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## MANAGEMENT DISCUSSIONS AND ANALYSIS

### FOR THE YEARS ENDED JULY 31, 2019 AND 2018

(in Canadian Dollars, except where noted)

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The following Management's Discussion and Analysis ("MD&A") for 1933 Industries Inc, together with its wholly owned subsidiaries ("1933" or "the Company") is prepared as of November 27, 2019, and relates to the financial condition and results of operations for years ended July 31, 2019 and 2018. Past performance may not be indicative of future performance. This MD&A should be read in conjunction with the audited consolidated financial statements ("consolidated financial statements") and related notes for years ended July 31, 2019 and 2018, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS" or "GAAP").

The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended July 31, 2019 and 2018, are also referred to as "fiscal 2019" and "fiscal 2018", respectively. All amounts are presented in Canadian dollars, the Company's presentation currency, unless otherwise stated. References to "USD" are to United States dollars.

Statements are subject to the risks and uncertainties identified in the "Risks and Uncertainties", and "Cautionary Note Regarding Forward-Looking Statements" sections of this document. The Company has included the non-GAAP performance measures of EBITDA and Adjusted EBITDA per share within this document. For further information and detailed calculations of these measures, see the "Non-GAAP Measures" section of this document.

We are publicly traded on the Canadian Securities Exchange ("Exchange") under the symbol TGIF and quoted on the OTCQX under the symbol "TGIF". Continuous disclosure materials are available on our website at [www.1933industries.com](http://www.1933industries.com), and on SEDAR at [www.sedar.com](http://www.sedar.com).

### CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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This document contains certain "forward-looking statements" which may include, but are not limited to, statements with respect to the future financial or operating performance of the Company. Often, but not always, forward looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variation (including negative variations) of such words and phrases, or statements that certain actions, events, or results "may", "could", "would", "might", or "will" be taken, occur or to achieve. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the Company's business model; U.S. regulatory landscape and enforcement related to cannabis, including political risks; risks related to capital raising due to heightened regulatory scrutiny; risks related to quantifying the Company's target market; risks related to access to banks and credit card payment processors; risks related to lack of U.S. federal trademark and patent protection; risks related to the enforceability of contracts; risks related to potential violation of laws by banks and other financial institutions; risks related to service providers withdrawing or suspending services under threat of prosecution; risks related to tax liabilities; and heightened scrutiny by Canadian regulatory authorities.

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Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking 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 statements.

### **DESCRIPTION AND OUTLOOK OF THE UNITED STATES LEGAL CANNABIS INDUSTRY**

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In accordance with the Canadian Securities Administrators Staff Notice 51-352 (Revised) dated February 8, 2018 – Issuers with U.S. Marijuana-Related Activities (“Staff Notice 51-352”), below is a discussion of the federal and state-level United States regulatory regimes in those jurisdictions where the Corporation is currently directly involved, through its subsidiaries, in the cannabis industry. In accordance with Staff Notice 51-352, the Corporation will evaluate, monitor and reassess this disclosure, and any related risks, on an ongoing basis and the same will be supplemented and amended to investors in public filings, including in the event of government policy changes or the introduction of new or amended guidance, laws or regulations regarding marijuana regulation.

#### **Regulation of Cannabis in the United States Federally**

The United States federal government regulates drugs through the Controlled Substances Act (the “CSA”), which places controlled substances, including cannabis, in one of five different schedules. Cannabis is classified as a Schedule I drug. As a Schedule I drug, the federal Drug Enforcement Agency (“DEA”) considers marijuana to have a high potential for abuse; no currently accepted medical use in treatment in the United States; and a lack of accepted safety for use of the drug under medical supervision.<sup>1</sup> The scheduling of marijuana as a Schedule I drug is inconsistent with what the Corporation believes to be many valuable medical uses for marijuana accepted by physicians, researchers, patients, and others. As evidence of this, the federal Food and Drug Administration (“FDA”) on June 25, 2018 approved Epidiolex (cannabidiol) (“CBD”) oral solution with an active ingredient derived from the cannabis plant for the treatment of seizures associated with two rare and severe forms of epilepsy, Lennox-Gastaut syndrome and Dravet syndrome, in patients two years of age and older. This is the first FDA-approved drug that contains a purified drug substance derived from the cannabis plant. In this case, the substance is CBD, a chemical component of marijuana that does not contain the intoxication properties of tetrahydrocannabinol (“THC”), the primary psychoactive component of marijuana. The Corporation believes the CSA categorization as a Schedule I drug is not reflective of the medicinal properties of marijuana or the public perception thereof, and numerous studies show cannabis is not able to be abused in the same way as other Schedule I drugs, has medicinal properties, and can be safely administered.

The federal position is also not necessarily consistent with democratic approval of marijuana at the state government level in the United States. Unlike in Canada, which has federal legislation uniformly governing the cultivation, distribution, sale and possession of marijuana under the Cannabis Act (Canada), marijuana is largely regulated at the state level in the United States. State laws regulating cannabis are in conflict with the CSA, which makes cannabis use and possession federally illegal. Although certain states and territories of the United States authorize medical or adult-use cannabis production and distribution by licensed or registered entities, under United States federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal, and any such acts are criminal acts. Although the Corporation’s activities are compliant with applicable Florida and California state and local laws, strict compliance with state and local laws with respect to cannabis may neither absolve the Corporation of liability under United States federal law nor provide a defense to federal criminal charges that may be brought against the Corporation. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and, in case of conflict between federal and State law, the federal law shall apply.

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Nonetheless, 33 states and the District of Columbia in the United States have legalized some form cannabis for medical use, while 10 states and the District of Columbia have legalized the adult use of cannabis for recreational purposes. As more and more states legalized medical and/or adult-use marijuana, the federal government attempted to provide clarity on the incongruity between federal prohibition under the CSA and these state-legal regulatory frameworks. Until 2018, the federal government provided guidance to federal law enforcement agencies and banking institutions through a series of United States Department of Justice (“DOJ”) memoranda. The most recent such memorandum was drafted by former Deputy Attorney General James Cole on August 29, 2013 (the “Cole Memorandum”).

The Cole Memorandum offered guidance to federal enforcement agencies as to how to prioritize civil enforcement, criminal investigations and prosecutions regarding marijuana in all states. The memo put forth eight prosecution priorities:

- Preventing the distribution of marijuana to minors;
- Preventing revenue from the sale of marijuana from going to criminal enterprises, gangs and cartels;
- Preventing the diversion of marijuana from states where it is legal under state law in some form to other states;
- Preventing the state-authorized marijuana activity from being used as a cover or pretext for the trafficking of other illegal drugs or other illegal activity;
- Preventing the violence and the use of firearms in the cultivation and distribution of marijuana;
- Preventing drugged driving and the exacerbation of other adverse public health consequences associated with marijuana use;
- Preventing the growing of marijuana on public lands and the attendant public safety and environmental dangers posed by marijuana production on public lands; and
- Preventing marijuana possession or use on federal property.

The Cole Memorandum was seen by many state-legal cannabis companies as a safe harbor – albeit an imperfect one – for their licensed operations that were conducted in full compliance with all applicable state and local regulations.

On January 4, 2018, former United States Attorney General Sessions rescinded the Cole Memorandum by issuing a new memorandum to all United States Attorneys (the “Sessions Memo”). Rather than establish national enforcement priorities particular to marijuana-related crimes in jurisdictions where certain marijuana activity was legal under state law, the Sessions Memo instructs that “[i]n deciding which marijuana activities to prosecute... with the [DOJ’s] finite resources, prosecutors should follow the well established principles that govern all federal prosecutions.” Namely, these include the seriousness of the offense, history of criminal activity, deterrent effect of prosecution, the interests of victims, and other principles.

In the absence of a uniform federal policy, as had been established by the Cole Memorandum, numerous United States Attorneys with state-legal cannabis programs within their jurisdictions have announced enforcement priorities for their respective offices. For instance, Andrew Lelling, United States Attorney for the District of Massachusetts, stated that while his office would not immunize any businesses from federal prosecution, he anticipated focusing the office’s marijuana enforcement efforts on: (1) overproduction; (2) targeted sales to minors; and (3) organized crime and interstate transportation of drug proceeds. Other United States attorneys provided less assurance, promising to enforce federal law, including the CSA in appropriate circumstances.

Former United States Attorney General Sessions resigned on November 7, 2018. He was replaced by William Barr on February 14, 2019. It is unclear what specific impact this development will have on U.S. federal government enforcement policy. However, in a written response to questions from U.S. Senator Cory Booker made as a nominee, Attorney General Barr stated “I do not intend to go after parties who have complied with state law in reliance on the Cole Memorandum.”

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Nonetheless, there is no guarantee that state laws legalizing and regulating the sale and use of cannabis will not be repealed or overturned, or that local governmental authorities will not limit the applicability of state laws within their respective jurisdictions. Unless and until the United States Congress amends the CSA with respect to cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a risk that federal authorities may enforce current U.S. federal law.

The Company believes it is too soon to determine if any prosecutorial effects will be undertaken by the rescission of the Cole Memorandum, or if Attorney General Barr will reinstitute the Cole Memorandum or a similar guidance document for United States attorneys. The sheer size of the cannabis industry, in addition to participation by State and local governments and investors, suggests that a large-scale enforcement operation would possibly create unwanted political backlash for the Department of Justice and the Trump administration.

As an industry best practice, despite the recent rescission of the Cole Memorandum, the Corporation abides by the following standard operating policies and procedures to ensure compliance with the guidance provided by the Cole Memorandum:

- ensure that its operations are compliant with all licensing requirements as established by the applicable state, county, municipality, town, township, borough, and other political/administrative divisions;
- ensure that its cannabis related activities adhere to the scope of the licensing obtained (for example: in the states where cannabis is permitted only for adult-use, the products are only sold to individuals who meet the requisite age requirements);
- implement policies and procedures to ensure that cannabis products are not distributed to minors;
- implement policies and procedures in place to ensure that funds are not distributed to criminal enterprises, gangs or cartels;
- implement adequate inventory tracking system and necessary procedures in place to ensure that such compliance system is effective in tracking inventory or preventing diversion of cannabis and cannabis products into those states where cannabis is not permitted by state law, or cross any state lines in general;
- ensure that its state-authorized cannabis business activity is not used as a cover or pretense for trafficking of other illegal drugs, is engaged in any other illegal activity or any activities that are contrary to any applicable anti-money laundering statutes; and
- ensure that its products comply with applicable regulations and contain necessary disclaimers about the contents of the products to prevent adverse public health consequences from cannabis use and prevent impaired driving.

In addition, the Company frequently conducts background checks to ensure that the principals and management of its operating subsidiaries are of good character, and have not been involved with other illegal drugs, engaged in illegal activity or activities involving violence, or use of firearms in cultivation, manufacturing or distribution of cannabis. The Company will also conduct ongoing reviews of the activities of its cannabis businesses, the premises on which they operate and the policies and procedures that are related to possession of cannabis or cannabis products outside of the licensed premises, including the cases where such possession is permitted by regulation. See "Risk Factors."

Although the Cole Memorandum has been rescinded, one legislative safeguard for the medical marijuana industry remains in place: Congress has passed a so-called "rider" provision in the FY 2015, 2016, 2017 and 2018 Consolidated Appropriations Acts to prevent the federal government from using congressionally appropriated funds to enforce federal marijuana laws against regulated medical marijuana actors operating in compliance with state and local law. The rider is known as the "Rohrabacher-Farr" Amendment after its original lead sponsors (it is also sometimes referred to as the "Rohrabacher-Blumenauer" or "Joyce-Leahy" Amendment, but it is referred to in this MD&A as "Rohrabacher-Farr").

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Most recently, the Rohrabacher-Farr Amendment (now known colloquially as the “Joyce-Leahy Amendment” after its most recent sponsors) was included in the Consolidated Appropriations Act of 2019, which was signed by President Trump on February 14, 2019 and funds the departments of the federal government through the fiscal year ending September 30, 2019. In signing the Act, President Trump issued a signing statement noting that the Act “provides that the Department of Justice may not use any funds to prevent implementation of medical marijuana laws by various States and territories,” and further stating “I will treat this provision consistent with the President’s constitutional responsibility to faithfully execute the laws of the United States.” While the signing statement can fairly be read to mean that the executive branch intends to enforce the CSA and other federal laws prohibiting the sale and possession of medical marijuana, the president did issue a similar signing statement in 2017 and no major federal enforcement actions followed.

There is a growing consensus among marijuana businesses and numerous congressmen and congresswomen that guidance is not law and temporary legislative riders, such as the Rohrabacher-Farr Amendment, are an inappropriate way to protect lawful medical marijuana businesses. Numerous bills have been introduced in Congress in recent years to decriminalize aspects of state-legal marijuana trades. For fiscal year 2019, the strategy amongst the bipartisan Congressional Marijuana Working Group in Congress, is to introduce numerous marijuana-related appropriations amendments in the Appropriations Committee in both the House and Senate, similar to the strategy employed in fiscal year 2018. The amendments will include protections for marijuana-related businesses in states with medical and adult-use marijuana laws, as well as protections for financial institutions that provide banking services to state-legal marijuana businesses. The Corporation also has observed that each year more congressmen and congresswomen sign on and co-sponsor marijuana legalization bills. These include the CARERS Act, REFER Act and others. While there are different perspectives on the most effective route to end federal marijuana prohibition, Congressman Blumenauer and Senator Wyden have introduced the three-bill package, Path to Marijuana Reform, which would fix the so-called Internal Revenue Service 280E provision that provides tax burdens for marijuana businesses, eliminate civil asset forfeiture and federal criminal penalties for marijuana businesses complying with state law, reduce barriers to banking, de-schedule marijuana from the federal list of controlled substances, and tax and regulate marijuana. Senator Booker has also introduced the Marijuana Justice Act, which would de-schedule marijuana, and in 2018 Congresswoman Barbara Lee introduced the House companion. Colorado Republican Senator Cory Gardner has reportedly secured a probable assurance from President Trump that Trump would sign a bill to allow states to legalize and regulate marijuana without federal intervention.

In light of all of this, it was anticipated that the federal government will eventually repeal the federal prohibition on cannabis and thereby leave the states to decide for themselves whether to permit regulated cannabis cultivation, production and sale, just as states are free today to decide policies governing the distribution of alcohol or tobacco. Given current political trends, however, the Company considers these developments unlikely in the near-term. For the time being, marijuana remains a Schedule I controlled substance at the federal level, and neither the Cole Memorandum nor its rescission nor the continued passage of the Rohrabacher-Farr Amendment has altered that fact. The federal government of the United States has always reserved the right to enforce federal law in regard to the sale and disbursement of medical or adult-use marijuana, even if state law sanctions such sale and disbursement. If the United States federal government begins to enforce United States federal laws relating to cannabis in states where the sale and use of cannabis is currently legal, or if existing applicable state laws are repealed or curtailed, the Company’s business, results of operations, financial condition and prospects would be materially adversely affected.

Additionally, under United States federal law, it may potentially be a violation of federal money laundering statutes for financial institutions to take any proceeds from the sale of any Schedule I controlled substance. Due to the CSA categorization of marijuana as a Schedule I drug, federal law makes it illegal for financial institutions that depend on the Federal Reserve’s money transfer system to take any proceeds from marijuana sales as deposits. Banks and other financial institutions could be prosecuted and possibly convicted of money laundering for providing services to cannabis businesses under the United States Currency and Foreign Transactions Reporting Act of 1970 (the “Bank Secrecy Act”).

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Therefore, under the Bank Secrecy Act, banks or other financial institutions that provide a cannabis business with a checking account, debit or credit card, small business loan, or any other service could be charged with money laundering or conspiracy.

While there has been no change in U.S. federal banking laws to accommodate businesses in the large and increasing number of U.S. states that have legalized medical and/or adult-use marijuana, the Department of the Treasury Financial Crimes Enforcement Network ("FinCEN"), in 2014, issued guidance to prosecutors of money laundering and other financial crimes (the "FinCEN Guidance"). The FinCEN Guidance advised prosecutors not to focus their enforcement efforts on banks and other financial institutions that serve marijuana-related businesses so long as that business is legal in their state and none of the federal enforcement priorities referenced in the Cole Memorandum are being violated (such as keeping marijuana away from children and out of the hands of organized crime). The FinCEN Guidance also clarifies how financial institutions can provide services to marijuana-related businesses consistent with their Bank Secrecy Act obligations, including thorough customer due diligence, but makes it clear that they are doing so at their own risk. The customer due diligence steps include:

- Verifying with the appropriate state authorities whether the business is duly licensed and registered;
- Reviewing the license application (and related documentation) submitted by the business for obtaining a state license to operate its marijuana-related business;
- Requesting from state licensing and enforcement authorities available information about the business and related parties;
- Developing an understanding of the normal and expected activity for the business, including the types of products to be sold and the type of customers to be served (e.g., medical versus adult-use customers);
- Ongoing monitoring of publicly available sources for adverse information about the business and related parties;
- Ongoing monitoring for suspicious activity, including for any of the red flags described in this guidance; and
- Refreshing information obtained as part of customer due diligence on a periodic basis and commensurate with the risk.

With respect to information regarding state licensure obtained in connection with such customer due diligence, a financial institution may reasonably rely on the accuracy of information provided by state licensing authorities, where states make such information available.

Because most banks and other financial institutions are unwilling to provide any banking or financial services to marijuana businesses, these businesses can be forced into becoming "cash-only" businesses. While the FinCEN Guidance decreased some risk for banks and financial institutions considering serving the industry, in practice it has not increased banks' willingness to provide services to marijuana businesses. This is because, as described above, the current law does not guarantee banks immunity from prosecution, and it also requires banks and other financial institutions to undertake time-consuming and costly due diligence on each marijuana business they accept as a customer.

The few state-chartered banks and/or credit unions that have agreed to work with marijuana businesses are limiting those accounts to small percentages of their total deposits to avoid creating a liquidity risk. Since, theoretically, the federal government could change the banking laws as it relates to marijuana businesses at any time and without notice, these credit unions must keep sufficient cash on hand to be able to return the full value of all deposits from marijuana businesses in a single day, while also keeping sufficient liquid capital on hand to serve their other customers. Those state-chartered banks and credit unions that do have customers in the marijuana industry charge marijuana businesses high fees to pass on the added cost of ensuring compliance with the FinCEN Guidance.

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Unlike the Cole Memorandum, however, the FinCEN Guidance from 2014 has not been rescinded. The Secretary of the U.S. Department of the Treasury, Stephen Mnuchin, has publicly stated that the Department was not informed of any plans to rescind the Cole Memorandum. Secretary Mnuchin stated that he does not have a desire to rescind the FinCEN Guidance.

As an industry best practice and consistent with its standard operating procedures, the Corporation adheres to all customer due diligence steps in the FinCEN Guidance.

In the United States, a bill has been tabled in Congress to grant banks and other financial institutions immunity from federal criminal prosecution for servicing marijuana-related businesses if the underlying marijuana business follows state law. This bill has not been passed and there can be no assurance with that it will be passed in its current form or at all. In both Canada and the United States, transactions involving banks and other financial institutions are both difficult and unpredictable under the current legal and regulatory landscape. Legislative changes could help to reduce or eliminate these challenges for companies in the cannabis space and would improve the efficiency of both significant and minor financial transactions.

An additional challenge to marijuana-related businesses is that the provisions of the Internal Revenue Code, Section 280E, are being applied by the IRS to businesses operating in the medical and adult-use marijuana industry. Section 280E of the Internal Revenue Code prohibits marijuana businesses from deducting their ordinary and necessary business expenses, forcing them to pay higher effective federal tax rates than similar companies in other industries. The effective tax rate on a marijuana business depends on how large its ratio of non-deductible expenses is to its total revenues. Therefore, businesses in the legal cannabis industry may be less profitable than they would otherwise be. CBD is a product that often is derived from hemp, which contains only trace amounts of THC, the psychoactive substance found in marijuana. On December 20, 2018, President Trump signed the Agriculture Improvement Act of 2018 (popularly known as the “2018 Farm Bill”) into law. Until the 2018 Farm Bill became law hemp and products derived from it, such as CBD, fell within the definition of “marijuana” under the CSA and the DEA classified hemp as a Schedule I controlled substance because hemp is part of the cannabis plant.

The 2018 Farm Bill defines hemp as the plant *Cannabis sativa* L. and any part of the plant with a delta-9 THC concentration of not more than 0.3 percent by dry weight, and removes hemp from the CSA. The 2018 Farm Bill also allows states to create regulatory programs allowing for the licensed cultivation of hemp and production of hemp-derived products. Hemp and products derived from it, such as CBD, may then be sold into commerce and transported across state lines provided that the hemp from which any product is derived was cultivated under a license issued by an authorized state program approved by the U.S. Department of Agriculture and otherwise meets the definition of hemp removed from the CSA. The introduction of hemp and products derived from it, such as CBD, in foods, beverages, and dietary supplements has not – except in limited circumstances – been approved by the FDA. FDA expects to engage in rulemaking on this subject.

#### **Compliance with Applicable State Law in the United States**

The Company is classified as having a “direct” involvement in the United States cannabis industry and is in compliance with applicable United States state law and related licensing requirements and the regulatory framework enacted by the State of Nevada. The Company is not subject to any citations or notices of violation with applicable licensing requirements and the regulatory frameworks which may have an impact on its licenses, business activities or operations. The Company uses reasonable commercial efforts to ensure that its business is in compliance with applicable licensing requirements and the regulatory frameworks enacted by Nevada, through the advice of its General Counsel, who monitors and reviews its business practices and changes to United States Federal enforcement priorities.

The Company’s General Counsel works with external legal advisors in Nevada, to ensure that the Company is in on-going compliance with applicable state laws.

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In the United States, cannabis is largely regulated at the state level. As of November 7, 2018, 33 states and the District of Columbia have passed laws broadly legalizing marijuana for medicinal use by eligible patients. In the District of Columbia and 10 of these states – Alaska, California, Colorado, Maine, Massachusetts, Michigan, Nevada, Oregon, Vermont and Washington – marijuana is legal for adult-use regardless of medical condition. Additional states have pending legislation regarding the same. The large increase in recent statewide referenda and legislation that liberalizes marijuana laws is consistent with public opinion. Public polling routinely shows large majorities of Americans in favor of the legalization of marijuana. For instance, a Gallup Organization survey in October of 2018 found that 66% of respondents in the United States support the legalization of marijuana compared to the 32% who do not.

Although each State in which the Company operates (and anticipates operating) authorizes, as applicable, medical and/or adult-use cannabis production and distribution by licensed or registered entities, and numerous other states have legalized cannabis in some form, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal, and any such acts are criminal acts under federal law under any and all circumstances under the CSA. The concepts of “medical cannabis”, “retail cannabis” and “adult-use cannabis” do not exist under U.S. federal law. Marijuana is a Schedule I drug under the CSA. Under U.S. federal law, a Schedule I drug or substance has a high potential for abuse, no accepted medical use in the United States, and a lack of safety for the use of the drug under medical supervision. Although the Company believes that its business activities are compliant with applicable state and local laws of the United States, strict compliance with state and local laws with respect to cannabis may neither absolve 1933 of liability under United States federal law nor provide a defense to any federal proceeding which may be brought against 1933. Any such proceedings brought against the Company may result in a material adverse effect on 1933. The Company derives 100% of its revenues from the cannabis industry in certain states, which industry is illegal under United States federal law. Even where the Company’s cannabis-related activities are compliant with applicable state and local law, such activities remain illegal under United States federal law. The enforcement of relevant federal laws is a significant risk.

United States Customs and Border Protection (“CBP”) enforces the laws of the United States. Crossing the border while in violation of the CSA and other related United States federal laws may result in denied admission, seizures, fines, and apprehension. CBP officers administer the United States Immigration and Nationality Act to determine the admissibility of travelers, who are non-U.S. citizens, into the United States. An investment in 1933, if it became known to CBP, could have an impact on a shareholder’s admissibility into the United States and could lead to a lifetime ban on admission. See “Risk Factors - U.S. border officials could deny entry of non-US citizens into the U.S. to employees of or investors in companies with cannabis operations in the United States and Canada.”

Medical cannabis has been protected against enforcement by enacted legislation from the United States Congress in the form of the Rohrabacher-Farr Amendment, which prevents federal prosecutors from using federal funds to impede the implementation of medical cannabis laws enacted at the state level, subject to the United States Congress restoring such funding. This amendment has historically been passed as an amendment to omnibus appropriations bills, which by their nature expire at the end of a fiscal year or other defined term. Subsequent to the issuance of Sessions Memo, the United States Congress passed its omnibus appropriations bill, SJ 1662, which for the fourth consecutive year contained the Rohrabacher-Farr Amendment language (referred to in 2018 as the Leahy Amendment) and continued the protections for the medical cannabis marketplace and its lawful participants from interference by the Department of Justice. The Rohrabacher-Farr Amendment again was included in the Consolidated Appropriations Act of 2019, which was signed by President Trump on February 14, 2019 and funds the departments of the federal government through the fiscal year ending July 31, 2019. Notably, such Amendments have always applied only to medical cannabis programs and have no effect on pursuit of recreational cannabis activities.



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#### **Regulatory Risks**

The activities of 1933 are subject to regulation by governmental authorities. The Company's business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products in each jurisdiction in which it operates. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of 1933. Furthermore, although the operations of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Company's ability to import, distribute or, in the future, produce cannabis. Amendments to current laws and regulations governing the importation, distribution, transportation and/or production of cannabis, or more stringent implementation thereof could have a substantial adverse impact on the Company.

As a result of the conflicting views between State legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. The response to this inconsistency was addressed in the Cole Memorandum addressed to all United States district attorneys acknowledging that notwithstanding the designation of cannabis as a controlled substance at the federal level in the United States, several states have enacted laws relating to cannabis for medical purposes. The Cole Memorandum outlined certain priorities for the United States Department of Justice relating to the prosecution of cannabis offenses. In particular, the Cole Memorandum noted that in jurisdictions that have enacted laws legalizing cannabis in some form and that have also implemented strong and effective regulatory and enforcement systems to control the cultivation, distribution, sale and possession of cannabis, conduct in compliance with those laws and regulations is less likely to be a priority at the federal level. Notably, however, the United States Department of Justice has never provided specific guidelines for what regulatory and enforcement systems it deems sufficient under the Cole Memorandum standard. In light of limited investigative and prosecutorial resources, the Cole Memorandum concluded that the United States Department of Justice should be focused on addressing only the most significant threats related to cannabis. States where medical cannabis had been legalized were not characterized as a high priority.

In March 2017, then Attorney General Sessions again noted limited federal resources and acknowledged that much of the Cole Memorandum had merit; however, he had previously stated that he did not believe it had been implemented effectively and, on January 4, 2018, former Attorney General Sessions issued the Sessions Memo, which rescinded the Cole Memorandum. The Sessions Memo rescinded previous nationwide guidance specific to the prosecutorial authority of United States Attorneys relative to cannabis enforcement on the basis that they are unnecessary, given the well-established principles governing federal prosecution that are already in place. Those principles are included in chapter 9.27.000 of the United States Attorneys Manual and require federal prosecutors deciding which cases to prosecute to weigh all relevant considerations, including federal law enforcement priorities set by the Attorney General, the seriousness of the crime, the deterrent effect of criminal prosecution, and the cumulative impact of particular crimes on the community. As a result of the Sessions Memo, federal prosecutors are now free to utilize their prosecutorial discretion to decide whether to prosecute cannabis activities despite the existence of State-level laws that may be inconsistent with federal prohibitions. No direction was given to federal prosecutors in the Sessions Memo as to the priority they should ascribe to such cannabis activities, and it is uncertain how active U.S. federal prosecutors will be in relation to such activities, particularly under Attorney General Barr.

Attorney General Sessions was replaced by William Barr on February 14, 2019. In a written response to questions from U.S. Senator Cory Booker made as a nominee, Attorney General Barr stated "I do not intend to go after parties who have complied with state law in reliance on the Cole Memorandum." Attorney General Barr served in the same position under former President George H.W. Bush and promoted an antidrug stance during his tenure.

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However, during his Senate confirmation hearing, Mr. Barr testified (similar to his written responses) that although he disagrees with efforts by states to legalize marijuana, he “won’t go after” marijuana companies in states that have authorized regulated adult use. He stated further that he would not upset settled expectations that have arisen as a result of the Cole Memorandum, notwithstanding his predecessor’s rescission of the Cole Memorandum.

Notwithstanding this testimony, there is no guarantee that Attorney General Barr plans to or will forbid federal prosecution of state-licensed marijuana companies. It is important to note that in the United States, individual United States attorneys operate within state-or district-level jurisdictions and enjoy a substantial degree of autonomy in determining which criminal actions to pursue. While dozens of United States attorneys from across the country have affirmed that their view of federal enforcement priorities has not changed, there can be no assurances that such views are universally held or will continue in the near future. In California, at least one United States Attorney has made comments indicating a desire to enforce the CSA, stating that the Sessions Memorandum and the rescission of the Cole Memorandum “returns trust and local control to federal prosecutors” to enforce the CSA. These and other so called “enforcement hawks” in California or elsewhere may choose to enforce the CSA in accordance with federal policies prior to the issuance of the Cole Memorandum. As such, there can be no assurance that the United States federal government will not seek to prosecute cases involving cannabis businesses that are otherwise compliant with State law. Contrastingly, Andrew Lelling, the United States Attorney for the District of Massachusetts, issued a statement explaining that while marijuana is illegal under federal law, his “office’s resources [...] are primarily focused on the opioid epidemic.” In this statement, United States Attorney Lelling also clarified that his marijuana enforcement efforts will be focused on overproduction, targeted sales to minors, and organized crime and interstate transportation of drug proceeds. In sum, there is no certainty as to how the Department of Justice, Federal Bureau of Investigation and other government agencies will handle cannabis matters in the future. There can be no assurances that the Trump administration would not change the current enforcement policy and decide to strongly enforce the federal laws. The Company regularly monitors the activities of the current administration in this regard.

### **Money Laundering Laws and Access to Banking**

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

In February 2014, FinCen issued the FinCen Memo providing instructions to banks seeking to provide services to cannabis-related businesses. The FinCEN Memo states that in some circumstances, it is permissible for banks to provide services to cannabis-related businesses without risking prosecution for violation of federal money laundering laws. It refers to supplementary guidance that Deputy Attorney General Cole issued to federal prosecutors relating to the prosecution of money laundering offenses predicated on cannabis-related violations of the CSA. It is unclear at this time whether the current administration will follow the guidelines of the FinCEN Memo.

In the event that any of the Company’s operations, or any proceeds thereof, any dividends or distributions therefrom, or any profits or revenues accruing from such operations in the United States were found to be in violation of money laundering legislation or otherwise, such transactions could be viewed as proceeds of crime under one or more of the statutes noted above or any other applicable legislation. This could restrict or otherwise jeopardize the ability of the Company to declare or pay dividends or effect other distributions.

## **1933 INDUSTRIES INC.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

For the years ended July 31, 2019 and 2018

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#### **United States Border Entry**

Because cannabis remains illegal under United States federal law, those investing in Canadian companies with operations in the United States cannabis industry could face detention, denial of entry, or lifetime bans from the United States for their business associations with United States cannabis businesses. Entry happens at the sole discretion of CBP officers on duty, and these officers have wide latitude to ask questions to determine the admissibility of a non-US citizen or foreign national. The government of Canada has started warning travelers on its website that previous use of cannabis, or any substance prohibited by United States federal laws, could mean denial of entry to the United States. Business or financial involvement in the cannabis industry in the United States could also be reason enough for United States border guards to deny entry. On September 21, 2018, CBP released a statement outlining its current position with respect to enforcement of the laws of the United States. It stated that Canada's legalization of cannabis will not change CBP enforcement of United States laws regarding controlled substances and because cannabis continues to be a controlled substance under United States law, working in or facilitating the proliferation of the legal cannabis industry in the U.S. where it is deemed legal may affect admissibility to the United States. As a result, CBP has affirmed that, employees, directors, officers, managers and investors of companies involved in business activities related to cannabis in the United States (such as 1933), who are not United States citizens face the risk of being barred from entry into the United States for life.

#### **Ability to Access Public and Private Capital**

Given the current laws regarding cannabis at the federal level in the United States, traditional bank financing is typically not available to United States cannabis companies. Specifically, the federal illegality of cannabis in the United States means that financial transactions involving proceeds generated by cannabis-related conduct can form the basis for prosecution under money laundering statutes, the unlicensed money transmitter statute and the Bank Secrecy Act (the "BSA"). As a result, businesses involved in the cannabis industry often have difficulty finding a bank willing to accept their business. Banks who do accept deposits from cannabis-related businesses in the United States must do so in compliance with the Cole Financial Crime Memo and the FinCEN Memo, each dated February 14th, 2014. The Cole Financial Crime Memo states that prosecutors should apply the enforcement priorities of the Cole Memorandum in determining whether to charge individuals or institutions with crimes related to financial transactions involving the proceeds of cannabis-related conduct. The FinCEN Memo provides guidelines to banks on how to accept deposits from cannabis-related businesses while remaining compliant with the BSA. The Financial Crime Enforcement Network has not rescinded the FinCEN Memo following the United States Department of Justice's January 4, 2018 announcement rescinding the Cole Memorandum.

1933 has banking relationships with Nevada state-chartered banks for deposits and payroll, however the Company does not have access to traditional bank financing. 1933 has been successful at raising capital privately. The Company expects to generate adequate cash along with cash on hand to fund its continuing operations. The Company's business plan includes managed growth, both in the form of additional acquisitions and through facility expansion and improvements. There can be no assurance that additional financing, should it be needed, will be available to the Company or on terms which are acceptable.

#### **Compliance with Nevada State Law**

The Company complies with applicable Nevada state licensing requirements as follows: (i) AMA is licensed pursuant to applicable Nevada state law to cultivate and produce marijuana in Nevada; (ii) renewal dates for such licenses are docketed by legal counsel and/or other advisors; (iii) random internal audits of the Company's business activities are conducted by the applicable Nevada state regulator and by the Company to ensure compliance with applicable Nevada state law; (iv) each employee of the Company is provided with an employee handbook that outlines internal standard operating procedures in connection the cultivation, possession and distribution of marijuana to ensure that all marijuana inventory and proceeds from the sale of such marijuana are properly accounted for and tracked and using scanners to confirm each customer's legal age and the validity of each customer's drivers' license; (v) each room that marijuana inventory and/or

## **1933 INDUSTRIES INC.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

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proceeds from the sale of such inventory enter is monitored by video surveillance; (vi) software is used to track marijuana inventory from seed-to-sale (as defined herein); and (vii) the Company is contractually obligated to comply with applicable Nevada state law in the United States in connection with the cultivation, possession and/or distribution of marijuana in Nevada. The Company has a full time General Counsel on staff in Nevada, who is a licensed attorney under the State Bar of Nevada, in good standing, whose responsibilities include monitoring the day to day activities of staff, including ensuring that the established standard operating procedures are being adhered to at each stage of the cultivation, processing and distribution cycle, to identify any non-compliance matters and to put in place the necessary modifications to ensure compliance. In his capacity as General Counsel, monthly, unannounced audits are performed against the Company's established standard operating procedures and State of Nevada regulations. Each employee is provided with an employee handbook outlining the standard operating procedures and state regulations upon hiring and is then provided with one on one quality and regulatory training by the General Counsel. The Company's licenses are in good standing to cultivate, possess and/or wholesale marijuana in the State of Nevada and the Company, through AMA, is following a regulatory program. AMA has not experienced any noncompliance nor has it been subject to any notices of violation by the State of Nevada. The Company is in compliance with U.S. state law and the related licensing framework. The Company uses reasonable commercial efforts to confirm, through the advice of its General Counsel, through the monitoring and review of its business practices, and through regular monitoring of changes to U.S. Federal enforcement priorities, that its businesses are in compliance with applicable licensing requirements and the regulatory frameworks enacted by Nevada. The Company's General Counsel also works with external legal advisors in Nevada to ensure that the Company and AMA are in on-going compliance with applicable Nevada state law, including:

- quarterly independent regulatory consultant inspections and reviews with written findings and recommendations,
- weekly correspondence and updates with advisors;
- development of standard operating procedures with respect to cultivation, processing and distribution;
- ongoing monitoring of compliance with operating procedures and regulations by on-site management;
- appropriate employee training for all standard operating procedures; and
- subscription to monitoring programs to ensure compliance with the FinCEN Memorandum.

The Company, through AMA, has not received any noncompliance orders, citations or notices of violation, that may have an impact on AMA's licenses, business activities or operations.

In addition, the Company will continue to ensure it is in compliance with applicable licensing requirements and the regulatory framework enacted in Nevada by continuous review of its licenses and affirmation certifications from management. While the Company's business activities are compliant with applicable state and local law, such activities remain illegal under United States federal law. See "Risk Factors".

### **Reporting Requirements**

The State of Nevada has selected Franwell Inc.'s METRC solution ("METRC") as the state's track-and-trace system used to track commercial cannabis activity and movement across the distribution chain ("seed-to-sale"). Individual licensees whether directly or through third-party integration systems are required to push data to the state to meet all reporting requirements. For all Nevada licensed facilities, the Company has designated an in-house computerized seed-to-sale software that integrates with METRC via an application programming interface. BioTrackTHC, the Company's chosen seed-to-sale system, captures the required data points for cultivation, manufacturing and retail as required in Nevada Revised Statutes sections 453A and 453D.

## **1933 INDUSTRIES INC.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

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#### **DESCRIPTION OF THE BUSINESS**

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1933 Industries Inc. is a vertically integrated, brand-focused cannabis company with operations in the United States and Canada. Operating through two subsidiary companies, the Company owns leading cannabis brands as well as licensed cannabis cultivation, extraction, processing and manufacturing assets.

The Company owns 91% of both Alternative Medicine Association (“AMA”) and AMA Productions LLC, and 100% of Infused MFG. (“Infused”).

#### **AMA – Cultivation and Extraction Segment**

AMA’s business involves the growing of cannabis indoors through hydroponic processes for personal medicinal and recreational use. AMA began commercial production in April 2015 when it was the first Medical Marijuana Establishment or “MME” approved for cultivation in Southern Nevada. Its first crops were harvested, dried, packaged and sold in October 2015 and it has consistently produced cannabis on a commercial scale in Nevada since that time.

#### **Market Plans and Strategies**

The Company operates in two sought-after verticals: craft cannabis flower cultivation and extraction of cannabis concentrates and manufacturing of proprietary CBD branded goods.

The Company’s business model is based on servicing the existing medicinal cannabis patient base in Nevada, approximately 3.0 million residents, and the recreational cannabis consumers, including those who visit Las Vegas each year (about 42.9 million visitors). The Company is an established wholesale supplier of unique branded flower and extraction products as well as several third-party brands to licensed dispensaries and cannabis stores. As this branded image and reputation is established, the Company may license or acquire other cannabis businesses in the United States (“U.S.”) that have legalized medicinal cannabis and/or recreational cannabis specific brands with recurring sales to a loyal and growing clientele.

The Company believes that the constantly evolving regulatory environment for the production and distribution of recreational cannabis within the U.S., and the dispensing of both medicinal and recreational cannabis will be disruptive for both producers and consumers, transforming the current industry into one of commercial scale. The Company is focused on establishing a portfolio of high quality, premium cannabis brands that have wide appeal to a growing and varied consumer base. The Company markets its products via active media campaigns, educational programs and an e-Commerce platform. The Company has built its own distribution channels to dispensaries in Nevada and continues to build market share as it increases flower and concentrate production and adds new brands to its portfolio of products.

#### **CBD-Infused Products Segment**

The Company, through Infused, is focused on developing, designing and producing CBD-Infused products and brands for retail sale and use in jurisdictions where permitted. As CBD-Infused products for medicinal and/or recreational use are currently not legal in Canada, Infused is focused solely on the U.S., where permitted by law and regulation.

CBD, as utilized by Infused, is extracted from industrial hemp. Infused manufactures a number of CBD-only infused products, including: tinctures, lotions, creams, and capsules.

## **1933 INDUSTRIES INC.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

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Infused is also working toward producing bulk CBD isolates or powders. Infused manufactures and distributes its products under three brands: Canna Hemp™; Canna Hemp X™; and Canna Fused™ and discontinued its Canna Hemp Paws™ line of pet products.

Subject to the Company's quality control and unique formulations, it licenses its brand of CBD-infused products in California and Colorado, which are then produced locally by licensed operators. Additionally, other products are specifically infused with CBD for stronger health benefits without any psychoactive effects. These are marketed direct to consumers in legal channels online, and through health food stores, vape storefronts and retail dispensaries under the Company's brand name "Canna Hemp™", and Canna Hemp X™, a product line targeting the action sports vertical.

The third line of Company products includes products with both CBD and THC concentrates. These are blended in pre-determined ratios and are distributed under the Company brand name of "Canna Fused™". These blended products are considered controlled substances and are only distributed through legal retail dispensaries, which have specific contracts or licenses with the Company.

Like other licensed operators, the Company has developed a comprehensive media relations program to create visibility and awareness in the market for commercially grown cannabis. The Company believes that its success in this market has been achieved by offering a broad range of quality products at competitive prices and delivered through outstanding client service under a well identified brand. Each strain of marijuana is unique, and the Company believes that carrying a consistent base of high-quality strains and cannabis products, including CBD-Infused products and hemp-based products, is essential to its long-term success. The Company currently has over 100 different cannabis products including flower, pre-rolls and many forms of extracts. Each of these is being formulated and branded for potential licensed sales in other U.S. States which allow marijuana sales.

### **FISCAL 2019 CONSOLIDATED OPERATING FINANCIAL HIGHLIGHTS**

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- Total revenues were \$5.2 million for Q4 2019 and \$18.1 million for fiscal 2019.
- Expenses were \$4.1 million for Q4 2019 and \$18.0 million for fiscal 2019.
- Goodwill impairment was \$nil for Q4 2019 and \$5.0 million for fiscal 2019.
- Net loss was \$5.7 million or \$0.02 per share for Q4 2019 and \$19.1 million or \$0.08 per share for fiscal 2019.
- Adjusted EBITDA loss was \$4.3 million for Q4 2019 and \$10.1 million for fiscal 2019.

### **FISCAL 2019 CONSOLIDATED BALANCE SHEET FINANCIAL HIGHLIGHTS**

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- Cash was \$17.6 million, compared to \$5.1 million at July 31, 2018, an increase of 245%.
- Total assets were \$61.7 million, compared to \$41.3 million at July 31, 2018, an increase of 49%.
- Working capital was \$22.5 million, compared to \$11.0 million at July 31, 2018, an increase of 105%.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

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#### FISCAL 2019 KEY DEVELOPMENTS

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- On September 14, 2018, the Company closed its previous short form prospectus offering for \$17,250,000.
- On September 17, 2018, the Company appointed Mr. Chris Rebentisch to its Board of Directors. Mr. Rebentisch brings a wealth of experience in the hemp and CBD space, having developed and crafted proprietary formulations for the Canna Hemp™ product line with the belief in the natural healing properties of cannabis. He is a seasoned cultivator and advocate for the industry in the State of Nevada.
- On September 18, 2018, the Company changed its name to 1933 Industries Inc. from Friday Night Inc.
- On December 6, 2018, the Company commenced trading on the OTCQX®, the OTC Markets' premier tier.
- On February 19, 2019, the Company engaged CB1 Capital as Strategic Business Advisors for a one-year term.
- On March 5, 2019, the Company announced it accelerated the expiry of certain private placement common share purchase warrants bearing an expiry date of April 24, 2019, May 7, 2019 and June 14, 2019. The Company also announced that it intends to accelerate the expiry of warrants bearing an expiry date of August 16, 2019 and October 4, 2019.
- On March 15, 2019, pursuant to a non-brokered private placement, the Company issued 10,000,000 units at \$0.45 per unit for gross proceeds of \$4,500,000. Each unit consists of one common share and one common share purchase warrant with an exercise price of \$0.50 and an expiry date of March 14, 2021.
- On March 28, 2019, the Company announced that it signed a Membership Interest Purchase Definitive Agreement ("the Agreement") between the holder of the nine percent (9%) of the issued and outstanding membership interests of Infused MFG, and the Company, the beneficial holder of ninety-one percent (91%) of the issued and outstanding membership interests of Infused MFG. The purchase consideration comprised of 7,000,000 common shares with a fair value of \$0.55 per share, 1,000,000 common share purchase warrants with an exercise price of \$0.53 and a fair value of \$0.30, as determined by the Black-Scholes valuation model, per warrant and a \$1,248,000 (USD\$940,000) promissory note with a 6% interest rate per annum and an expiry date of December 1, 2019, for total purchase consideration of \$5,395,722.
- On May 3, 2019, Mr. Brayden Sutton was appointed Chairman of the Board in addition to his previous positions as Chief Executive Officer and President. In addition, the Company approved the issuance of 200,000 bonus shares to Mr. Sutton at a deemed price of \$0.50 per share in lieu of a cash bonus payment for 2018.
- On May 3, 2019, the Company also reported that it entered into a consulting agreement with Westmount Capital ("Westmount") to provide European investor relations services, commencing on May 1, 2019, for a 6-month term ending on October 31, 2019. The agreement was renewed for another 6-month period with an amended payment schedule. Westmount will be granted 100,000 incentive stock options, exercisable in whole or in part on or before 2024 at an exercise price of \$0.55 per share, subject to certain vesting requirements.
- On May 15, 2019, the Company reported that its subsidiary, AMA, completed a sale and lease back (the "Sale Transaction") for its newly constructed cannabis cultivation facility in Las Vegas, Nevada. The purchase price for the Sale Transaction was USD\$10,450,000. The Sale Transaction includes a lease-back agreement for a period of 10 years, with the option to extend the lease term for two additional periods of 5 years each.
- On May 29, 2019, the Company appointed Mr. Chris Rebentisch as Chief Executive Officer.
- On May 30, 2019, the Company also appointed Mr. Terry Taouss to its Board of Directors and Mr. Andrew Richards resigned as a Director.
- On June 5, 2019, Mr. Brayden Sutton resigned as the President of the Company and Ms. Ester Vigil was appointed in his stead.

## **1933 INDUSTRIES INC.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

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- On June 17, 2019, Mr. Stephen Radusch was appointed Chief Financial Officer of the Company.
- On July 3, 2019, the Company reported that it had received a permanent Occupancy Permit for its cultivation facility.
- On July 19, 2019, the Company reported that it received both Clark County and Nevada Department of Taxation final approvals for the transfer of its existing cultivation licenses to its new cultivation facility.

### **DEVELOPMENTS SUBSEQUENT TO JULY 31, 2019**

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- On August 2, 2019, the Company reported that it had retained the services of Renmark Financial Communications Inc. commencing on August 1, 2019, to augment its investor relations activities for a six-month term and monthly thereafter.
- On August 2, 2019, the Company also reported that Mr. Joseph Bleackley stepped down as Chief Operating Officer.
- On August 15, 2019, the Company reported that it had signed a Management Services Agreement to provide operational and accounting services, as well as general management and oversight to Green Spectrum Trading Inc., a medicinal and recreational cannabis business licensee in the State of California.
- On August 16, 2019, the Company granted 6,800,000 incentive stock options to its directors, officers, consultants and employees pursuant to the Company's stock option plan. The options are exercisable for a period of three years at a price of \$0.40 per share and will vest over a three-year period.
- On August 16, 2019, 7,000 unexercised Agent Options expired.
- On August 20, 2019, the Company announced that it commenced the transfer of cannabis plants to its new cultivation facility in Las Vegas following an extensive period of systems-wide testing. In order to verify that the plants are receiving exact amounts of nutrients and moisture content, the facility was outfitted with drip automation in order to standardize cultivation techniques and implement efficient watering and feeding systems with waste reduction in mind. On September 4, 2019, the Company issued 44,444 common shares pursuant to the conversion of \$20,000 of convertible debentures.
- On September 10, 2019, the Company announced the execution of a Licensing Agreement for the launch of Blonde™, a high-end California brand making its debut in Nevada. Under the terms of the one-year agreement, the Company's subsidiary, AMA, receives the exclusive rights to cultivate flower, manufacture pre-rolls, live resin vape pens and cartridges under the Blonde™ brand for distribution to licensed dispensaries throughout Nevada.
- On September 19, 2019, the Company announced a Licensing Agreement with California-based PLUGplay, a manufacturer of cannabis vaporizer cartridges with proprietary magnetic hardware, for a 12-month term. PLUGplay's premium distillate oil cartridges feature sleek, high quality magnetic pods and long-lasting batteries. The California brand has made a name not only for its custom hardware but for its dedication to crafting premium distillate concentrates. Under the terms of the Agreement, the Company's subsidiary, AMA, will manufacture distillate and vape pens under the PLUGplay brand, for distribution to dispensaries across Nevada. PLUGplay's premium oil and advanced vaporizer technology provides a subtle and convenient experience.
- On September 19, 2019, the Company also announced that the Board of Directors approved bonus shares to Mr. Brayden Sutton, Chairman of the Board, and to Mr. Chris Rebentisch, Chief Executive Officer, pursuant to their respective employment contracts. Mr. Sutton received 291,901 shares and Mr. Rebentisch received 175,913 shares, all of which were issued at a deemed price of \$0.365 per share. The Company also, pursuant to the amended terms of two consulting agreements, issued 650,000 share purchase warrants in lieu of cash consideration. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.37 exercisable in whole or in part until June 13, 2022. The bonus shares and warrant will bear a four-month regulatory hold period from the date of issuance.



## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

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- On September 23, 2019, the Company announced that it had commenced sales to specialty retailer Zumiez, featuring Canna Hemp X™, the Company's action sports topical recovery cream. With origins in Seattle, Zumiez has grown from a single outlet to hundreds of stores across the United States and Canada. Focusing on the skate and snow industries, Zumiez is a leading specialty retailer of apparel, footwear, accessories and hardgoods for young men and women who want to express their individuality through the fashion, music, art and culture of action sports, streetwear, and other unique lifestyles. As an innovator of hemp-based, CBD-infused wellness products and first to develop a CBD sports recovery cream, Canna Hemp X™ was launched in 2018 in collaboration with Torey Pudwill, one of the world's top professional skateboarders and founder of Grizzly Griptape. With 658 stores in North America, Zumiez has a well-defined brand position with a target demographic that is synergistic with the Canna Hemp X™ line.
- On September 30, 2019, the Company announced that it commenced the flowering cycle of its cannabis plants in its new indoor cultivation facility located in Las Vegas, Nevada. Following the transfer of cannabis plants to the new facility in late August, the plants completed a vegetative stage for four weeks. Three rooms begun the flowering cycle during that week, lasting approximately eight weeks. The first harvest from the initial three rooms is expected in early December, with continued harvests thereafter every two weeks, all while new grow rooms are added in the facility for a total of 15 bloom rooms. The initial 26 strain varieties currently at the facility will be augmented with an additional 12 Cannabis Cup award-winning strains to sustain the Company's flower and concentrate production of branded AMA products and third-party brands.
- On October 22, 2019, the Company reported that following the debut of its Blonde™ Cannabis products in September 2019, it was its most successful brand launch to date. Following a 30-day exclusive campaign with one of Nevada's largest dispensary retailers, luxury brand Blonde™ Cannabis made its mark in the state by selling out of every product during its debut. While the Blonde™ brand originated in Los Angeles, California, Nevada was selected for its launch in partnership with the Company's subsidiary, AMA.
- On October 24, 2019, 66,750 unexercised share purchase warrants expired.
- On November 4, 2019, the Company launched its newest product, the Birdhouse CBD Balm by Canna Hemp X™. The CBD Balm was developed in collaboration with Birdhouse Skateboards™, targeting the action sports market and will be available for sale in dispensaries, wellness stores, skate shops and specialty retailers, including Zumiez in the United State
- The Company issued 80,000 common shares pursuant to the exercise of 80,000 stock options with an exercise price of \$0.15 for gross proceeds of \$12,000.
- The Company issued 3,376,588 common shares pursuant to the exercise of 3,376,588 warrants with an exercise price of \$0.35 for gross proceeds of \$1,181,806.
- The Company cancelled 1,575,000 stock options with a weighted average cost of \$0.36.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

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### REVIEW OF QUARTERLY RESULTS

Amounts presented in thousands except per share amounts:

	Q4 2019		Q3 2019		Q2 2019		Q1 2019	
Revenues	\$	5,244,946	\$	4,627,401	\$	3,570,615	\$	4,616,812
Net loss	\$	(5,688,422)	\$	(7,277,021)	\$	(3,099,882)	\$	(3,046,666)
Basic and diluted loss per share	\$	(0.02)	\$	(0.03)	\$	(0.01)	\$	(0.01)
Number of weighted average shares		278,109,966		245,861,993		238,522,578		232,353,593

  

	Q4 2018		Q3 2018		Q2 2018		Q1 2018	
Revenues	\$	3,828,993	\$	3,294,504	\$	2,962,699	\$	2,464,487
Net loss	\$	(3,811,765)	\$	(567,448)	\$	(750,257)	\$	(599,582)
Basic and diluted loss per share	\$	(0.02)	\$	(0.00)	\$	(0.01)	\$	(0.00)
Number of weighted average shares		192,470,497		177,813,101		149,932,833		149,932,822

The Company is expected to remain subject to many of the risks common to early-stage enterprises for the foreseeable future, including challenges related to laws, regulations, licensing, integrating and retaining qualified employees; making effective use of limited resources; achieving market acceptance of existing and future solutions; competing against companies with greater financial and technical resources; acquiring and retaining customers; and developing new solutions.

### SELECTED ANNUAL INFORMATION

The selected annual information presented below is derived from and should be read in conjunction with the July 31, 2019 and 2018 consolidated financial statements which were prepared under IFRS:

	Year ended July 31,		
	2019	2018	2017
Revenues	\$ 18,059,774	\$ 12,550,683	\$ 1,030,297
Gross profit	5,296,980	6,351,466	230,714
Net loss	(19,111,991)	(5,729,052)	(2,740,657)
Comprehensive loss	(19,011,564)	(4,791,300)	(3,793,029)
Basic and diluted loss per share	(0.08)	(0.03)	(0.06)

## 1933 INDUSTRIES INC.

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	2019	2018	As at July 31, 2017
Current assets	\$ 23,966,423	\$ 13,398,978	\$ 1,971,873
Total assets	61,654,094	41,339,616	18,897,362
Current liabilities	1,429,439	2,391,088	2,890,483
Total liabilities	24,465,690	4,356,119	2,890,483

## SUMMARY OF RESULTS

### *Review of Consolidated Financial Information for Q4 2019 compared to Q4 2018*

Results of Operations	Q4 2019	Q4 2018
Revenues	\$ 5,244,946	\$ 3,828,993
Gross margin	815,690	2,197,803
General and administration	(1,807,814)	(1,985,884)
Management and consulting fees	(575,391)	(1,056,957)
Wages and benefits	(554,592)	(514,916)
Professional fees	(198,827)	481,664
Share-based compensation	(353,870)	(393,566)
Other expenses	(2,946,750)	(2,152,874)
Loss from continuing operations	(5,621,554)	(3,424,730)
Loss from discontinued operations	(66,868)	(387,035)
Net loss	(5,688,422)	(3,811,765)
Foreign currency translation adjustment	(901,249)	517,189
Comprehensive loss	(6,589,671)	(3,294,576)
Basic and diluted loss per share	\$ (0.02)	\$ (0.02)

#### Revenues

The Company recorded revenues of \$5,244,946, compared to \$3,828,993 during Q4 2018. The primary driver for the increase over the prior year is due to the continued significant expansion in distribution of Infused's CBD infused health and wellness products at over 800 retail outlets in 46 states.

#### Gross margin

Gross margin was \$815,690 (16%), compared to \$2,197,803 (57%) during Q4 2018. The decrease in the gross margin percentage from the prior year is primarily due to increased purchases by AMA of third-party biomass to produce concentrates and final products. The Company anticipates producing sufficient amounts of biomass from its new facility, which is expected to significantly improve the realized gross margins. Partially offsetting the increased costs of AMA, Infused has significantly increased its customer base which has resulted in improved economies of scale in the production of CBD-based products, positively impacting overall gross margin.

#### General and administration expenses

General and administration expenses ("G&A") were \$1,807,814, compared to \$1,985,884 during Q4 2018. This change over the prior year is primarily driven by decreased advertising, license fees, taxes and insurance costs. Offsetting these decreases was an increase in office expenses, travel and entertainment activities as the Company has scaled up operations.

## **1933 INDUSTRIES INC.**

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#### Management and consulting fees

Management and consulting fees were \$575,391, compared to \$1,056,957 during Q4 2018. This change below prior year is primarily the result of timing of recognition of costs. The Company continues to incur costs to support the growing infrastructure requirements.

#### Wages and benefits

Wages and benefits were \$554,592, compared to \$514,916 during Q4 2018. The Company is experiencing significant growth in all entities comprising the 1933 group, along with significant hiring initiatives across corporate support functions and operations management prior to the opening of AMA's new cultivation facility.

#### Professional fees

Professional fees were \$198,827, compared to a recovery of \$481,664 during Q4 2018. This change over the prior year is primarily the result of the reversal of accruals in Q4 2018. Not considering these accrual reversals, the Q4 2018 professional fees were \$111,128. The annual expense is consistent year over year.

#### Share-based compensation

Share-based payments, a non-cash expense, were \$353,870, compared to \$393,566 during Q4 2018.

#### Other expenses

Other expenses were \$2,946,750, compared to \$2,152,874 during Q4 2018. The components of other expense include interest expense, accretion expense, depreciation, foreign exchange gains and losses and income tax expense. This change over the prior year is primarily driven by the additional convertible debentures being issued and outstanding since the prior year period, which generate both accretion and interest expense. Included in other expenses is total tax expense of \$72,795, compared to \$1,115,271 during Q4 2018. This tax expense includes \$52,205 in current income tax recovery, compared to a current tax expense of \$1,115,271 during Q4 2018 as a result of unwinding the prior year accrual. Partially offsetting this current tax recovery is deferred tax expense of \$125,000, compared to \$nil during Q4 2018 related to current period taxable temporary differences of the Company's plant and equipment, which will unwind over the life of those assets.

#### Foreign currency translation adjustment

As part of the consolidation process, IFRS requires that foreign exchange gains and losses generated from the translation of subsidiaries with functional currencies different from the parent entity's must be recorded as other comprehensive income. As a result of the consolidation process for Q4 2019, the Company had an unrealized foreign exchange loss of \$901,249, compared to a gain of \$517,189 during Q4 2018, due to the unfavourable movement in the Canadian dollar against the U.S. dollar. This amount is recorded in other comprehensive income.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

#### ***Review of Consolidated Financial Information for Fiscal 2019 compared to Fiscal 2018***

<b>Results of Operations</b>	<b>Fiscal 2019</b>		<b>Fiscal 2018</b>
Revenues	\$	<b>18,059,774</b>	\$ 12,550,683
Gross margin		<b>5,296,980</b>	6,351,466
General and administration		<b>(6,609,668)</b>	(3,350,153)
Management and consulting fees		<b>(1,634,041)</b>	(1,858,495)
Wages and benefits		<b>(3,196,619)</b>	(1,384,720)
Professional fees		<b>(971,451)</b>	(911,471)
Share-based compensation		<b>(2,204,712)</b>	(915,896)
Other expenses		<b>(4,170,780)</b>	(3,095,067)
Goodwill impairment		<b>(5,044,866)</b>	-
Loss from continuing operations		<b>(18,535,157)</b>	(5,164,336)
Loss from discontinued operations		<b>(576,834)</b>	(564,716)
Net loss		<b>(19,111,991)</b>	(5,729,052)
Foreign currency translation adjustment		<b>100,427</b>	937,752
Comprehensive loss		<b>(19,011,564)</b>	(4,791,300)
Basic and diluted loss per share	\$	<b>(0.08)</b>	\$ (0.03)

#### Revenues

The Company recorded revenues of \$18,059,774, compared to \$12,550,683 during fiscal 2018, an increase of 44%. The increase over the prior year is primarily due to the continued significant expansion in distribution of Infused's CBD infused health and wellness products at over 800 retail outlets in 46 states.

#### Gross margin

Gross margin was \$5,296,980 (29%), compared to \$6,351,466 (51%) during fiscal 2018, a decrease of 17%. The decrease in the gross margin percentage from the prior year is primarily due to increased purchases by AMA of third-party biomass to produce concentrates and final products. The Company anticipates producing sufficient amounts of biomass from its new facility, which is expected to significantly improve the realized gross margins. Partially offsetting the increased costs of AMA, Infused has significantly increased its customer base which has resulted in improved economies of scale in the production of CBD-based products, positively impacting overall gross margin.

#### General and administration expenses

The G&A expenses were \$6,609,668, compared to \$3,350,153 during fiscal 2018, an increase of 97%. This change over the prior year is primarily driven by increased advertising, investor relations costs, office expenses, travel and entertainment activities as the Company has scaled up operations.

#### Management and consulting fees

Management and consulting fees were \$1,634,041, compared to \$1,858,495 during fiscal 2018, a decrease of 12%. This change as compared to prior year is primarily due to additional headcount to support the Company's growing infrastructure requirements which reduced the requirement for consultants as compared to the prior period.

## **1933 INDUSTRIES INC.**

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

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#### Wages and benefits

Wages and benefits were \$3,196,619, compared to \$1,384,720 during fiscal 2018, an increase of 131%. This change over the prior year is primarily driven by significant growth in all entities comprising the 1933 group, along with significant hiring initiatives across corporate support functions and operations management prior to the opening of AMA's new cultivation facility.

#### Professional fees

Professional fees were \$971,451, compared to \$911,471 during fiscal 2018, an increase of 7%. This increase over prior year is primarily due to higher legal and accounting costs incurred.

#### Share-based compensation

Share-based payments, a non-cash expense, were \$2,204,712, compared to \$915,896 during fiscal 2018, an increase of 141%. This change over the prior period is due to an increase in stock options granted. Specifically, the Company granted 9,525,000 stock options during fiscal 2019, compared to 1,300,000 during fiscal 2018.

#### Other expenses

Other expenses were \$4,170,780, compared to \$3,095,067 during fiscal 2018, an increase of 35%. The components of other expenses include interest expense, accretion expense, depreciation, foreign exchange gains and losses, loss on disposal of property and equipment and income tax expense. This change over the prior year is primarily driven by a loss on the disposal of property and equipment, resulting from the Sale Transaction, and additional convertible debentures being issued and outstanding since the current period, which generate both accretion and interest expense. These increases were partially offset by a reduction in income tax expense. Included in other expenses is total tax recovery of \$1,112,470, compared to an expense of \$1,178,441 during fiscal 2018. This tax recovery includes \$1,237,470 in current income tax recovery, compared to a current tax expense of \$1,178,441 during fiscal 2018 as a result of unwinding the prior year accrual. Partially offsetting this current tax recovery is deferred tax expense of \$125,000, compared to \$nil during fiscal 2018 related to current period taxable temporary differences of the Company's plant and equipment, which will unwind over the life of those assets.

#### Goodwill impairment

The Company impaired its investment in Spire and recorded an impairment loss of \$5,044,866, compared to \$nil during fiscal 2018.

Long-lived assets, including property and equipment, and intangible assets, are reviewed for 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. The Company determined that there were indicators of impairment surrounding the investment in Spire. Revenues have not met previous expectations and the outlook is lower than prior forecasts. As such, the Company has elected to focus on its cultivation and extraction assets and impaired the full amount of goodwill associated with the Spire acquisition.

As a result of the Company abandoning the Spire segment, the revenues and expenses generated by Spire have been recorded as discontinued operations and presented separately on the financial statements.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

#### Foreign currency translation adjustment

As part of the consolidation process, IFRS requires that foreign exchange gain and losses generated from the translation of subsidiaries with functional currencies different from the parent entity's must be recorded as other comprehensive income. As a result of the consolidation process for Q4 2019, the Company had an unrealized foreign exchange gain of \$100,427, compared to a gain of \$937,752 during fiscal 2018, due to the favourable movement in the Canadian dollar against the U.S. dollar. This amount is recorded in other comprehensive income.

#### LIQUIDITY, CASH FLOWS AND CAPITAL RESOURCES

##### Liquidity

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities and other contractual obligations. The Company's strategy for managing liquidity is based on the Company achieving positive cash flows from operations to internally fund operating and capital requirements.

Factors that may affect the Company's liquidity are continuously monitored. These factors include production levels, operating costs, capital costs, income tax refunds, foreign currency fluctuations, seasonality, market immaturity and a highly fluid environment related to state and federal law passage and regulations.

In the event that the Company is adversely affected by any of these factors and, as a result, the operating cash flows are not sufficient to meet the Company's working capital requirements there is no guarantee that the Company would be able to raise additional capital on acceptable terms to fund a potential cash shortfall. Consequently, the Company is subject to liquidity risk. The Company monitors its liquidity primarily by focusing on total liquid assets and working capital. The Company monitors its level of working capital and working capital ratio to assess its ability to enter into strategic opportunities such as equity investments, royalty financing arrangements, and providing start-up working capital to its existing and future business units.

While the Company has historically issued shares as a component of the consideration for acquisitions, there can be no assurance that the Company will be able to continue to finance strategic opportunities via the issuance of shares or debt. Management will continue to monitor and assess its acquisition activities to ensure that operating requirements are met over the next twelve months.

At July 31, 2019 and 2018, the Company had the following liquidity related financial information:

	<b>July 31, 2019</b>	July 31, 2018
Cash	\$ 17,613,900	\$ 5,056,183
Liquid assets (1)	\$ 21,852,243	\$ 8,305,806
Quick ratio (2)	15.29	3.47
Working capital	\$ 22,536,984	\$ 11,007,890
Working capital ratio (3)	16.77	5.60
Convertible debt	\$ 9,879,125	\$ 1,965,031

(1) Liquid assets include cash, receivables, and inventory

(2) Quick ratio is defined as liquid assets divided by current liabilities

(3) Working capital ratio is defined as current assets divided by current liabilities

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

#### Cash flow

<b>Net cash provided by (used in)</b>	<b>Q4 2019</b>	<b>Q4 2018</b>	<b>Fiscal 2019</b>	<b>Fiscal 2018</b>
Operating activities from continuing operations	\$ (5,550,781)	\$ (1,458,829)	\$ (10,584,393)	\$ (3,416,341)
Operating activities from discontinued operations	(81,734)	(387,035)	(576,834)	(564,716)
Investing activities	(3,952,558)	(5,357,623)	(12,672,983)	(9,692,173)
Financing activities	12,597,775	(443,040)	36,379,108	18,402,617
Effect of exchange rate changes on cash	(90,517)	(218,483)	12,819	(271,845)
Cash, beginning of period	14,691,715	12,921,193	5,056,183	598,641
Cash, end of period	\$ 17,613,900	\$ 5,056,183	\$ 17,613,900	\$ 5,056,183

#### Review of cash flow Q4 2019 compared to Q4 2018:

Cash used in operating activities from continuing operations was \$5,550,781 compared to \$1,458,829 during Q4 2018:

- Net loss from continuing operations was \$5,621,554, compared to \$3,424,730 during Q4 2018. Included in net loss are non-cash items of \$2,725,246, compared to \$1,193,468 for Q4 2018.
- Movements in inventory and biological assets decreased cash by \$558,374, compared to increasing cash by \$240,096 during Q4 2018.
- Movements in receivables increased cash by \$579,290, compared to decreasing cash by \$407,926 during Q4 2018.
- Movements in prepaid expenses and deposits decreased cash by \$1,476,576, compared to \$49,473 during Q4 2018.
- Movements in deferred financing costs decreased cash by \$nil, compared to \$45,000 during Q4 2018.
- Movements in accounts payable and accrued liabilities decreased cash by \$1,206,415 compared to \$140,752 during Q4 2018.
- Movements in income taxes payable increased cash by \$7,602 compared to \$1,208,762 during Q4 2018.

Cash used in operating activities from discontinued operations relating to Spire operations was \$81,734 compared to cash provided by operating activities from discontinued operations relating to Spire operations of \$387,035 during Q4 2018. These expenses primarily related to wages and professional fees.

Cash used in investing activities was \$3,952,558 compared to \$5,357,623 during Q4 2018, as a result of:

- Expenditures on property and equipment of \$3,952,558, compared to \$3,176,886 in Q4 2018. The majority of cash spent during the period was related to AMA's 67,750 square foot cultivation facility and 12,160 square foot production facility in Nevada.
- Movements in restricted cash increased cash by \$nil, compared to decreasing cash by \$2,331,109 during Q4 2018.
- During Q4 2018, movements in cash acquired on acquisition decreased cash by \$29,628, Spire acquisition costs increased cash by \$30,000 and the sale of QuikFlo Technologies Ltd. increased cash by \$150,000.



## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

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Cash provided by financing activities was \$12,597,775, compared to cash used by financing activities of \$443,040 during Q4 2018:

- Sale of property and equipment increased cash by \$12,962,591.
- Common shares issued pursuant to exercises of stock options increased cash by \$225,500, compared to \$440,001 in Q4 2018.
- Common shares issued pursuant to exercises of warrants and agent options increased cash by \$697,391, compared to decreasing cash by \$65,061 during Q4 2018.
- Repayment of convertible debentures decreased cash by \$48,394 during Q4 2018.
- Repayment of notes payable decreased cash by \$1,287,707, compared to decreasing cash by \$769,586 during Q4 2018.

#### Review of cash flow Fiscal 2019 compared to Fiscal 2018:

Cash used in continuing operating activities was \$10,584,393, compared to \$3,416,341 during fiscal 2018:

- Net loss from continuing operations was \$18,535,157, compared to \$5,164,336 during fiscal 2018. Included in net loss are non-cash items of \$11,229,893, compared to \$2,359,961 for fiscal 2018.
- Movements in inventory and biological assets decreased cash by \$420,472, compared to \$529,079 during fiscal 2018.
- Movements in receivables decreased cash by \$397,479, compared to \$955,922 during fiscal 2018.
- Movements in prepaid expenses and deposits decreased cash by \$1,641,470, compared to \$93,880 during fiscal 2018.
- Movements in accounts payable and accrued liabilities increased cash by \$283,234, compared to \$341,484 during fiscal 2018.
- Movements in income taxes payable decreased cash by \$1,147,942, compared to increasing cash by \$1,207,939 during fiscal 2018.
- During fiscal 2018, movements in amounts due to related parties decreased cash by \$428,463 and a decrease in cash of \$109,045 was due to a movement in assets and liabilities held for sale.

Cash used in operating activities from discontinued operations relating to Spire operations was \$576,834 and QuikFlo Technologies Ltd. was \$nil, compared to \$325,716 related to Spire and \$239,000 related to QuikFlo Technologies Ltd. during fiscal 2018. Spire expenses primarily related to wages and professional fees. QuikFlo Technologies Ltd. expenses relate to the disposal of the investment.

Cash used in investing activities was \$12,672,983, compared to \$9,692,173 during fiscal 2018, as a result of:

- Expenditures on property and equipment of \$17,098,585, compared to \$5,390,977 in fiscal 2018. The majority of cash spent in during the period was related to AMA's 67,750 square foot cultivation facility and 12,160 square foot production facility in Nevada.
- Movements in restricted cash increased cash by \$4,425,602, compared to decreasing cash by \$4,425,602 during fiscal 2018.
- During fiscal 2018, movements in cash acquired on acquisition decreased cash by \$25,594 and the sale of QuikFlo Technologies Ltd. increased cash by \$150,000.

Cash provided by financing activities was \$36,379,108, compared to \$18,402,617 during fiscal 2018:

- Sale of property and equipment increased cash by \$12,962,591.
- Common shares issued pursuant to a private placement increased cash by \$4,500,000.
- Common shares issued pursuant to exercises of stock options increased cash by \$715,724, compared to \$947,501 during fiscal 2018.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

- Common shares issued pursuant to exercises of warrants and agent options increased cash by \$3,906,514, compared to \$13,186,666 during fiscal 2018.
- Issuance of convertible debenture units increased cash by \$15,581,986, compared to \$6,013,272 during fiscal 2018.
- Repayment of notes payable decreased cash by \$1,287,707, compared to \$1,744,822 during fiscal 2018.

#### Capital Resources

The capital of the Company consists of consolidated equity, notes payable, and convertible debentures, net of cash.

	July 31, 2019	July 31, 2018
Equity	\$ 37,188,404	\$ 36,983,497
Notes payable	-	39,339
Convertible debentures	9,879,125	1,965,031
	<b>47,067,529</b>	<b>38,987,867</b>
Less: cash	<b>(17,613,900)</b>	<b>(5,056,183)</b>
	<b>\$ 29,453,629</b>	<b>\$ 33,931,684</b>

The board of directors of the Company has overall responsibility for the establishment and oversight of the Company's risk management policies on an annual basis. The Company's board of directors identifies and evaluates the Company's financial risks and is charged with the responsibility of establishing controls and procedures to ensure financial risks are mitigated.

The Company's objectives when managing capital are to pursue and complete the identification and evaluation of assets, properties or businesses with a view to acquisition. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new common shares or adjust the amount of cash.

The Company's investment policy is to invest excess cash in investment instruments at high credit, quality financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

#### Dividends

No dividends have been declared or paid by the Company in any of the periods presented above. The Company does not anticipate declaring or paying any dividends on its common shares in the foreseeable future.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

#### Outstanding share data

The authorized capital of the Company consists of an unlimited number of common shares without par value. The Company had the following securities outstanding as at the date of this MD&A:

Type of Security	At July 31, 2019	At the date of this MD&A
Common Shares	281,509,693	284,779,959
Stock Options	17,196,666	22,341,666
Warrants	50,287,316	50,870,566
Agent Options	2,198,112	2,191,112
Convertible debentures - \$0.45 conversion	\$12,452,007	\$12,432,007

As at July 31, 2019, the Company has issued various warrants and stock options as summarized below:

Description of security	Number	Exercise price	Expiry date
Warrants	66,750	\$ 0.25	4-Oct-19
Warrants	10,000,000	0.50	14-Mar-21
Warrants	1,000,000	0.53	28-Mar-21
Warrants	39,220,566	0.65	14-Sep-21
Warrants	<b>50,287,316</b>	<b>\$ 0.62</b>	
Stock options	237,500	\$ 0.50	14-Nov-20
Stock options	37,500	0.64	8-Jan-21
Stock options	500,000	0.45	31-May-21
Stock options	8,655,000	0.55	4-Oct-21
Stock options	6,366,666	0.15	13-Jun-22
Stock options	1,300,000	0.65	15-Feb-23
Stock options	100,000	0.55	2-May-24
	<b>17,196,666</b>	<b>\$ 0.41</b>	

On March 5, 2019, the Company announced that it intends to accelerate the expiry of warrants bearing an expiry date of August 16, 2019 and October 4, 2019, which based on the warrants outstanding at April 30, 2019, would raise \$2.5 million if all Warrant holders exercised.

#### **NON-GAAP MEASURES**

Earnings before interest, taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA are non-GAAP financial measures and accordingly they are not earnings measures recognized by IFRS and do not carry standard prescribed significance. Moreover, our method for calculating Adjusted EBITDA may differ from that used by other companies using the same designation.

Accordingly, we caution readers that Adjusted EBITDA should not be substituted for determining net income (loss) as an indicator of operating results or as a substitute for cash flows from operating and investing activities. Management believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, presentation of these measures is to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP.

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

The following table provides a reconciliation of the EBITDA loss and Adjusted EBITDA loss to the consolidated financial statements:

	Q4 2019	Q4 2018	Fiscal 2019	Fiscal 2018
Net loss for the period	\$ (5,688,422)	\$ (3,811,765)	\$ (19,111,991)	\$ (5,729,052)
Add (subtract):				
Interest expense	436,518	84,364	1,573,626	477,582
Accretion expense	302,187	247,154	1,215,212	364,542
Depreciation	302,504	91,453	648,966	278,607
Income tax expense (recovery)	72,795	1,115,271	(1,112,470)	1,178,441
<b>EBITDA loss</b>	<b>(4,574,418)</b>	<b>(2,273,523)</b>	<b>(16,786,657)</b>	<b>(3,429,880)</b>
Share-based compensation	353,870	393,566	2,204,712	915,896
Impairment loss	-	-	5,044,866	-
Loss from discontinued operations	(66,868)	(387,035)	(576,834)	(564,716)
<b>Adjusted EBITDA loss</b>	<b>\$ (4,287,416)</b>	<b>\$ (2,266,992)</b>	<b>\$ (10,113,913)</b>	<b>\$ (3,078,700)</b>

### OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations or arrangements with respect to any obligations under a variable interest equity arrangement. The Company has no off-balance sheet arrangements.

### RELATED PARTY TRANSACTIONS

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Company. The Company has determined that its key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Key management personnel compensation during the years ended July 31, 2019 and 2018, were as follows:

	Fiscal 2019	Fiscal 2018
Management and consulting fees	\$ 1,242,565	\$ 678,588
Interest expense – notes payable	-	66,823
Shares issued for compensation	100,000	311,500
Share-based payments	734,704	492,716
	<b>\$ 2,077,269</b>	<b>\$ 1,549,627</b>

## 1933 INDUSTRIES INC.

### MANAGEMENT DISCUSSION AND ANALYSIS

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

	Fiscal 2019	Fiscal 2018
Legal fees	\$ 55,898	\$ 459,662
Legal fees – capitalized to convertible debentures	-	48,572
Legal fees – acquisition of Spire	-	30,000
Rent	56,500	-
Wages and benefits	269,365	-
	\$ 381,763	\$ 538,234

The Company paid legal fees during the periods presented to two law firms where one of the directors was a partner.

Certain shareholders of the Company's subsidiaries, AMA and Infused, advanced USD\$240,000 to the Company by way of promissory notes. The amounts accrued interest at 6% per annum, are unsecured, and due on demand. As at July 31, 2019, the remaining balance is \$nil (July 31, 2018 - \$39,339 (USD\$30,200)).

Additionally, as at July 31, 2019, the Company's accounts payable and accrued liabilities included \$375,030 owing Joseph Bleackley, former Chief Operating Officer (July 31, 2018 - \$nil).

### **INTERNATIONAL FINANCIAL REPORTING STANDARDS**

The consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB, effective as of July 31, 2019. The Company's significant accounting policies are described in note 3 of the Company's consolidated financial statements for the years ended July 31, 2019 and 2018.

### **CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates based on assumptions about future events that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised. Management has made the following critical judgements and estimates:

#### **Critical judgements in applying accounting policies**

Critical judgements made by management in applying the Company's accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are as follows:

## **1933 INDUSTRIES INC.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

For the years ended July 31, 2019 and 2018

(In Canadian dollars, except where noted)

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#### Functional currency

In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, the Company determined its functional currency, and its Canadian subsidiaries, to be the Canadian dollar, and the functional currency of its US subsidiaries to be the United States dollar. Such determination involves certain judgements to identify the primary economic environment. The Company reconsiders the functional currency of its subsidiaries if there is a change in events and/or conditions which determine the primary economic environment.

#### Assessment of indicators of impairment

At the end of each reporting period, the Company assesses whether there are any indicators, from external and internal sources of information, that an asset or cash generating unit ("CGU") may be impaired, thereby requiring adjustment to the carrying value. The Company identified the limited activities of Spire as an indicator of impairment related to the Spire acquisition during the year ended July 31, 2019.

As a result of these impairment indicators, the Company assessed the goodwill associated with the Spire CGU for impairment and concluded the recoverable value of the CGU was less than its carrying value and an impairment of \$5,044,866 was required.

#### Estimated useful lives and depreciation of property and equipment

Depreciation of property and equipment is dependent upon estimates of useful lives, which are determined through the exercise of judgment. The assessment of any impairment of these assets is dependent upon estimates of recoverable amounts that take into account factors such as economic and market conditions and the useful lives of assets.

#### Business combinations

Judgement is used in determining whether an acquisition is a business combination or an asset acquisition. Estimates are made as to the fair value of assets and liabilities acquired. In certain circumstances, such as the valuation of property and equipment, intangible assets and goodwill acquired, the Company may rely on independent third-party valuers. The determination of these fair values involves a variety of assumptions, including revenue growth rates, expected operating income, and discount rates. The Company measures all the assets acquired and liabilities assumed at their acquisition-date fair values. Non-controlling interests in the acquiree are measured on the basis of the non-controlling interests' proportionate share of the equity in the acquiree's identifiable net assets.

Acquisition-related costs are recognized as expenses in the periods in which the costs are incurred and the services are received (except for the costs to issue debt or equity securities which are recognized according to specific requirements). The excess of the aggregate of (a) the consideration transferred to obtain control, the amount of any non-controlling interest in the acquiree over (b) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, is recognized as goodwill as of the acquisition date.

#### Convertible instruments

Convertible notes are compound financial instruments which are accounted for separately by their components: a financial liability and an equity instrument. The financial liability, which represents the obligation to pay coupon interest on the convertible notes in the future, is initially measured at its fair value and subsequently measured at amortized cost. The residual amount is accounted for as an equity instrument at issuance. The identification of convertible notes components is based on interpretations of the substance of the contractual arrangement and therefore requires judgment from management. The separation of the components affects the initial recognition of the convertible debenture at issuance and the subsequent recognition of interest on the liability component.

## **1933 INDUSTRIES INC.**

### MANAGEMENT DISCUSSION AND ANALYSIS

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(In Canadian dollars, except where noted)

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The determination of the fair value of the liability is also based on a number of assumptions, including contractual future cash flows, discount rates and the presence of any derivative financial instruments.

#### Revenue recognition as a result of adopting IFRS 15

##### *Determination of performance obligations*

The Company applied judgement to determine if a good or service that is promised to a customer is distinct based on whether the customer can benefit from the good or service on its own or together with other readily available resources and whether the good or service is separately identifiable. Based on these criteria, the Company determined the primary performance obligation relating to its sales contracts is the delivery of product to its clients.

##### *Transfer of control*

Judgement is required to determine when transfer of control occurs relating to the sale of the Company's services to its clients. Management based its assessment on a number of indicators of control, which include, but are not limited to whether the Company has present right of payment, and whether the physical possession of the goods, significant risks and rewards and legal title have been transferred to the customer.

#### **Key sources of estimation uncertainty**

Significant assumptions about the future and other major sources of estimation uncertainty at the end of the reporting period that may result in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

##### Biological assets and inventory

In calculating the value of the biological assets and inventory, management is required to make a number of estimates, including estimating the stage of growth of the cannabis up to the point of harvest, harvesting costs, selling costs, sales price, wastage and expected yields for the cannabis plant. In calculating final inventory values, management is required to determine an estimate of spoiled or expired inventory and compares the inventory cost to estimated net realizable value.

##### Impairment of long-lived assets

Long-lived assets, including property and equipment, are reviewed for 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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets ("CGU"). The recoverable amount of an asset or a CGU is the higher of its fair value, less costs to sell, and its value in use. If the carrying amount of an asset exceeds its recoverable amount, an impairment charge is recognized immediately in profit or loss by the amount by which the carrying amount of the asset exceeds the recoverable amount. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the lesser of the revised estimate of recoverable amount, and the carrying amount that would have been recorded had no impairment loss been recognized previously.

##### Current and deferred taxes

The Company's provision for income taxes is estimated based on the expected annual effective tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The current and deferred components of income taxes are estimated based on forecasted movements in temporary differences.

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Changes to the expected annual effective tax rate and differences between the actual and expected effective tax rate and between actual and forecasted movements in temporary differences will result in adjustments to the Company's provision for income taxes in the period changes are made and/or differences are identified.

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Forecasted cash flows from operations based on production and customer demand are internally developed and reviewed by management. Weight is attached to tax planning opportunities that are within the Company's control, and are feasible and implementable without significant obstacles.

The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence.

Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting period, the Company reassesses unrecognized income tax assets.

#### Equity-settled share-based payments

The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers, employees, consultants and charities.

The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the Share-based compensation calculation value, however the most significant estimate is the volatility. Expected future volatility can be difficult to estimate as the Company has a limited operating history and is in an emerging industry.

Due to the emerging nature of the industry, volatility estimates require significant estimates. The Company estimated volatility based on historic share prices of companies with significant operating history in the cannabis industry. Historical volatility is not necessarily indicative of future volatility. The expected life of stock options was determined based on the estimate that they would be exercised evenly over their term.

#### Contingencies

Due to the nature of the Company's operations, various legal and tax matters can arise from time to time. In the event that management's estimate of the future resolution of these matters changes, the Company will recognize the effects of the changes in its consolidated financial statements for the period in which such changes occur.



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## CHANGES IN ACCOUNTING STANDARDS

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The accounting policies applied in the preparation of the Company's annual consolidated financial statements for the years ended July 31, 2019 and 2018, are consistent with new standards and amendments to standards, except for the following:

### IFRS 9, *Financial Instruments* ("IFRS 9")

IFRS 9 is required for reporting periods beginning on or after January 1, 2018, with retrospective application. The Company applied IFRS 9 on August 1, 2018, and in accordance with the transition requirements, comparative periods have not been restated. The adoption of IFRS 9 did not have a significant impact on the carrying amounts of financial instruments as at August 1, 2018.

IFRS 9 replaces the classification and measurement models in IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"), with a single model under which financial assets are classified and measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). This classification is based on the business model in which a financial asset is managed, as well as its contractual cash flow characteristics, and eliminates the IAS 39 categories of held-to-maturity, loans and receivables, and available for-sale.

All other financial assets and financial liabilities will continue to be measured on the same basis as is currently adopted under IAS 39. We have assessed the classification and measurement of our financial instruments under IFRS 9, with reference to the former classification under IAS 39, as follows:

<b>Financial Assets</b>	<b>IFRS 9</b>	<b>IAS 39</b>
Cash	FVTPL	FVTPL
Restricted cash	FVTPL	FVTPL
Receivables	Amortized cost	Loans and receivables
<b>Financial Liabilities</b>	<b>IFRS 9</b>	<b>IAS 39</b>
Accounts payable and accrued liabilities	Amortized cost	Other Financial liabilities
Convertible debentures	Amortized cost	Other Financial liabilities
Notes payable	Amortized cost	Other Financial liabilities

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. The adoption of the new "expected credit loss" impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, did not have an impact on the carrying amounts of financial assets.

### IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15")

IFRS 15 was issued by the IASB in May 2014 and specifies how and when revenue should be recognized based on a five-step model, which is applied to all contracts with customers. On April 12, 2016, the IASB published final clarifications to IFRS 15 with respect to identifying performance obligations, principal versus agent considerations, and licensing. The Company has applied IFRS 15 retrospectively and determined that there is no change to the comparative periods or transitional adjustments required as a result of the adoption of this standard.

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#### Changes in accounting policies not yet effective

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the International Accounting Standards Board (“IASB”) or International Financial Reporting Interpretation Committee (“IFRIC”) that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation, and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The adoption will be applied on a prospective basis resulting in an increase in property and equipment and lease liability as at August 1, 2019. In addition, there will be a reduction Fiscal 2020 rent expense and increase in interest expense. The Company does not anticipate the adoption of this standard to have a material impact on its financial statements.
- IFRIC 23, Uncertainty over Income Tax Treatments: This standard was issued by IASB on June 7, 2017 to clarify the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit/loss, tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12 Income Taxes. IFRIC 23 is effective January 1, 2019. The Company is currently assessing the impact of this new standard on its financial statements.

#### **RISKS AND UNCERTAINTIES**

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Holders of securities of the Company should carefully consider the following risk factors in addition to the other information contained in this MD&A. The risks and uncertainties below are not the only ones related to the Company. There are additional risks and uncertainties that the Company does not presently know of or that the Company currently considers immaterial which could become material, may also impair the Company’s business operations. If any of the following risks actually occur, the Company’s business may be harmed and its financial condition and results of operations may suffer significantly. Other risk factors are set forth in the Company’s Financial Statements and AIF, which are incorporated by reference into this.

##### **Risks Related to the Business of the Company**

###### ***Risk Relating to the United States Regulatory System***

The activities of the Company are subject to regulation by governmental authorities. Achievement of the Company’s business objectives are contingent, in part, upon compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure or maintain all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Company operates in a new industry which is highly regulated, highly competitive and evolving rapidly. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

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The Company incurs ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions of operations. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. Further, the Company may be subject to a variety of claims and lawsuits.

Adverse outcomes in some or all of these claims may result in significant monetary damages or injunctive relief that could adversely affect its ability to conduct business. The litigation and other claims are subject to inherent uncertainties and management's view of these matters may change in the future.

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

**This MD&A involves an entity that is expected to continue to derive a significant portion of its revenues from the cannabis industry in certain states of the United States, which industry is illegal under United States federal law.** Currently, the Company is directly engaged in the manufacture and possession of cannabis in the medical and recreational cannabis marketplace in the United States. **The enforcement of relevant laws is a significant risk.**

Violations of any United States federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the United States federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Company, including its reputation and ability to conduct business, the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

#### ***Risk of Heightened Scrutiny by Regulatory Authorities in Canada***

For the reasons set forth above, the Company's existing investments in the United States, and any future investments, may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. As a result, the Company may be subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of certain restrictions on the Company's ability to invest in the United States or any other jurisdiction, in addition to those described herein.

Although the TMX MOU has confirmed that there is currently no CDS ban on the clearing of securities of issuers with cannabis-related activities in the United States, there can be no guarantee that this approach to regulation will continue in the future. If such a ban were to be implemented, it would have a material adverse effect on the ability of holders of Common Shares to make and settle trades.

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In particular, the Common Shares would become highly illiquid as until an alternative was implemented, investors would have no ability to effect a trade of the Common Shares through the facilities of a stock exchange. The Company has obtained eligibility with the DTC for its Common Share quotation on the OTCQB and such DTC eligibility provides another possible avenue to clear Shares in the event of a CDS ban. Government policy changes or public opinion may also result in a significant influence over the regulation of the cannabis industry in Canada, the United States or elsewhere.

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

As previously stated, violations of any federal laws and regulations could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings conducted by either the federal government or private citizens, or criminal charges, including, but not limited to, disgorgement of profits, cessation of business activities or divestiture. This could have a material adverse effect on the Company, including its reputation and ability to conduct business, its holding (directly or indirectly) of medical cannabis licenses in the United States, the listing of its securities on various stock exchanges, its financial position, operating results, profitability or liquidity or the market price of its publicly traded shares. In addition, it is difficult for the Company to estimate the time or resources that would be needed for the investigation of any such matters or its final resolution because, in part, the time and resources that may be needed are dependent on the nature and extent of any information requested by the applicable authorities involved, and such time or resources could be substantial.

The approach to the enforcement of cannabis laws may be subject to change or may not proceed as previously outlined.

#### ***Changes in Laws, Regulations and Guidelines***

The Company's operations are subject to a variety of laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of cannabis but also including laws and regulations relating to health and safety, the conduct of operations and the protection of the environment. To its knowledge, the Company is currently in compliance with such laws in all material respects. Changes to such laws, regulations and guidelines due to matters beyond the control of the Company may cause adverse effects to the Company's operations.

While the impact of the changes are uncertain and are highly dependent on which specific laws, regulations or guidelines are changed and on the outcome of any such court actions, it is not expected that any such changes would have an effect on the Company's operations that is materially different than the effect on similar-sized companies in the same business as the Company.

Local, state and federal laws and regulations governing marijuana for medicinal and recreational purposes are broad in scope and are subject to evolving interpretations, which could require the Company to incur substantial costs associated with bringing the Company's operations into compliance. In addition, violations of these laws, or allegations of such violations, could disrupt the Company's operations and result in a material adverse effect on its financial performance.

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It is beyond the Company's scope to predict the nature of any future change to the existing laws, regulations, policies, interpretations or applications, nor can the Company determine what effect such changes, when and if promulgated, could have on the Company's business.

#### ***Risks associated with the change in U.S. Administrations***

As a result of the 2016 U.S. presidential election and the related change in political agenda, there continues to be uncertainty as to the position the United States will take with respect to world affairs and events. This uncertainty may include issues such as enforcement of the U.S. federal laws.

Implementation by the U.S. of new legislative or regulatory regimes could impose additional costs on the Company, decrease U.S. demand for the Company's services or otherwise negatively impact the Company, which may have a material adverse effect on the Company's business, financial condition and operations.

#### ***Risks Concerning Banking***

The U.S. federal prohibitions on the sale of marijuana may result in the Company and its partners being restricted from accessing the U.S. banking system and they may be unable to deposit funds in federally insured and licensed banking institutions. Banking restrictions could be imposed due to the Company's banking institutions not accepting payments and deposits. The Company is at risk that any bank accounts it has could be closed at any time. Such risks increase costs to the Company. Additionally, similar risks are associated with large amounts of cash at its business locations. These locations require heavy security with respect to holding and transport of cash.

The guidance provided in the FinCEN Memo may change depending on the position of the U.S. government administration at any given time and is subject to revision or retraction in the future, which may restrict the Company's access to banking services.

In the event financial service providers do not accept accounts or transactions related to the marijuana industry, it is possible that the Company may seek alternative payment solutions, including but not limited to crypto currencies such as Bitcoin. There are risks inherent in crypto currencies, most notably its volatility and security issues. If the industry was to move towards alternative payment solutions and accept payments in crypto currency the Company would have to adopt policies and protocols to manage its volatility and exchange rate risk exposures. The Company's inability to manage such risks may adversely affect the Company's operations and financial performance.

#### ***Product Liability, Operational Risk***

As a manufacturer and distributor of products designed to be ingested by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the manufacture and sale of marijuana and CBD infused products based on the Company's recipes and brands involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of the Company's products alone or in combination with other medications or substances could occur. The Company may be subject to various product liability claims, including, among others, that the Company's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances.

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A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the Company's results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Company potential products. Should the Federal government legalize marijuana for medical or recreational use nation-wide, it is possible that the U.S. Food and Drug Administration ("FDA") would seek to regulate the products under the Food, Drug and Cosmetics Act of 1938. Additionally, the state of California has recently stated that it will only approve certain food related products for sale once approved by the FDA.

The FDA may issue rules and regulations including certified good manufacturing practices related to the growth, cultivation, harvesting and processing of medical and adult use marijuana and CBD infused products. Clinical trials may be needed to verify efficacy and safety of the medical and adult use marijuana. It is also possible that the FDA would require that facilities where medical and adult use marijuana is cultivated be registered with the applicable government agencies and comply with certain federal regulations. In the event any of these regulations are imposed, The Company cannot foresee the impact on its operations and economics. If the Company is unable to comply with the regulations and or registration as prescribed by the FDA or another federal agency, the Company may be unable to continue to operate in its current form or at all.

#### ***Product Recall Risks***

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the products developed by the Company and sold by it or by licensed producers are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense relating to the recall and any legal proceedings that might arise in connection with the recall. The Company may lose a significant amount of revenue due to a loss of and may not be able to replace that revenue at an acceptable margin or at all.

In addition, a product recall may require significant management attention. Although the Company has established procedures to test finished products (in connection with Nevada state requirements), there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's significant brands were subject to recall, the image of that brand and the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by the regulatory agencies, requiring further management attention and potential legal fees and other expenses.

The Company's operations can also be substantially affected by adverse publicity resulting from quality, illness, injury, health concerns, public opinion, or operating issues. The Company will attempt to manage these factors, but the occurrence of any one or more of these factors could materially and adversely affect the Company's business, financial condition and results of operations.

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#### ***Risks Inherent in an Agricultural Business***

The Company's business will involve the growing of marijuana, an agricultural product. As such, the business is subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although the Company expects that its products will be grown indoors under climate-controlled conditions, carefully monitored by trained personnel, there can be no assurance that natural elements will not have a material adverse effect on the production of its products.

#### ***Vulnerability to Rising Energy Costs***

Marijuana growing operations consume considerable energy, making such operations vulnerable to rising energy costs. Rising or volatile energy costs may adversely impact the business of the Company and its ability to operate profitably.

#### ***Transportation Disruptions***

Due to the perishable and premium nature of agricultural products, the Company will depend on fast and efficient courier services to distribute its product. Any prolonged disruption of this courier service could have an adverse effect on the financial condition and results of operations of the Company. Rising costs associated with the courier services used by the Company to ship its products may also adversely impact the business of the Company and its ability to operate profitably.

#### ***Unfavorable Publicity or Consumer Perception***

The Company believes the marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of marijuana products can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favorable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favorable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's products and the business, results of operations, financial condition and cash flows of the Company.

The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for medical marijuana products, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Company's products specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

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#### ***Uninsurable Risks***

The medical and adult use marijuana business is subject to several risks that could result in damage to or destruction of properties or facilities or cause personal injury or death, environmental damage, delays in production and monetary losses and possible legal liability. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not currently have any insurance policies covering its properties or the operation of its business and any liabilities that may arise as a result any of the above noted risks may cause a material adverse effect on the financial condition of the Company.

#### ***The Company may not be able to accurately predict its future capital needs and it may not be able to secure additional financing.***

The Company may need to raise significant additional funds in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms, or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

#### ***Threats from illegal drug dealers***

Currently, there are many drug dealers and cartels that cultivate, buy, sell and trade marijuana in the United States, Canada and worldwide. Many of these dealers and cartels are violent and dangerous, well financed and well organized. It is possible that these dealers and cartels could feel threatened by legalized marijuana businesses such as those with whom the Company does business and could take action against or threaten the Company, its principals, employees and/or agents and this could negatively impact the Company and its business.

#### ***Reliance on Management***

The success of the Company is currently dependent on the performance of its Chief Executive Officer and board of directors. The loss of the services of these persons would have a material adverse effect on the Company's business and prospects in the short term. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.



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#### ***Factors which may prevent realization of growth targets***

The Company is currently in the early growth stage. There is a risk that the additional resources will be needed and milestones will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Company:

- maintaining, or conditions imposed by, regulatory approvals;
- facility design errors;
- environmental pollution;
- non-performance by third party contractors;
- increases in materials or labor costs;
- construction performance falling below expected levels of output or efficiency;
- breakdown, aging or failure of equipment or processes;
- contractor or operator errors;
- labor disputes, disruptions or declines in productivity;
- inability to attract sufficient numbers of qualified workers;
- disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

#### ***Competitive Risks***

The marijuana industry is highly competitive. The Company will compete with numerous other businesses in the medical and adult use marijuana industry, many of which possess greater financial and marketing resources and other resources than the Company. The marijuana business is often affected by changes in consumer tastes and discretionary spending patterns, national and regional economic conditions, demographic trends, consumer confidence in the economy, traffic patterns, local competitive factors, cost and availability of raw material and labor, and governmental regulations. Any change in these factors could materially and adversely affect the Company's operations.

Due to the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants. If the number of legal users of marijuana in its target jurisdictions increases, the demand for products will increase and the Company expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Company will require a continued high level of investment in research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

#### ***Environmental and Employee Health and Safety Regulations***

The Company's operations are subject to environmental and safety laws and regulations concerning, among other things, emissions and discharges to water, air and land, the handling and disposal of hazardous and non-hazardous materials and wastes, and employee health and safety. The Company will incur ongoing costs and obligations related to compliance with environmental and employee health and safety matters. Failure to comply with environmental and safety laws and regulations may result in additional costs for corrective measures, penalties or in restrictions on our manufacturing operations.

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In addition, changes in environmental, employee health and safety or other laws, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

#### ***Difficulties in Forecasting***

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

#### ***Holding Company***

As a holding company with no material assets other than the stock of the Company's operating subsidiaries and intellectual property, nearly all of the Company's funds generated from operations will be generated by the Company's operating subsidiaries.

The Company's subsidiaries are subject to requirements of various regulatory bodies, both domestically and internationally, specifically in the United States. Accordingly, if the Company's operating subsidiaries are unable, due to regulatory restrictions or otherwise, to pay the Company's dividends and make other payments to the Company when needed, the Company may be unable to satisfy the Company's obligations when they arise.

#### ***Management of Growth***

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

#### ***Currency Fluctuations***

Exchange rate fluctuations may adversely affect the Company's financial position and results. It is anticipated that a significant portion of the Company's business will be conducted in the United States using U.S. dollars. The Company's financial results are reported in Canadian Dollars and costs are incurred primarily in U.S. dollars in its marijuana and CBD infused products segments. The depreciation of the Canadian Dollar against the U.S. Dollar could increase the actual capital and operating costs of the Company's U.S. operations and materially adversely affect the results presented in the Company's financial statements. Currency exchange fluctuations may also materially adversely affect the Company's future cash flow from operations, its results of operations, financial condition and prospects.

#### ***Enforcement of Legal Rights***

In the event of a dispute arising from the Company's U.S. operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada.

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Similarly, to the extent that the Company's assets are located outside of Canada, investors may have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities provisions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

#### ***Global financial and economic conditions***

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Company's ability to obtain debt and equity financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

#### ***Conflicts of Interest***

Certain officers and directors of the Company are also officers and/or directors of other entities engaged in the cannabis industry generally. As a result, situations may arise where the interest of such directors and officers conflict with their interests as directors and officers of other companies.

The resolution of such conflicts is governed by applicable corporate laws, which require that directors act honestly, in good faith and with a view to the best interests of the Company. Conflicts, if any, will be handled in a manner consistent with the procedures and remedies set forth in the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

In addition, the directors and officers are required to act honestly and in good faith with a view to the Company's best interests. However, in conflict of interest situations, the Company's directors and officers may owe the same duty to another company and will need to balance their competing interests with their duties to the Company. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavourable to the Company.

#### ***Success of Quality Control Systems***

The quality and safety of the Company's products are critical to the success of its business and operations. As such, it is imperative that the Company's (and its service provider's) quality control systems operate effectively and successfully. Quality control systems can be negatively impacted by the design of the quality control systems, the quality training program, and adherence by employees to quality control guidelines. Although the Company strives to ensure that all of its service providers have implemented and adhere to high caliber quality control systems, any significant failure or deterioration of such quality control systems could have a material adverse effect on the Company's business and operating results.

#### ***Inability to Renew Material Leases***

The Company may be unable to renew or maintain its leases (commercial or real property) on commercially acceptable terms or at all.

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An inability to renew its leases, or a renewal of its leases with a rental rate higher than the prevailing rate under the applicable lease prior to expiration, may have an adverse impact on the Company's operations, including disruption of its operations or an increase in its cost of operations. In addition, in the event of non-renewal of any of the Company's leases, the Company may be unable to locate suitable replacement properties for its facilities or it may experience delays in relocation that could lead to a disruption in its operations. Any disruption in the Company's operations could have an adverse effect on its financial condition and results of operations.

#### ***Obtaining Insurance***

Due to the Company's involvement in the cannabis industry, it may have a difficult time obtaining the various insurances that are desired to operate its business, which may expose the Company to additional risk and financial liability. Insurance that is otherwise readily available, such as general liability, and directors and officer's insurance, may be more difficult to find, and more expensive, because of the regulatory regime applicable to the industry. There are no guarantees that the Company will be able to find such insurance coverage in the future, or that the cost will be affordable. If the Company is forced to go without such insurance coverage, it may prevent it from entering into certain business sectors, may inhibit growth, and may expose the Company to additional risk and financial liabilities.

#### ***Inability to Protect Intellectual Property***

The Company's success is heavily dependent upon its intangible property and technology. The Company relies upon copyrights, patents, trade secrets, unpatented proprietary know-how and continuing innovation to protect the intangible property, technology and information that is considered important to the development of the business. The Company relies on various methods to protect its proprietary rights, including confidentiality agreements with consultants, service providers and management that contain terms and conditions prohibiting unauthorized use and disclosure of confidential information. However, despite efforts to protect intangible property rights, unauthorized parties may attempt to copy or replicate intangible property, technology or processes. There can be no assurances that the steps taken by the Company to protect its intangible property, technology and information will be adequate to prevent misappropriation or independent third-party development of the Company's intangible property, technology or processes. It is likely that other companies can duplicate a production process similar to the Company's. Other companies may also be able to materially duplicate the Company's proprietary plant strains. To the extent that any of the above would occur, revenue could be negatively affected, and in the future, the Company may have to litigate to enforce its intangible property rights, which could result in substantial costs and divert management's attention and other resources.

The Company's ability to successfully implement its business plan depends in part on its ability to maintain and build brand recognition using its trademarks, service marks, trade dress, domain names and other intellectual property rights, including the Company's names and logos. If the Company's efforts to protect its intellectual property are inadequate, or if any third party misappropriates or infringes on its intellectual property, the value of its brands may be harmed, which could have a material adverse effect on the Company's business and might prevent its brands from achieving or maintaining market acceptance.

the Company may be unable to obtain registrations for its intellectual property rights for various reasons, including prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. This could harm its image, brand or competitive position and cause the Company to incur significant penalties and costs.