or the Investees' current business plans, the decrease in value of an Investee to the Company, or the Company or the Investee going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other companies. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards. Debt financing often includes restrictive covenants on the operations of the borrower. Any debt financing obtained in the future could involve restrictive covenants more onerous than those contained in the PharmHouse Credit Agreement, as amended, relating to financial and operational matters, which may adversely impact the Company's business model, financial situation, and other financial and operational matters. The Company may require additional financing to fund its operations to the point where it is generating positive net cash flows. Negative net cash flow may restrict the Company's ability to pursue its business objectives.

## **Access to Capital for the Investees**

The continued development and operation of the Investees may require additional financing. The failure by an Investee to raise additional capital could result in the delay or indefinite postponement of its current business plan, the decrease in value of such Investee to the Company, or the Investee going out of business. There can be no assurance that additional capital or other types of financing will be available to the Investees if needed or that, if available, the terms of such financing will be favourable to the Investee. If additional funds are raised by the Investees through issuances of equity or convertible debt securities, the Company could suffer significant dilution.

## **Volatility of the Subordinated Voting Share Price**

The market price of the Subordinated Voting Shares may be subject to wide fluctuations in response to many factors, including variations in the financial results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by market analysts, changes in the Company's business prospects, developments with respect to the Investees, general economic conditions (including volatile economic conditions in response to the COVID-19 pandemic), regulatory changes, industry trends impacting the cannabis sector generally, and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Subordinated Voting Shares. Continued volatility of the market price of the Subordinated Voting Shares may impact the ability of the Company to raise additional capital.

## **Credit and Liquidity Risk**

The Company is exposed to counterparty risks and liquidity risks including, but not limited to: (i) through Investees that experience financial, operational or other difficulties, including insolvency, which could limit or suspend those Investees'

ability to perform their obligations under agreements with the Company, cause the lenders of the Investees to enforce the Company's guarantee of such Investees' debt obligations, if any, or result in the impairment or inability to recover the Company's investment in an Investee; (ii) through financial institutions that may hold the Company's cash and cash equivalents; (iii) through companies that have payables to the Company; (iv) through the Company's insurance providers; and (v) through the Company's lenders, if any. For example, if PharmHouse is unable to meet its obligations pursuant to the PharmHouse Credit Agreement, as amended, and the guarantees of the Company and CRC are enforced, the Company's business, financial condition and operations could be materially and adversely affected. The Company may also be exposed to liquidity risks in meeting its operating expenditure requirements and complying with affirmative covenants it has provided in certain agreements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. If these risks materialize, the Company's operations could be adversely impacted and the price of the Subordinated Voting Shares could be adversely affected.

In the event that an Investee were to experience financial, operational or other difficulties, then that Investee may (i) be unable to deliver some or all of the payments due to the Company; (ii) otherwise default on its obligations to the Company; (iii) cease operations at one or more facilities; or (iv) become insolvent. These and any other adverse financial or operational impacts on an Investee may also have a material adverse effect on the Company's business, financial condition and results of operations. In addition, there is no assurance that the Company will be successful in enforcing its rights under any security or guarantees provided to the Company.

### **Security over Underlying Assets**

There is no guarantee that the Company will be able to effectively enforce any guarantees, indemnities, or other security interests it may have, including security interests in the Investees. Should a bankruptcy or other similar event occur that precludes an Investee from performing its obligations under an agreement with the Company, the Company would have to enforce its security interest if it has one. However, the Company may be limited in its ability to enforce its security interests under applicable law. In the event that the Investee has insufficient assets to pay its liabilities, it is possible that other liabilities will be satisfied prior to the liabilities owed to the Company. In addition, bankruptcy or other similar proceedings are often a complex and lengthy process, the outcome of which may be uncertain and could result in a material adverse effect on the Company.

In addition, because the Investees may be owned and operated by foreign affiliates, the Company's security interests may be subject to enforcement and insolvency laws of foreign jurisdictions that differ significantly from those in Canada, and the Company's security interests may not be enforceable as anticipated. Further, there can be no assurance that any judgments obtained in Canadian courts will be enforceable in any of those jurisdictions. If the Company is unable to enforce its security interests, there may be a material adverse effect on the Company. Moreover, the Company may not be able to negotiate a security interest, or the perfection or registration of such security may be cost prohibitive.

### **Risks Associated with Material Contracts**

The business of the Company may be significantly impacted if its material contracts, including those listed under "Material Contracts" in the AIF, are subject to change or termination. In addition, certain Investees may be significantly impacted if certain material contracts are not obtained or if existing material contracts, including offtake agreements or other agreements with suppliers, customers, retailers, and/or lenders, are subject to change or termination. In addition, in the event that a counterparty breaches the terms of a material contract, the Company and/or the Investees may be unable to enforce such agreement, and if the Company and/or the Investees do take steps to enforce the agreement, it may be time-consuming and costly. The failure to obtain, maintain or enforce certain material contracts could have a material adverse effect on the business, operating results and financial condition of the Company and the Investees, and such risks may be increased as a result of ongoing capital markets, global economic conditions and general cannabis industry conditions, including as a result of the COVID-19 pandemic.

In the event that any of the existing offtake agreements between PharmHouse and its counterparties are restructured in a material respect, such restructured agreements could have a material adverse impact on PharmHouse's ability to generate sufficient cash flows to service its obligations pursuant to the PharmHouse Credit Facility, as well as the shareholder loan and demand promissory note. As a result, the Company may be required to recognize an impairment charge on certain or all of the financial assets relating to PharmHouse, and a financial liability relating to all or a portion of its guarantee on the PharmHouse Credit Facility.

Certain contracts of Investees may involve cannabis or cannabis-related businesses and other activities that are not legal under U.S. federal law. In some jurisdictions, such Investees may face difficulties in enforcing their contracts in U.S. federal and certain state courts.

## **Impairment of Investment in PharmHouse**

As at June 30, 2020, the Company had invested in multiple financial instruments relating to PharmHouse with a total carrying value of \$82,754, and the Company and CRC had provided a guarantee in respect of the PharmHouse Credit Facility, of which \$90,000 had been drawn as of the date of this MD&A. While the Company has not recognized an impairment charge on its investments in PharmHouse to date, there can be no assurance that an impairment on certain or all of the instruments will not be recognized in the future, especially if PharmHouse fails to achieve its expected returns or is unable to continue as a going concern. Subsequent to June 30, 2020, for a variety of reasons, the previously anticipated timeline for generating cash flows from PharmHouse's offtake agreements with CGC and TerrAscend was not met, and the ultimate timing and receipt of cash inflows pursuant to these agreements became uncertain. Taking into account these factors, as well as broader sector-wide challenges impacting the Canadian cannabis industry, including a slower-than-expected build-up of the market and a general imbalance of supply and demand, the Company believes that PharmHouse may have insufficient liquidity and capital resources to achieve its business objectives and, as a result, that there exists material uncertainty regarding PharmHouse's ability to meet its financial obligations as they become due. Determining whether an impairment exists and the amount of the potential impairment involves quantitative data and qualitative criteria that are based on estimates and assumptions requiring significant judgment from management, such as those relating to future cash flows, future business prospects and future market conditions. An investment in a joint venture may, under certain circumstances, involve risks not present when a third party is not involved, including that the joint venture partner may fail to fund their share of required capital contributions or have conflicting business interests or goals resulting in an impasse in decision making, which can negatively impact the future business prospects of the joint venture investment. As referenced under "Subsequent Events" herein, while the Company is working towards a solution for its investment in PharmHouse that will be acceptable to the PharmHouse JV Partner, there is no guarantee that a consensus will be reached amongst the parties. Future events or new information, including regarding the general economic environment or the cannabis industry in particular, financial performance and trends, and strategies and business plans, may change management's valuation of its financial instruments relating to PharmHouse in a short amount of time. An impairment of the Company's financial instruments relating to PharmHouse could have a material and adverse effect on the Company's financial condition or results of operations.

## **Internal Controls**

The Company is responsible for establishing and maintaining adequate internal control over financial reporting, which is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. However, the Company's system of internal control over financial reporting is not guaranteed to provide absolute assurance regarding the reliability of financial reporting and financial statements and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. A failure to prevent or detect errors or misstatements may have a material adverse effect on the business, financial condition, and results of operations of the Company, or the market price of the Subordinated Voting Shares.

In addition, if the Company does not maintain adequate financial and management personnel, processes and controls, it may not be able to accurately report financial performance on a timely basis, which could cause a decline in the price of the Subordinated Voting Shares, harm the Company's ability to raise capital and jeopardize the Company's listing on the TSX. Delisting of the Subordinated Voting Shares would reduce the market liquidity of the Subordinated Voting Shares, which would increase the volatility of the price of the Subordinated Voting Shares.

Furthermore, the Company is dependent upon the quality of financial information provided to it by certain Investees, which in turn is dependent upon adequate internal controls over financial reporting within the Investees' respective finance functions. While the Company works closely with the Investees with respect to receiving, analyzing and querying the financial information received, there can be no assurance that the financial information provided by Investees is accurate and free of material misstatement or fraud. Should the financial information provided by Investees be materially incorrect, the Company may be required to re-file its financial statements, which could also cause investors to lose confidence in the Company's reported financial information, which in turn could also result in a reduction in the trading price of the Subordinated Voting Shares.

The Company does not expect that the disclosure controls and procedures and internal control over financial reporting will prevent all errors or fraud. A control system, no matter how well-designed and implemented, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute

assurance that all control issues within an organization are detected. The inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple errors or mistakes. Controls can also be circumvented by individual acts of certain persons, by collusion of two or more people, or by management override of the controls. Due to the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected in a timely manner or at all. If the Company cannot provide reliable financial reports or prevent fraud, its reputation and operating results could be materially adversely affected, which could also cause investors to lose confidence in the Company's reported financial information and result in a reduction in the trading price of the Subordinated Voting Shares.

### **Limited Operating History**

The Company has a limited history of operations and is in an early stage of development as it creates an infrastructure aimed at capitalizing on opportunities for value creation in the cannabis industry. Accordingly, the Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources, and lack of income. This limited operating history may also make it difficult for investors to evaluate the Company's prospects for success. There is no assurance that the Company will be successful and its likelihood of success must be considered in light of its early stage of operations.

The Company may not be able to achieve or maintain profitability and may incur losses in the future. In addition, the Company is expected to increase its capital investments as it implements initiatives to grow its business. If the Company's operating income and access to capital are not able to support its operating and investing activities, the Company may not generate positive net cash flow. There is no assurance that future income will be sufficient to generate the funds required to continue operations without external funding.

### **Difficulty to Forecast**

The Company relies largely on its own market research and information provided by the Investees to forecast industry trends, statistics and market sizes, as well as the success of the business, products, plans, and strategies of the Investees as detailed forecasts are, with certain exceptions, not generally available from other sources at this early stage of the cannabis industry. If the Company's forecasts are not accurate as a result of competition, technological change, change in the regulatory or legal landscape, change in consumer behavior, or other factors, including the impact of the COVID-19 pandemic, the business, financial condition and results of operations of the Company may be adversely effected.

### **Cannabis Prices**

The price of the Subordinated Voting Shares and the Company's financial results may be significantly and adversely affected by a decline in the price of cannabis. There is currently not an established market price for cannabis and the price of cannabis is affected by numerous factors beyond the Company's control. Any price decline may have a material adverse effect on the business, financial condition, and results of operations of the Investees and the Company.

Certain Investees are party to agreements that reference the price of cannabis and the profitability of the Company's interests under agreements with certain Investees is directly related to the price of cannabis. The Company's operating income may be sensitive to changes in the price of cannabis and the overall condition of the cannabis industry, as its operating income will be derived in part from royalty payments. In addition, the value of the Company's investments in the Investees may be affected as a result of changes in the prevailing market price of cannabis, which may have a material adverse effect on the ability of the Investees to generate positive cash flow or earnings.

Other Investees are party to agreements involving the sale of cannabis to counterparties at fixed or variable prices. In the event that the market price of cannabis declines significantly, it may no longer be economically feasible for the counterparties to perform their contractual obligations. As such, the counterparties may seek to renegotiate these agreements, and the value of such agreements for the Investees could be materially impacted.

### **Equity Price Risk**

The Company may be exposed to equity price risk as a result of holding long-term investments in cannabis companies. Just as investing in the Company carries inherent risks, such as those set out herein and in the AIF, the Company faces similar inherent risks by investing in other cannabis companies, and accordingly may be exposed to the risks associated with owning equity securities in the Investees.

### **Unknown Defects and Impairments**

A defect in any business arrangement may arise to defeat or impair the claim of the Company to such transaction, which may have a material adverse effect on the Company. It is possible that material changes could occur that may adversely affect management's estimate of the recoverable amount for any agreement the Company enters into. Impairment estimates, based on applicable key assumptions and sensitivity analysis, will be based on management's best knowledge of the amounts, events, actions, or prospects at such time, and the actual future outcomes may differ from any estimates that are provided by the Company. Any impairment charges on the Company's carrying value of business arrangements could have a material adverse effect on the Company.

### **Hedging Risk**

The Company may hedge or enter into forward sales of its forecasted right to purchase cannabis. Hedging involves certain inherent risks including: (i) credit risk: the risk that the creditworthiness of a counterparty may adversely affect its ability to perform its payment and other obligations under its agreement with the Company or adversely affect the financial and other terms the counterparty is able to offer the Company; (ii) market liquidity risk: the risk that the Company has entered into a hedging position that cannot be closed out quickly, by either liquidating such hedging instrument or by establishing an offsetting position; and (iii) unrealized fair value adjustment risk: the risk that, in respect of certain hedging products, an adverse change in market prices for cannabis will result in the Company incurring losses in respect of such hedging products as a result of the hedging products being out-of-the-money on their settlement dates.

There can be no assurance that a hedging program designed to reduce the risks associated with price fluctuations will be successful. Although hedging may protect the Company from adverse changes in price fluctuations, it may also prevent the Company from fully benefitting from positive changes in price fluctuations.

### **PFIC Classification**

The Company believes that it meets the requirements to be considered a passive foreign investment company ("PFIC") within the meaning of the U.S. Internal Revenue Code for the year ended March 31, 2020. Accordingly, certain potentially adverse U.S. federal income tax rules may cause U.S. federal income tax consequences for the Company's U.S. investors resulting from the acquisition, ownership, and disposition of Subordinated Voting Shares.

The determination as to whether a corporation is, or will be, a PFIC for a particular tax year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations and uncertainty. Whether any corporation will be a PFIC for any tax year depends on its assets and income over the course of such tax year, and, as a result, the Company's PFIC status for its current tax year and any future tax year cannot be predicted with certainty. The PFIC rules are complex and may be unfamiliar to U.S. investors. Accordingly, investors subject to U.S. federal taxation are urged to consult their own tax advisors concerning the application of the PFIC rules to their investment in the securities.